



EUROSPAN HOLDINGS BERHAD

Company No. 199501022724 (351927-M)

EST. 1972

EUROSPAN HOLDINGS BERHAD

(Registration No. 199501022724 (351927-M))

(Incorporated in Malaysia)

20 November 2023

Dear shareholders of Eurospan Holdings Berhad (“**EHB**” or “**Company**”) (“**Shareholders**”),

Issuance of documents by electronic means by a listed issuer to its securities holders

Pursuant to Paragraph 2.19B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Clause 205 of the Company’s Constitution, we wish to notify you by this letter that we are delivering the following documents in relation to the:

- (i) proposed disposal by EHB of 2,600,000 ordinary shares in Dynaspan Furniture Sdn Bhd (“**DFSB**”) and 15,000,000 non-cumulative redeemable convertible preference shares in DFSB, representing the entire equity interest in DFSB, to Guan Kok Beng, Guan Shaw Yin and Guan Shaw Kee for a total disposal consideration of RM38.90 million to be fully satisfied via cash;
- (ii) proposed disposal by Eurospan Furniture Sdn Bhd (“**EFSB**”), a wholly-owned subsidiary of the Company, of 2 parcels of freehold industrial land held under documents of title Geran Mukim 1058, Lot 3564 and Geran Mukim 1059, Lot 3565, both in Mukim 16, Daerah Seberang Perai Utara, Negeri Pulau Pinang, together with the buildings erected thereon (collectively, “**EFSB Properties**”) to DFSB for a total disposal consideration of RM15.65 million to be fully satisfied via cash (“**Proposed Disposal of EFSB Properties**”); and
- (iii) proposed tenancy between DFSB, as landlord, and EFSB, as tenant, in respect of EFSB Properties upon completion of the Proposed Disposal of EFSB Properties.

(collectively referred to as the “**Proposals**”),

to Shareholders by electronic means:

1. Circular to Shareholders in relation to the Proposals together with the independent advice letter from MainStreet Advisers Sdn Bhd to the non-interested Shareholders in relation to the Proposals;
2. Notice of Extraordinary General Meeting (“**EGM**”); and
3. Proxy Form.

The abovementioned documents can be viewed and downloaded from the websites of the Company and Bursa Malaysia Securities Berhad at <https://www.eurospan.com.my> and www.bursamalaysia.com respectively.

Invitation to the Company’s EGM

It is our pleasure to invite you to the EGM of the Company for the Proposals, which will be held as follows:

Day and Date : Friday, 8 December 2023
Time : 10:30 a.m.
Venue : Forum 3, Level 1, G Hotel Kelawai, 2 Persiaran Maktab, 10250 Penang

Yours faithfully,
For and on behalf of the Board of Directors of
EUROSPAN HOLDINGS BERHAD

SIM YEE FUAN
Independent Non-Executive Director



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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Eurospan Holdings Berhad (“**EHB**” or “**Company**”) will be held at Forum 3, Level 1, G Hotel Kelawai, 2 Persiaran Maktab, 10250 Penang on Friday, 8 December 2023 at 10:30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY EHB OF 2,600,000 ORDINARY SHARES IN DYNASPAN FURNITURE SDN BHD (“DFSB”) AND 15,000,000 NON-CUMULATIVE REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN DFSB, REPRESENTING THE ENTIRE EQUITY INTEREST IN DFSB, TO GUAN KOK BENG, GUAN SHAW YIN AND GUAN SHAW KEE FOR A TOTAL DISPOSAL CONSIDERATION OF RM38.90 MILLION TO BE FULLY SATISFIED VIA CASH (“PROPOSED DISPOSAL OF DFSB”)

“**THAT** subject to the passing of Ordinary Resolutions 2 and 3 and the approvals of all relevant authorities being obtained (where required), approval be and is hereby given to EHB to dispose its entire equity interest in DFSB, i.e., 2,600,000 ordinary shares in DFSB and 15,000,000 non-cumulative redeemable convertible preference shares in DFSB, to Guan Kok Beng, Guan Shaw Yin and Guan Shaw Kee (collectively, the “**Purchasers**”) for a total disposal consideration of RM38,900,000 to be satisfied entirely in cash pursuant to and in accordance with the terms and conditions of the conditional share sale agreement dated 24 August 2023 entered between our Company and the Purchasers.

