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If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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EUROSPAN HOLDINGS BERHAD

Company No. 199501022724 (351927-M)

EST. 1972

EUROSPAN HOLDINGS BERHAD

(Registration No. 199501022724 (351927-M))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The resolution in respect of the above proposal will be tabled at the Twenty-Ninth Annual General Meeting ("29th AGM") of Eurospan Holdings Berhad. The Notice of the 29th AGM and the Proxy Form, together with the Administrative Guide, are enclosed in the Annual Report 2024 and are available at the Company's website at <https://www.eurospan.com.my>. You are advised to refer to the Administrative Guide set out in the Annual Report 2024 for the procedures to register, participate and vote remotely at the 29th AGM.

If you wish to appoint a proxy or proxies to attend and vote on your behalf at the 29th AGM, you must complete and deposit the Proxy Form in accordance with the instructions thereon so as to arrive at the office of the appointed Poll Administrator, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on or before the date and time indicated below or at any adjournment thereof. You can also have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> before the cut-off time for the submission of Proxy Form as mentioned below

Last date and time for lodging the Proxy Form : Monday, 25 November 2024 at 11.00 a.m.

Date and time of the 29th AGM : Wednesday, 27 November 2024 at 11.00. a.m.

This Circular is dated 30 September 2024

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	: Companies Act, 2016
AGM	: Annual general meeting
Board	: Board of Directors
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd
Bursa Securities	: Bursa Malaysia Securities Berhad
Circular	: This circular to the shareholders of our Company dated 30 September 2024
DFSB	: Dynaspan Furniture Sdn Bhd
Disposal of DFSB	: Disposal by EHB of the entire equity interest in DFSB to GKB, GSY and GSK pursuant to the conditional share sale agreement dated 24 August 2023 which was completed on 2 July 2024
Director(s)	: A person defined in Section 2(1) of the Capital Markets and Services Act 2007 and for purposes of the Proposed Renewal of Shareholders' Mandate includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of our Company, our subsidiary or holding company
EFSB	: Eurospan Furniture Sdn Bhd, a wholly-owned subsidiary of our Company
EGM	: Extraordinary general meeting of our Company
EHB or Company	: Eurospan Holdings Berhad
EHB Group or Group	: Collectively, our Company and subsidiaries
EHB Shares	: Ordinary shares in our Company
FYE	: Financial year ended or ending, as the case may be
GKB	: Guan Kok Beng
GSK	: Guan Shaw Kee
GSY	: Guan Shaw Yin
Interested Directors	: Collectively, GKB, GSY and GSK
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 26 September 2024, being the latest practicable date prior to the date of this Circular

DEFINITIONS *(Cont'd)*

- Major Shareholder(s) : A person who has an interest or interests in one or more voting shares in our Company and the number or aggregate number of those shares is 10% or more of the total number of voting shares in our Company or 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of our Company, as defined under Paragraph 1.01 of the Listing Requirements, and for purposes of the Proposed Renewal of Shareholders' Mandate includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of our Company (as defined under Paragraph 1.01 of the Listing Requirements) or any other corporation which is our subsidiary or holding company, as the case may be
- Person(s) connected : Pursuant to Paragraph 1.01 of the Listing Requirements, a person connected in relation to a Director or Major Shareholder is a person who falls under any one of the following categories:
- (a) a family member of the Director or Major Shareholder which shall include the spouse, parent, child (including adopted child and stepchild), brother, sister, and the spouse of the child (including adopted child and stepchild), brother or sister;
 - (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary;
 - (c) a partner of the Director or Major Shareholder or a partner of a person connected with that Director or Major Shareholder;
 - (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) a body corporate in which the Director or Major Shareholder or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - (g) a body corporate which is a related corporation of the Director or Major Shareholder
- Proposed Renewal of Shareholders' Mandate : Proposed renewal of shareholders' mandate for the Recurrent Related Party Transactions as detailed in Section 2.6 of this Circular to be entered into by our Group from the date of the forthcoming AGM until the conclusion of the next AGM of our Company
- Recurrent Related Party Transactions or RRPT : Related party transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations and are in the ordinary course of business of our Group

DEFINITIONS *(Cont'd)*

Related Party(ies) : A Director, Major Shareholder or persons connected with such a Director or Major Shareholder

CURRENCY

RM and sen : Ringgit Malaysia and sen

All references to "**we**", "**us**", "**our**" and "**ourselves**" in this Circular, if any, shall mean EHB or where the context requires, our Group.

