



Build to Succeed

EPICON BERHAD
200301015160 (617580-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM” or “Meeting”) of Epicon Berhad (“Epicon” or the “Company”) will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 30 December 2024 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

ORDINARY RESOLUTION

- (I) **PROPOSED ACQUISITION OF 525,000 ORDINARY SHARES IN CONCRETE EMPIRE SDN BHD (“CESB”) (“CESB SHARES”), REPRESENTING 70% EQUITY INTEREST IN CESB, FROM WONG SOO LOONG, WONG HON PUN, FONG CHAI HOONG AND CHIN CHIN FATT (COLLECTIVELY REFERRED TO AS THE “VENDORS”) FOR A PURCHASE CONSIDERATION OF RM24.50 MILLION TO BE SATISFIED VIA A COMBINATION OF CASH (RM14.70 MILLION) AND ISSUANCE OF 32,666,667 NEW ORDINARY SHARES IN THE COMPANY (“EPICON SHARE(S)”) (“PROPOSED ACQUISITION”); AND**
- (II) **PROPOSED CALL AND PUT OPTIONS FOR THE ACQUISITION OF THE REMAINING 225,000 CESB SHARES (“OPTION SHARES”), REPRESENTING 30% EQUITY INTEREST IN CESB FROM THE VENDORS FOR A CASH CONSIDERATION OF UP TO RM15.00 MILLION (“PROPOSED CALL AND PUT OPTIONS”)**

(COLLECTIVELY KNOWN AS THE “PROPOSALS”)

“THAT subject to the approvals of all the relevant authorities and/or parties being obtained (if required) and the conditions precedent as set out in the conditional share sale agreement dated 27 September 2024 entered into between the Company and Vendors in respect of the Proposed Acquisition (“SSA”) being obtained/fulfilled or waived (as the case may be), approval be and is hereby given to the Company to undertake the following, upon such terms and conditions as stipulated in the SSA:

- (a) Proposed Acquisition for a total consideration of RM24.50 million to be satisfied via a combination of cash (RM14.70 million) and issuance and allotment of 32,666,667 new Epicon Shares at an issue price of RM0.30 per Epicon Share (“**CESB Consideration Share(s)**”); and
- (b) Grant the Vendors, an irrevocable right to require Epicon to purchase all (but not part) of the Options Shares held by the Vendors AND the Vendors agree to grant Epicon an irrevocable right to require the Vendor to sell all (but not part) the Option Shares held by the Vendors, for a cash consideration of up to RM15.0 million.

THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to issue and allot the CESB Consideration Shares to the Vendors, pursuant to the terms of the SSA, and the CESB Consideration Shares shall, upon issuance and allotment, rank *pari passu* in all respects with each other and with the then existing issued Epicon Shares, save and except that the holders of the CESB Consideration Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of Epicon, the entitlement date of which is prior to the date of issuance and allotment of the CESB Consideration Shares;

AND THAT the Board be and is hereby authorised to sign and execute all relevant documents, do all things and acts as may be required to give effect to the Proposals and the SSA with full power to assent to any conditions, variations, modifications, and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposals and the SSA in the best interest of the Company.”

By order of the Board

TEA SOR HUA (SSM PC NO. 201908001272) (MACS 01324)
LOO HUI YAN (SSM PC NO. 202308000290) (MAICSA 7069314)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
29 November 2024

Notes:

- a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- b) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same right as the member to speak and vote at the Meeting.
- c) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- e) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- f) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 65 of the Company’s Constitution to issue a General Meeting Record of Depositors as at 20 December 2024. Only members whose names appear in the General Meeting Record of Depositors as at 20 December 2024 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- g) To be valid, the instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting: -
 - (i) In hard copy form
In the case of an appointment made in hard copy form, the Proxy Form must be deposited with the Company’s Share Registrars, Boardroom Share Registrars Sdn Bhd at **Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.**
 - (ii) By Electronic Form
The Proxy Form can be electronically lodged via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Notes on the procedures for electronic lodgement of Proxy Form via the Boardroom Smart Investor Portal. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar situated at **Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia**, not less than forty-eight (48) hours before the time for holding the Meeting.
- h) The resolution set out in this Notice of Meeting will be put to vote by poll.
- i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- j) Kindly check Bursa Securities’ and the Company’s website at <https://www.epicon.com.my/> for the latest updates on the status of the Meeting.