THAT the Board of Directors be and are hereby authorised to do all things and acts to use of the cash proceeds from the Proposed Disposal of DFSB in the manner as set out in the Company’s circular to shareholders dated 20 November 2023 (“**Circular**”) which include, among others, the distribution of approximately RM8.88 million to the Company’s shareholders via a special dividend to be made after the completion of the Proposed Disposal of DFSB.

AND THAT the Board of Directors be and are hereby empowered and authorised to sign, execute, deliver or caused to be delivered on behalf of the Company all such documents and/or agreements (including but not limited to any deed, undertaking and/or covenant), do all things and acts and to deal with all matters relating thereto or as may be required or as the Board of Directors may consider necessary, expedient and/or appropriate to give full effect to and complete the Proposed Disposal of DFSB with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities in connection with the Proposed Disposal of DFSB.”

ORDINARY RESOLUTION 2

PROPOSED DISPOSAL BY EUROSPAN FURNITURE SDN BHD (“EFSB”), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, OF 2 PARCELS OF FREEHOLD INDUSTRIAL LAND HELD UNDER DOCUMENTS OF TITLE GERAN MUKIM 1058, LOT 3564 AND GERAN MUKIM 1059, LOT 3565, BOTH IN MUKIM 16, DAERAH SEBERANG PERAI UTARA, NEGERI PULAU PINANG, TOGETHER WITH THE BUILDINGS ERECTED THEREON (COLLECTIVELY, “EFSB PROPERTIES”) TO DFSB FOR A TOTAL DISPOSAL CONSIDERATION OF RM15.65 MILLION TO BE FULLY SATISFIED VIA CASH (“PROPOSED DISPOSAL OF EFSB PROPERTIES”)

“**THAT** subject to the passing of Ordinary Resolutions 1 and 3 and the approvals of all relevant authorities being obtained (where required), approval be and is hereby given to EFSB to dispose the EFSB Properties to DFSB for a total disposal consideration of RM15,650,000 to be satisfied entirely in cash pursuant to and in accordance with the terms and conditions of the conditional sale and purchase agreement dated 24 August 2023 entered between EFSB and DFSB.

THAT the Board of Directors be and are hereby authorised to do all things and acts to use of the cash proceeds from the Proposed Disposal of EFSB Properties in the manner as set out in the Circular.

AND THAT the Board of Directors be and are hereby empowered and authorised to sign, execute, deliver or caused to be delivered on behalf of the Company all such documents and/or agreements (including but not limited to any deed, undertaking and/or covenant), do all things and acts and to deal with all matters relating thereto or as may be required or as the Board of Directors may consider necessary, expedient and/or appropriate to give full effect to and complete the Proposed Disposal of EFSB Properties with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities in connection with the Proposed Disposal of EFSB Properties.”

ORDINARY RESOLUTION 3

PROPOSED TENANCY BETWEEN DFSB, AS LANDLORD, AND EFSB, AS TENANT, IN RESPECT OF EFSB PROPERTIES UPON COMPLETION OF THE PROPOSED DISPOSAL OF EFSB PROPERTIES (“PROPOSED TENANCY”)

“**THAT** subject to the passing of Ordinary Resolutions 1 and 2 and the approvals of all relevant authorities being obtained (where required), approval be and is hereby given to EFSB, as tenant, to rent the EFSB Properties from DFSB, as landlord, at the monthly rental as determined, for a period of 2 years with an option to further renew the tenancy for a period of 2 years, and in accordance with the terms and conditions in the tenancy agreement dated 24 August 2023 entered between EFSB and DFSB.

AND THAT the Board of Directors be and are hereby empowered and authorised to sign, execute, deliver or caused to be delivered on behalf of the Company all such documents and/or agreements (including but not limited to any deed, undertaking and/or covenant), do all things and acts and to deal with all matters relating thereto or as may be required or as the Board of Directors may consider necessary, expedient and/or appropriate to give full effect to and complete the Proposed Tenancy with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities in connection with the Proposed Tenancy.”

