

NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth ("20th") Annual General Meeting ("AGM") of the Company will be conducted on a virtual basis through live streaming via Remote Participation and Voting ("RPV") Facilities via the online meeting platform at <https://web.vote2u.my> (Domain Registration Numbers with MYNIC D6A471702) provided by Agmo Digital Solutions Sdn Bhd on Tuesday, 17 December 2024 at 10.00 a.m. or at any adjournment thereof for the transaction of the following businesses:

AGENDA

- As Ordinary Business** *(Please refer to Explanatory Note 1 on Ordinary Business)*
- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon.
 - To re-elect the following Directors who shall retire by rotation pursuant to Clause 105(1) of the Company's Constitution and being eligible, has offered themselves for re-election:
 - Madam Tan Poh Ling *Ordinary Resolution 1*
 - Datuk Lim Sze Way *Ordinary Resolution 2*
 - To re-elect Mr Yong Teck Wee who retire in accordance with Clause 114 of the Company's Constitution and being eligible, have offered himself for re-election. *Ordinary Resolution 3*
 - To approve the payment of the Directors' Fees and other benefits of up to RM240,000 payable to the Non-Executive Directors of the Company from 18 December 2024 until the conclusion of the next AGM of the Company. *Ordinary Resolution 4*
 - To re-appoint Messrs. ChengCo PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Ordinary Resolution 5*
- As Special Business**
- To consider and if thought fit, to pass the following resolutions, with or without modifications:
- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** *Ordinary Resolution 6*
 "THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act") read together with Clause 61 of the Company's Constitution.
 THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."
 - PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")** *Ordinary Resolution 7*
 "THAT subject to the provisions of the Main Market Listing Requirements ("MMLR") of Bursa Securities, approval be and is hereby given for the Proposed Renewal of Shareholders' Mandate of the Company and/or its subsidiaries ("Euro Group") to enter into and to give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the related parties as specified in the Circular to Shareholders dated 30 October 2024 provided that such transactions are:-
 a) Undertake in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public;
 b) Necessary for the day-to-day operations; and
 c) Not to the detriment of the minority shareholders of the Company.
 THAT such approval shall continue to be in force until:-
 a) The conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said AGM; or
 b) The expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend such extension as may be allowed pursuant to Section 340(4) of the Act); or
 c) Revoked or varied by resolution passed by the shareholders in a general meeting.
 whichever is earlier;
 AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."
 - PROPOSED RENEWAL OF SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY AT ANY GIVEN POINT IN TIME ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")** *Ordinary Resolution 8*
 "THAT subject to the Act, provisions of the Company's Constitution, the MMLR of Bursa Securities and the approvals of all relevant regulatory authorities and parties, the Company be and is hereby authorised to purchase such number of ordinary shares in Euro on the Main Market of Bursa Securities and/ or hold from upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that:-
 i) The aggregate number of ordinary shares in the Company purchased ("Purchased Share(s)") and/or held as treasury shares pursuant to this ordinary resolution shall not exceed 10% of the total number of issued shares of the Company at any point in time;
 ii) The maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the total retained earnings of the Company at the time of the purchase;
 THAT upon purchase by the Company, the Board of Directors of Euro shall have the absolute discretion to decide whether such Purchased Shares are to be cancelled and/or retained as treasury shares, or dealt with in such manner as provided under Section 127(7) of the Act;
 THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-
 i) the conclusion of the AGM of the Company at which time the authority shall lapse unless by an ordinary resolution passed at the AGM, the authority is renewed, either unconditionally or subject to conditions;
 ii) the expiration of the period within which the AGM of the Company is required by law to be held; or
 iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting,
 whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company of the Euro Shares before the aforesaid expiry date and made in any event, in accordance with the provisions of the Act, rules and regulations made pursuant to the Act, the MMLR and any requirements issued by any other relevant government and/or regulatory authorities;
 AND THAT the Board be and is hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to give effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back."
 - To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Constitution and the Act.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482/ SSM PC No. 202208000250)
 THIEN LEE MEE (LS0010621/ SSM PC No. 201908002254)
 Company Secretaries

Dated: 30 October 2024

NOTES:

- A member entitled to participate and vote at this virtual meeting is entitled to appoint a proxy/proxies to participate and vote instead of him/her. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at the virtual Meeting shall have the same rights as the member to speak at the virtual Meeting.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- The Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of its attorney of the corporation duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- For the purpose of determining a member who shall be entitled to participate at the virtual 20th AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 9 December 2024. Only a depositor whose name appears on the Record of the Depositor as at 9 December 2024 shall be entitled to participate at the virtual meeting or appoint proxies to participate and/or vote on his/her behalf.
- The instrument appointing a proxy duly completed and signed must be deposited at the share registrar office of the Company, Aldpro Corporate Services Sdn Bhd of B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur. Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman/Chairperson of the meeting to be present at the main venue of the meeting. Members and proxies WILL NOT BE ALLOWED to attend this AGM in person at the broadcast venue on the day of the 20th AGM. Please refer to the Administrative Guide for the 20th AGM for further details.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes to Ordinary Business and Special Business:

- Item 1 of the Agenda**
 The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Act provides that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolutions 1 to 2 – Re-election of Directors pursuant to Clause 105 (1) of the Company's Constitution**
 Clause 105(1) of the Company's Constitution states that an election of Directors shall take place each year at the annual general meeting of the Company, where one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election. PROVIDED ALWAYS that Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall remain office until the close of the meeting at which he retires.
 Madam Tan Poh Ling and Datuk Lim Sze Way are standing for re-election. For the purpose of determining the eligibility of the Directors to stand for re-election at the 20th AGM, the Nomination and Remuneration Committee ("NRC") has considered and recommended Madam Tan Poh Ling and Datuk Lim Sze Way for re-election by rotation pursuant to Clause 105(1) of the Company's Constitution.
- Ordinary Resolution 3 - Re-election of Director pursuant to Clause 114 of the Company's Constitution**

Clause 114 of the Company's Constitution provides that any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr Yong Teck Wee was appointed as the Executive Director of the Company on 9 May 2024. Mr Yong Teck Wee is standing for re-election as Directors of the Company pursuant to Clause 114 of the Company's Constitution, being eligible and has offered himself for re-election. The NRC has considered and recommended Mr Yong Teck Wee for re-election pursuant to Clause 114 of the Company's Constitution.

- Ordinary Resolution 4 – Payment of Directors' Fees and other benefits**
 Section 230(1) of the Act provides that the fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting.
 In determining the estimated total amount of Directors' Meeting Allowance, the Board has considered various factors, among others, the estimated claimable Directors' Meeting Allowance and estimated number of meetings for the Board and Board Committees held for the period commencing from the conclusion of the 20th AGM until the next AGM of the Company.

In the event that the proposed amount is insufficient (e.g., due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.
 At the 19th AGM of the Company, the shareholders had approved the payment of Directors' Fees of RM240,000-00 and meeting allowance of RM500 per meeting for each Director.

- Ordinary Resolution 6 - Re-appointment of Auditors**
 The Board, through the Audit Committee, had reviewed and was satisfied with the performance and independence of Messrs. ChengCo PLT ("ChengCo") for the financial year ended 30 June 2024. The Board has therefore recommended the re-appointment of ChengCo as external auditors of the Company for the financial year ending 30 June 2025.
- Special Business: Ordinary Resolution 6 - Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 6, if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.
 The 10% General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.

As of the date of this Notice, no new shares in the Company were issued and allotted pursuant to the Previous Mandate granted to the Directors at the 19th AGM held on 5 December 2023 which will lapse at the conclusion of this 20th AGM.

- Special Business: Ordinary Resolution 7 - Proposed Renewal of Shareholders' Mandate**
 The proposed Ordinary Resolution 7, if passed, will provide a renewal mandate for Euro Group to enter into recurrent related party transactions of a revenue or trading nature with related parties in the ordinary course of business based on commercial terms which are not more favourable to the related parties than those generally available to the public and which are necessary for the Group's day-to-day operations. This mandate shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

For further information on this resolution, please refer to the Circular to Shareholders dated 30 October 2024.

- Special Business: Ordinary Resolution 9 - Proposed Share Buy-Back**
 This proposed Ordinary Resolution 9, if passed, will empower the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next AGM of the Company.

For further information on this resolution, please refer to the Circular to Shareholders dated 30 October 2024.

