



EP MANUFACTURING BHD
(Registration No. 199601017765 (390116-T))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of EP Manufacturing Bhd (“**EPMB**” or “**Company**”) will be held virtually via remote participation and voting from the Broadcast Venue at Conference Room, No. 8 & 10, Jalan Jurutera U1/23, Seksyen U1, Kawasan Perindustrian Hicom Glenmarie, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 21 November 2024 at 11:00 a.m. for the purpose of considering and if thought fit, passing the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED PLACEMENT OF 66,084,878 NEW ORDINARY SHARES IN EPMB (“EPMB SHARES”) (“PLACEMENT SHARES”) REPRESENTING APPROXIMATELY 30% OF THE TOTAL NUMBER OF ISSUED EPMB SHARES TO THE FOLLOWING PARTIES:-

(A) MUTUAL CONCEPT SDN BHD; AND

(B) BERMAZ CAPITAL SDN BHD

(“PROPOSED PLACEMENT”)

“THAT subject to the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of EPMB (“**Board**”) to issue and allot the Placement Shares, representing approximately 30% of EPMB’s total number of issued EPMB Shares, to be implemented in a single tranche by way of private placement, in the following manner:

- (i) 33,042,439 new Placement Shares (representing approximately 15% of the total number of issued EPMB Shares) to be issued and allotted to Mutual Concept Sdn Bhd (“**MCSB**”); and
- (ii) 33,042,439 new Placement Shares (representing approximately 15% of the total number of issued EPMB Shares) to be issued and allotted to Bermaz Capital Sdn Bhd (formerly known as Bermaz Anshin Sdn Bhd) (“**BCSB**”),

at an issue price of RM0.60 per Placement Share, in accordance with the terms and conditions of the conditional share subscription agreement entered into between the Company, MCSB and BCSB dated 11 September 2024.

THAT authority be and is hereby given to the Board to utilise the proceeds of the Proposed Placement for such purposes as set out in Section 4.1 of the circular to shareholders dated 6 November 2024 (“**Circular**”) and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient subject to the approval of the relevant authorities and shareholders of the Company, where required and in the best interest of the Company.

THAT such Placement Shares shall, upon allotment and issue, rank equally in all respects with the existing EPMB Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issue of the Placement Shares.

THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents and/or arrangements as may be necessary to give effect to and complete the Proposed Placement with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Placement.

AND THAT this resolution constitutes a specific approval for Proposed Placement and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Placement have been duly issued and allotted in accordance with the terms of the Proposed Placement.”

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF A SHARE GRANT PLAN (“PROPOSED SGP”)

“THAT subject to the approvals from all relevant regulatory authorities and/or parties being obtained for the Proposed SGP, and to the extent permitted by law and the Constitution of the Company, approval and authority be and is hereby given to the Board to undertake the following:

- (i) to establish, implement and administer the Proposed SGP for the benefit of the Directors and employees of EPMB and its subsidiaries (excluding subsidiaries which are dormant), who meet certain specified criteria of eligibility for participation in the Proposed SGP and to implement and administer the same through the Remuneration Committee of the Board or any other committee to be established or appointed by the Board, comprising Directors and/or other officers or executives of the Company appointed by the Board (“**SGP Committee**”), in accordance with the provisions of the by-laws of the Proposed SGP (“**By-Laws**”) which is set out in Appendix II of the Circular;
- (ii) to issue and allot and/or transfer or procure the transfer of such number of new and/or existing EPMB Shares (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed SGP, provided that the maximum number of EPMB Shares to be issued and allotted arising from the Proposed SGP shall not, exceed 5% in aggregate of the total number of issued EPMB Shares (excluding treasury shares) at any point in time throughout the duration of the Proposed SGP and such new EPMB Shares shall, upon issuance and allotment, rank equally in all respects with the then existing EPMB Shares, save and except that the new EPMB Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid, the entitlement date of which is on or before the date of issuance and allotment of such new EPMB Shares;
- (iii) to establish a trust (“**Trust**”) to be administered by the trustee or its authorised nominee to be appointed by the Company from time to time for the administration of the Trust (“**Trustee**”), in accordance with the terms of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation and administration of the Proposed SGP and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties to enable the Trustee to subscribe for new EPMB Shares, acquire existing EPMB Shares and/or receive treasury shares and transfer them for the purpose of the Proposed SGP and to pay expenses in relation to the administration of the Trust, if required;
- (iv) to add, amend, modify and/or delete all or any part of the terms as set out in the By-Laws from time to time provided that such addition, amendment, modification and/ or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SGP; and

- (v) to approve and adopt the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT the Board be and is hereby authorised to give effect to the Proposed SGP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be deemed necessary or expedient by the Board or required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed SGP.”