References to "**you**" or "**your**" are to the shareholders of our Company, unless the context otherwise requires.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any statutes, rules, regulations, enactments or rules of the stock exchange is a reference to such statutes, rules, regulations, enactments or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time of day and date in this Circular shall be a reference to Malaysian time of day and date, unless otherwise stated.

Any discrepancy in the figures included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding adjustments.

Any exchange rate translation in this Circular is provided solely for your convenience and should not be constituted as representative that the translated amount stated in this Circular could have been or would have been converted into such other amounts or vice versa.

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(Registration No. 199501022724 (351927-M))

(Incorporated in Malaysia)

Registered Office

29th Floor, Menara JKG
No. 282, Jalan Raja Laut
50350 Kuala Lumpur
Malaysia

30 September 2024

Board of Directors

Dato' Sri Tan Han Chuan (*Non-Executive Chairman*)

Guan Shaw Yin (*Executive Director*)

Dato' Thor Poh Seng (*Non-Independent Non-Executive Director*)

Eng Boon Kiat (*Non-Independent Non-Executive Director*)

Tan Kok Leong (*Non-Independent Non-Executive Director*)

Yap Kan Lin (*Independent Non-Executive Director*)

Ho Jong Ching (*Independent Non-Executive Director*)

To: The shareholders of our Company

Dear Sir/ Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

1. INTRODUCTION

The Board had on 26 September 2024 announced its intention to seek shareholders' approval at the forthcoming Twenty-Ninth AGM ("29th AGM") to renew the terms of the existing Shareholders' Mandate for the Recurrent Related Party Transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 30 September 2024. The existing Shareholders' Mandate will expire at the conclusion of the forthcoming 29th AGM.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND TO SET OUT THE VIEWS AND RECOMMENDATION OF OUR BOARD ON THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING AGM. THE NOTICE OF 29TH AGM AND THE PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT 2024.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Existing Shareholders' Mandate

Pursuant to the Circular to Shareholders of EHB dated 9 September 2024, EHB had obtained the approval of its shareholders at the EGM held on 24 September 2024 to enter into Recurrent Related Party Transactions with Related Parties on the terms set out in the said Circular. Under Paragraph 10.09 of the Listing Requirements, EHB's existing Shareholders' Mandate would require shareholders' approval for renewal when it expires at the forthcoming 29th AGM.

In compliance with Paragraph 10.09 of the Listing Requirements, EHB proposes to seek its shareholders' approval for the Proposed Renewal of Shareholders' Mandate which will enable the EHB Group to enter into the Recurrent Related Party Transactions as set out in Section 2.6 below.

2.2 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, our Company may seek renewal of its shareholders' mandate in respect of Recurrent Related Party Transactions subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed below (in relation to a listed issuer with a share capital which is less than RM60.0 million):
 - (i) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1 million or more; or
 - (ii) the percentage ratio of such Recurrent Related Party Transactions is 1% or more, whichever is lower;
- (c) the issuance of circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the shareholders' mandate, relevant related party must comply with the following requirements:
 - (i) a Related Party with any interest, direct or indirect ("**Interested Related Party**"), must not vote on the resolution in respect of the Proposed Renewal of Shareholders' Mandate;
 - (ii) an Interested Related Party who is a Director or Major Shareholder, must ensure that persons connected with them abstain from voting on the resolution in respect of the Recurrent Related Party Transactions; and
 - (iii) where the Interested Related Party is a person connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution in respect of the Recurrent Related Party Transactions; and

- (e) our Company must immediately announce to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by our Group exceeds the estimated value of the Recurrent Related Party Transactions disclosed in this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.3 Validity period of the Proposed Renewal of Shareholders' Mandate

The Proposed Renewal of Shareholders' Mandate if approved by the shareholders of our Company at the forthcoming AGM, will take effect from the date of passing the ordinary resolution at the forthcoming AGM and will only continue to be in force until:

- (a) the conclusion of the next AGM of our Company following the forthcoming AGM, at which time it will lapse, unless the authority is renewed by an ordinary resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM of our Company after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of our Company in a general meeting,

whichever is the earlier.

Thereafter, the approval from the shareholders of our Company will be sought for the renewal of the shareholders' mandate for the Recurrent Related Party Transactions, as applicable at each subsequent AGM of our Company, if our Board decides that the renewal of the shareholders' mandate is required.

2.4 Classes of Related Parties

The Proposed Renewal of Shareholders' Mandate will apply to the Directors as detailed in Section 6 of this Circular.