BY ORDER OF THE BOARD

KONG SOWN KAEY (SSM PC No. 202008001434) (MAICSA 7047655)

ONG LU SEE (SSM PC No. 201908001450) (LS 0006228)

Company Secretaries

Penang

20 November 2023

Notes:

- (1) *In respect of deposited securities, only members whose names appear in the Record of Depositors on 1 December 2023 (“General Meeting Record of Depositors”) shall be eligible to attend the extraordinary general meeting of the Company (“EGM”).*
- (2) *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 attend and vote at the EGM shall have the same rights as the member to speak at the EGM.*
- (3) *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.*
- (4) *A member of the Company may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.*
- (5) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with shares of the Company standing to the credit of the said Securities Account.*
- (6) *Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 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 registered office of the Company at 35, 1st Floor, Jalan Kelisa Emas 1, Taman Kelisa Emas, 13700 Seberang Jaya, Penang, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.*
- (8) *The resolutions set out in this Notice of EGM will be put to vote by poll.*

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Company No. 199501022724 (351927-M)

EST. 1972

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(Registration No. 199501022724 (351927-M))

(Incorporated in Malaysia)

CDS Account No.	Number of ordinary shares

Form of Proxy

I/We _____ NRIC No./Passport No./Company No. _____

of _____

being a member/members of Eurospan Holdings Berhad hereby appoint:

Full name (in block)	NRIC/Passport No.
Address:	

*and/or *delete if inapplicable

Full name (in block)	NRIC/Passport No.
Address:	

or failing him/her, the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company ("EGM") to be held at Forum 3, Level 1, G Hotel Kelawai, 2 Persiaran Maktab, 10250 Penang on Friday, 8 December 2023 at 10:30 a.m. or any adjournment thereof.

My/our proxy is to vote as indicated below:

RESOLUTIONS	FOR	AGAINST
Ordinary Resolution 1 – Proposed Disposal of DFSB		
Ordinary Resolution 2 – Proposed Disposal of EFSB Properties		
Ordinary Resolution 3 – Proposed Tenancy		

Please indicate with an "X" in the appropriate spaces how you wish your proxy to vote. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he/she thinks fit or, at his/her discretion, abstain from voting.

*Signature of Shareholder/Common Seal

Date :

Contact No. :

* Delete if inapplicable.

Notes:

- (1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 1 December 2023 ("General Meeting Record of Depositors") shall be eligible to attend the EGM.
- (2) 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 attend and vote at the EGM shall have the same rights as the member to speak at the EGM.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
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- (5) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with shares of the Company standing to the credit of the said Securities Account.*
- (6) *Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 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 registered office of the Company at 35, 1st Floor, Jalan Kelisa Emas 1, Taman Kelisa Emas, 13700 Seberang Jaya, Penang, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.*
- (8) *The resolutions set out in the Notice of EGM will be put to vote by poll.*

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AFFIX
STAMP

The Company Secretaries of
EUROSPAN HOLDINGS BERHAD
(Registration No. 199501022724 (351927-M))
35, 1st Floor, Jalan Kelisa Emas 1
Taman Kelisa Emas
13700 Seberang Jaya, Penang
Malaysia

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Fold This Flap For Sealing

REQUEST FORM



EUROSPAN HOLDINGS BERHAD

Company No. 199501022724 (351927-M)

EST. 1972

EUROSPAN HOLDINGS BERHAD

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(Incorporated in Malaysia)

To : Plantation Agencies Sdn. Berhad
The Share Registrar of
Eurospan Holdings Berhad
3rd Floor, No. 2, Lebuhr Pantai
10300 George Town, Penang
Malaysia

Attention: Mr Tai Yew Wong

Telephone No. : 604-262 5333

Fax No. : 604-262 2018

Email : sharereg@plantationagencies.com.my

Please send me/us a printed copy of the circular to shareholders in relation to the Proposed Disposal of DFSB, Proposed Disposal of EFSB Properties and Proposed Tenancy (collectively referred to as the “**Proposals**”) together with the independent advice letter from MainStreet Advisers Sdn Bhd to the non-interested shareholders in relation to the Proposals (“**Document**”).

Name : _____

NRIC No./ Passport : _____
No./ Company No. _____

CDS Account No. : _____

Mailing Address : _____

Telephone No. : _____

Date : _____ Signature : _____

NOTES:

1. The printed copy of the Document will be delivered to you within four (4) market days from the date of receipt of your verbal or written request.
2. The Document can be downloaded from the websites of Eurospan Holdings Berhad and Bursa Malaysia Securities Berhad at www.eurospan.com.my and www.bursamalaysia.com respectively.



Fold this flap for sealing

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AFFIX
STAMP

Plantation Agencies Sdn. Berhad
The Share Registrar of
EUROSPAN HOLDINGS BERHAD
(Registration No. 199501022724 (351927-M))
3rd Floor, No. 2, Lebuhr Pantai
10300 George Town, Penang
Malaysia

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