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

TWENTIETH ANNUAL GENERAL MEETING (“20th AGM”) OF EURO HOLDINGS BERHAD

Day and Date of Annual General Meeting : Tuesday, 17 December 2024
Time : 10.00 a.m. or at any adjournment thereof
Online Meeting Platform accessible at : <https://web.vote2u.my>

Euro Holdings Berhad (“Euro” or “the Company”) will be conducted entirely through a virtual meeting through live streaming and Remote Participation and Voting (“RPV”) Facilities via Vote2U Online at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn. Bhd. (Domain registration number with MYNIC D6A471702).

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the participants' internet connection (shareholders and proxies). Hence, you are required to ensure that internet connectivity throughout the duration of the meeting is maintained.

The Broadcast Venue is strictly to comply with Section 327(2) of the Companies Act, 2016, which stipulates that the Chairman of the Meeting shall be at the main venue of the EGM.

In line with Practice 13.3 of the Malaysian Code on Corporate Governance, conducting a Virtual AGM, would promote greater shareholder participation as it facilitates electronic voting and remote members' participation. With the RPEV facilities, you may exercise your right as a member of the Company to participate (including posing questions to the Board and/or management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 9 December 2024 shall be eligible to attend, participate, speak and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the AGM to attend, participate, speak and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV

Please follow the Procedure to Participate in RPV as summarized below:

BEFORE AGM DAY

A: REGISTRATION

Individual Shareholders

	Description	Procedure
i.	Shareholders to register with Vote2U online	<p>The registration will open from the day of notice</p> <ol style="list-style-type: none">Access website at https://web.vote2u.myClick “Sign Up” to sign up as a user.Read the ‘Privacy Policy’ and ‘Terms & Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ on a small box <input type="checkbox"/>. Then click “Next”.*Fill-in your details (note: create your own password). Then click “Continue”.Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).Log in as user completed.

		<p>g. Your registration will be verified and an email notification will be sent to you. Please check your email.</p> <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>
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B: REGISTER PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is at 10.00 a.m., Sunday, 15 December 2024.</p> <p>a. *Fill-in details on the hardcopy Form of Proxy and provide the following information:</p> <ul style="list-style-type: none"> o MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy o *Email address of the Proxy <p>b. Submit/Deposit the hardcopy Form of Proxy to share registrar office, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan</p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>*Check the email address of Proxy is written down correctly.</p>

Shareholders who appoint Proxy(ies) to participate the virtual AGM must ensure that the Form of Proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

ON AGM DAY

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedures
i.	Login to the virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log-in starting from 9.00 a.m., Tuesday, 17 December 2024, one (1) hour before the commencement of the AGM.</p> <ol style="list-style-type: none">Login with your email and passwordSelect the General Meeting event (for example, "Euro Holdings Berhad's AGM").Check your details.Click the "Watch Live" button to view the live streaming.

B: ASK QUESTION

Individual Shareholders & Proxies

	Description	Procedures
i.	Ask Question during the AGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <ol style="list-style-type: none">Click the "Ask Question" button to post the question(s).Type in your question and click "Submit". <p>The Chairperson / Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies during the AGM.</p>

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedures
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none">Click "Confirm Details & Start Voting".To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "Next" to continue voting for all resolutions.To change your vote, click "Back" and select another voting choice.After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "Confirm" to submit your vote.

		[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]
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ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. The poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the poll results.

Broadcast Venue

Broadcast Venue means the place where the broadcasting is taking place to transmit or air the meeting online. It could be a studio or a meeting room.

SHAREHOLDERS AND PROXIES ARE NOT ADVISED TO GO TO THE BROADCAST VENUE AS IT IS ONLY A PLACE WHERE THE MEETING IS BROADCAST FOR TRANSMISSION ONLINE IN THE PRESENCE OF THE CHAIRMAN, DIRECTORS, AUDITORS, COMPANY SECRETARY, AND SENIOR MANAGEMENT. NO SEATING AND REFRESHMENTS WILL BE ARRANGED FOR SHAREHOLDERS AND PROXIES AT THE BROADCAST VENUE DURING A VIRTUAL MEETING.

If shareholders and proxies arrive at the broadcast venue, the management has the right to ask you to leave the broadcast venue.

Enquiry

- a. If you have an enquiry relating to the RPV or encounters issues with the login, steps to connect to live streaming and online voting, please contact the Vote2U helpdesk during office hours (8.30 a.m. to 5.30 p.m.) on Mondays to Fridays as follows:

Telephone No. : 03-7664 8520/03-7664 8521
Email : vote2u@agmostudio.com