2.5 Principal business activities of our Group

Our Group is principally involved in the manufacturing and trading of furniture and wood-based products. The details of our subsidiaries as well as their principal activities as at the LPD are as follows:

Name of company	Effective equity interest	Principal activities
EFSB	100%	Manufacturing and trading of furniture and wood-based products.
Dynacharge Sdn Bhd (formerly known as Dynaword Sdn Bhd)	100%	General trading.

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2.6 Details of the RRPT under the Proposed Renewal of Shareholders' Mandate

The nature and details of the Recurrent Related Party Transactions entered and to be entered by our Group under the Proposed Renewal of Shareholders' Mandate are as follows:

Transacting party within our Group	Transacting Related Party	Interested Related Party(ies) and nature of their relationships	Nature of transaction	Actual value transacted from 24 September 2024 ⁽²⁾ to the LPD (RM)	Estimated aggregate value as disclosed in the circular to shareholders dated 9 September 2024 (RM)	Estimated value of transactions from the date of the forthcoming AGM to the next AGM ⁽³⁾ (RM)
EFSB	DFSB ⁽¹⁾	GSY, the Executive Director of our Company and Managing Director of EFSB, is Managing Director and shareholder of DFSB and a son of GKB and brother to GSK. GKB, the Executive Chairman of EFSB, is Executive Chairman and shareholder of DFSB and father to GSY and GSK. GSK, the Deputy Managing Director of EFSB, is Deputy Managing Director and shareholder of DFSB and a son of GKB and brother to GSY.	Purchase of component parts for EFSB's furniture products.	179,905	4,500,000	24,000,000

Notes:

- (1) DFSB has ceased to be a subsidiary of our Company effective from 2 July 2024, being the date of completion of the Disposal of DFSB which was approved by the shareholders of our Company at the EGM held on 8 December 2023.
- (2) Accordingly, upon completion of the Disposal of DFSB, DFSB is deemed a related party in view of the interests of GKB, GSY and GSK as detailed above and in Section 6 of this Circular.
- (3) Being the day on which the existing mandate was obtained.
- (3) The estimated aggregate values stated are determined by our Group's management based on its forecast and anticipated orders to be secured. The actual values of transactions may differ from the estimated values stated.

2.7 Amount due and owing to our Group by the Related Parties

As at the LPD, there is no amount due and owing to our Group by its Related Parties which has exceeded credit term.

2.8 Review and approving procedures for the RRPT

Our Group has established the following procedures to ensure the Recurrent Related Party Transactions are entered into on an arm's length basis, transaction prices and normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of our Company:

- (a) the identity of the Related Parties shall be circulated within our Group (including our Directors) and all potential Recurrent Related Party Transactions shall be reported to and be reviewed by our Audit Committee which in turn shall report to our Board for deliberation and decision before entering into the transactions with Related Parties;
- (b) the Related Parties identified shall be notified that all transactions (including Recurrent Related Party Transactions) with our Group are required to be undertaken on arm's length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public;
- (c) the Recurrent Related Party Transactions prices shall be determined based on, among others, pricing, quality and/or service level, which are available under similar commercial terms for transactions with third parties;
- (d) our Group shall ensure that at least 2 other contemporaneous transactions with unrelated third parties for similar products or services, and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to or by the Related Parties are fair and reasonable and comparable to those offered to or by other unrelated third parties for the same or substantially similar type of products or services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined based on benchmarking against any experts' reports (if available) or our Group's internal assessment based on the prevailing market rates and/or commercial terms which are generally in line with the market practice and norms of the industry to ensure the Recurrent Related Party Transactions are not detrimental to the interests of our Group and/or the minority shareholders of our Company;

- (e) all Recurrent Related Party Transactions will be recorded in a register to be maintained by our Company. There are no specific thresholds for the approval of Recurrent Related Party Transactions within our Group. Our management shall monitor all Recurrent Related Party Transactions and report to our Audit Committee on a quarterly basis for review or as and when required.

Any divergence from the shareholders' mandate will be reported by our Audit Committee to our Board accordingly. In the event where the actual value of the Recurrent Related Party Transactions exceeds the estimated value by 10% or more, such Recurrent Related Party Transactions and the reasons for such deviation will be immediately announced to Bursa Securities;

- (f) the annual internal audit shall include review of all Recurrent Related Party Transactions entered into by our Group and ensure that the established guidelines and procedures in respect of Recurrent Related Party Transactions are adhered to;

- (g) our Audit Committee shall:
 - (i) review on a quarterly basis, or as and when necessary, to ascertain that the established guidelines and procedures for the Recurrent Related Party Transactions have been complied with; and
 - (ii) consider, from time to time, whether established guidelines and procedures for the Recurrent Related Party Transactions have become inappropriate, and/or are unable to ensure that the transactions will be on normal commercial terms, and/or prejudice the interests of shareholders generally.