ORDINARY RESOLUTION 3 TO 9

PROPOSED ALLOCATION OF SGP AWARDS TO THE DIRECTORS OF THE COMPANY

“**THAT**, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise, cause or procure the SGP Committee, at any time and from time to time during the duration of the Proposed SGP, to cause or procure the grant, offer, issuance and allotment and/or transfer to each of the following Directors up to such number of EPMB Shares as stated next to their respective names below, subject always to such terms of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

Name (Designation)	Number of EPMB Shares allocated	Ordinary Resolution
Hamidon bin Abdullah (Executive Chairman)	1,100,000	Ordinary Resolution 3
Aidan Hamidon (Executive Director)	1,431,800	Ordinary Resolution 4
Ho Kok Wei (Executive Director)	50,000	Ordinary Resolution 5
Ong Tsuey Yun (Non-Independent Non-Executive Director)	600,000	Ordinary Resolution 6
Tan Sri Datuk Hussin Bin Haji Ismail (Independent Non-Executive Director)	200,000	Ordinary Resolution 7
Ho Pui Hold (Independent Non-Executive Director)	50,000	Ordinary Resolution 8
Cheng Sheng (Independent Non-Executive Director)	50,000	Ordinary Resolution 9

ORDINARY RESOLUTION 10

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF EPMB AND ITS SUBSIDIARIES (“GROUP”) TO INCLUDE THE ASSEMBLY OF VEHICLES (“PROPOSED DIVERSIFICATION”)

“**THAT** the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Group to diversify its existing principal activities to include the assembly of vehicles.

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Diversification with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Diversification.”

BY ORDER OF THE BOARD

Lim Seck Wah (MAICSA 0799845) (SSM PC No: 202008000054)
See Thoo Pao Yuk (MAICSA 7027769) (SSM PC No: 202008000983)
Company Secretaries
Selangor

Date: 6 November 2024

Notes:-

1. Only depositors whose names appear on the Record of Depositors as at 14 November 2024 shall be entitled to participate at the said meeting or appoint proxies on his/her behalf. Shareholders are to register on line <https://vps.megacorp.com.my/vqF2r1>.

Please refer to the EGM Administrative Note.
2. A member entitled to attend and vote at the meeting is entitled to appoint a maximum of two (2) proxies to attend and vote in his/her stead, and that a proxy need not be a member of the Company.
3. The appointment of two (2) proxies shall be invalid unless the proportion of the shareholding to be represented by each proxy is specified.
4. If the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an authorised nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies for each securities account which it holds and the EPMB Shares standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which holds EPMB Shares for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. The Proxy Form must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn Bhd situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email to EGM-support.EPMB@megacorp.com.my, not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
8. By submitting the duly executed Proxy Form, a member and his/her proxy consent to the Company (and/or its agents/ service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.
9. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be at the main venue. No shareholders/proxies from the public will be physically present at the meeting venue. Shareholders who wish to participate in the EGM will therefore have to register via the link <https://vps.megacorp.com.my/vqF2r1>. Kindly refer to the EGM Administrative Notes for online registration.



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To: The shareholders of EPMB

ADMINISTRATIVE GUIDE ON CONDUCT OF A VIRTUAL GENERAL MEETING

The EGM will be conducted via live streaming and digital voting.

EGM of EPMB	
Date	Thursday, 21 November 2024
Time	11:00 a.m.
Broadcast Venue	Conference Room, No 8 & 10, Jalan Jurutera U1/23, Seksyen U1, Kawasan Perindustrian Hicom Glenmarie, 40150 Shah Alam, Selangor

The broadcast venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act, 2016 whereby the Chairman will be present at the main venue of the EGM and in accordance with Article 65 of the Company's Constitution. No shareholders from the public should be physically present nor admitted at the Broadcast Venue on the date of the EGM.

Digital Ballot Form ("DBF") Voting Procedures at the Fully Virtual EGM of the Company

Online Registration

As a shareholder, you can register online. You can also appoint proxy / Chairman via online registration to attend the EGM remotely, details as set out below:

1. Open this link <https://vps.megacorp.com.my/vqF2r1> and submit all details requested at least forty eight hours (48) hours before the date of the Meeting.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as non-compliance would result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Proxy Form with the **proxy's email address** and **mobile phone number** at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to EGM-support.EPMB@megacorp.com.my.
4. For Nominee accounts / corporate shareholders, please follow step (3) above.
5. Upon successful register, you will receive two (2) e-mails:-
 - i. Meeting link from Webinar Master;
 - ii. DBF for voting link from MegaCorp

Procedure to Online EGM

Participation of EGM

If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to relevant questions submitted by remote participants during the EGM. You may wish to email your questions prior to the EGM.

No recording or photography of the EGM proceeding is allowed without the prior written permission of the Company.

You must ensure that you are connected to the internet at all times in order to participate and vote when the EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

Record of Depositors (“ROD”)

The date of ROD for the EGM is 14 November 2024. As such, only members whose name appears in the ROD shall be entitled to attend the EGM or appoint proxies to attend, participant and vote on his/her behalf.

Poll Voting

The voting at the EGM will be conducted by poll in accordance with paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Mega Corporate Services Sdn Bhd (“**Poll Administrator**”) to conduct the poll by way of electronic voting and Cygnus Technology Solutions Sdn Bhd (“**Scrutineers**”) to verify the poll results.

Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the EGM until the closure of the voting session which will be announced by the Chairman of the EGM. Upon the voting session is ended, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

Enquiry

If you have any general queries prior to the EGM, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn Bhd
Tel No : +60 (3) 2694 8984
E-mail : EGM-support.EPMB@megacorp.com.my
Benjamin : 017-611 9665
Vinoos : 016-969 9220