In the event our Audit Committee, during its review, forms an opinion that the Recurrent Related Party Transactions are not being conducted in accordance with the established guidelines and procedures and/or are not on an arm's length basis and/or normal commercial terms, or are detrimental to the interests of our Group and/or the minority shareholders of our Company, our Audit Committee will advise our Board to convene a general meeting of shareholders of our Company to seek a fresh shareholders' mandate for the Recurrent Related Party Transactions; and

- (h) any Director who is interested in any Recurrent Related Party Transaction shall abstain from deliberating and voting on all matters pertaining to the Recurrent Related Party Transaction at the relevant Audit Committee and/or Board meetings.

Pursuant to Paragraph 10.09 of the Listing Requirements, in a meeting to obtain the shareholders' approval for the Proposed Renewal of Shareholders' Mandate, the interested Director, interested Major Shareholder or interested Persons Connected, and where it involves the interest of a Person Connected, such Director or Major Shareholder, must not vote on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate. In addition, such interested Director or Major Shareholder will also ensure that Persons Connected with them will abstain from voting on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate.

2.9 Statement by our Audit Committee

The Audit Committee of our Company has seen and reviewed the procedures mentioned in Section 2.8 above and is of the view that the procedures established are sufficient to ensure that the RRPT are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of our Company.

Our Audit Committee is also of the view that our Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner. Our Audit Committee shall review these procedures annually to ensure that the procedures are appropriate having regard to the value and frequency of the RRPT.

3. RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

DFSB supplied component parts for EFSB's furniture products over the course of its day-to-day operations. The Recurrent Related Party Transactions as detailed in Section 2.6 of this Circular are necessary to ensure that there is no significant disruption to the day-to-day operations of our Group which in turn will allow our Group to carry out its sales of furniture and generate income to our Group. The Recurrent Related Party Transactions are carried out on arm's length basis and based on normal commercial terms which are not more favourable to DFSB than those generally available to the public or third parties. The Recurrent Related Party Transactions are not detrimental to the interest of the minority shareholders of our Company.

The Proposed Renewal of Shareholders' Mandate will enable our Group to carry out Recurrent Related Party Transactions necessary for our Group's day-to-day operations, which are time sensitive in nature, without the need to make any announcement and convene general meetings to approve such transactions whenever such transactions arise from time to time, thereby reducing the time, resources and costs associated with the administrative efforts to make the announcement and convene the general meetings.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any effect on our Company's issued share capital and substantial shareholders' shareholdings and is not expected to have any material effect on the net assets and gearing of our Group.

5. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval being obtained from the non-interested shareholders of our Company at the forthcoming AGM.

The Proposed Renewal of Shareholders' Mandate is not conditional upon any other corporate exercise/scheme undertaken or to be undertaken by our Company.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of the directors, Major Shareholders of our Company or persons connected with them has any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate:

- (i) GSY, the Executive Director of our Company and Managing Director of EFSB, is a Managing Director and shareholder of DFSB and a son of GKB and brother to GSK;
- (ii) GKB, the Executive Chairman of EFSB, is an Executive Chairman and shareholder of DFSB and father to GSY and GSK; and
- (iii) GSK, the Deputy Managing Director of EFSB, is a Deputy Managing Director and shareholder of DFSB and a son of GKB and brother to GSY.

In addition to the above, GKB and GSK, whom have resigned as our Executive Chairman and Deputy Managing Director respectively on 13 August 2024, are also deemed as interested directors in respect of the Proposed Renewal of Shareholders' Mandate in view that they were our Directors in the past 6 months prior to the announcement of the Proposed Renewal of Shareholders' Mandate on 26 September 2024.

Accordingly, the Interested Directors have abstained and will continue to abstain from all deliberations and voting of the RRPT and the Proposed Renewal of Shareholders' Mandate at the relevant Board meetings pertaining to the Proposed Renewal of Shareholders' Mandate.

The Interested Directors will also abstain from voting in respect of their direct and/or indirect shareholdings in our Company, if any, on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM.

The Interested Directors have undertaken that they will ensure that persons connected with them will abstain from deliberating or approving (in respect of their direct and/or indirect shareholdings in our Company, if any), on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM.

As at the LPD, none of the Interested Directors hold any Shares.

7. AUDIT COMMITTEE'S STATEMENT

Our Audit Committee, after having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the view that the Proposed Renewal of Shareholders' Mandate is:

- (i) in the best interest of our Company;
- (ii) fair, reasonable and on normal commercial terms; and
- (iii) not detrimental to the interest of the non-interested shareholders of our Company.

8. DIRECTORS' STATEMENT / RECOMMENDATION

Our Board (save for GSY), after having considered all aspects of the Proposed Renewal of Shareholders' Mandate is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interests of our Company.

Accordingly, our Board (save for the GSY) recommends that you vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM.

9. AGM

The notice convening the 29th AGM and the Proxy Form, together with the Administrative Guide, are enclosed in the Annual Report 2024 and are available at our Company's website at <https://www.eurospan.com.my>. The 29th AGM will be conducted on a virtual basis via live streaming and online remote voting at the Broadcast Venue at Conference Room, 29th Floor, Menara JKG, No. 282, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia on 27th November 2024 at 11.00 a.m. using the Remote Participation and Voting Facilities provided by Tricor Investor & Issuing House Services Sdn Bhd through its TIIH Online website at <https://tiih.online>, for the purpose of considering and, if thought fit, passing the resolution to give effect to the Proposed Renewal of Shareholders' Mandate.

You are advised to refer to the Administrative Guide for the procedures to register, participate and vote remotely at the 29th AGM via the Remote Participation and Voting Facilities via TIIH Online website at <https://tiih.online>.

If you are unable to attend and vote at the forthcoming AGM, you may appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, you must complete and deposit the Proxy Form in accordance with the instructions thereon so as to arrive at the office of the appointed Poll Administrator, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the 29th AGM or at any adjournment thereof. You can also have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online>. The lodgement of the Proxy Form does not preclude you from attending and voting at the forthcoming AGM should you subsequently wish to do so.

10. FURTHER INFORMATION

You are advised to refer to the enclosed appendices for further information.

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

Dato' Thor Poh Seng
Non-Independent Non-Executive Director

ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

Our Board has seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirmed that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, as at the LPD, our Board confirms that there are no material contracts (not being contracts entered in the ordinary course of business) which have been entered into by our Group within the 2 years immediately preceding the date of this Circular:

- (i) sale and purchase agreement dated 27 September 2022 entered between EFSB and Gan Yew Thiam and Ooi Seok Yeong for the disposal of a parcel of freehold land together with a 1 ½ storey terrace factory erected thereon in Butterworth, Pulau Pinang for a total disposal consideration of RM0.84 million in cash, which was completed on 16 November 2022;
- (ii) sale and purchase agreement dated 3 March 2023 entered between DFSB with Khoo Kok Seang, Khoo Kay Sen and Khoo Yi Sen for the disposal of a parcel of leasehold land together with a factory and office building erected thereon in Kulim, Kedah, for a total disposal consideration of RM6.95 million in cash, which was completed on 2 August 2023, prior to the completion of the Disposal of DFSB;
- (iii) sale and purchase agreement dated 22 March 2023 entered between EFSB and Titan Nutrition Sdn Bhd for the disposal of a parcel of industrial land together with a 1 ½ storey terrace factory erected thereon in Butterworth, Pulau Pinang for a total disposal consideration of RM1.20 million in cash, which was completed on 10 July 2023;
- (iv) conditional share sale agreement dated 24 August 2023 entered between our Company and GKB, GSY and GSK for the Disposal of DFSB for a total disposal consideration of RM38.90 million in cash, which was completed on 2 July 2024; and
- (v) conditional sale and purchase agreement dated 24 August 2023 entered between EFSB and DFSB for the disposal 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 to DFSB for a total disposal consideration of RM15.65 million in cash, which was completed on 6 August 2024.

3. MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware of any proceedings, pending or threatened against our Company and/or any of its subsidiaries, or of any facts likely to give rise to any proceedings which may materially and adversely affect the business or financial position of our Group.

ADDITIONAL INFORMATION *(Cont'd)*

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for inspection at the registered office of our Company at 29th Floor, Menara JKG, No. 282, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia, during normal business hours on Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM:

- (i) the Constitution of our Company;
- (ii) the audited consolidated financial statements of our Company for the past 2 FYEs 31 May 2023 and 31 May 2024; and
- (iii) the material contracts referred to in Section 2 of this Appendix.