

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty Ninth (29<sup>th</sup>) Annual General Meeting (“AGM”) of Eurospan Holdings Berhad will be conducted in a fully virtual manner through live streaming at Broadcast Venue at the Conference Room, 29<sup>th</sup> Floor, Menara JKG, No. 282, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia (“Broadcast Venue”) on Wednesday, 27 November 2024 at 11.00 a.m. for the following purposes: -

### AS ORDINARY BUSINESS

- |   |                        |
|---|------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 May 2024 together with the Reports of the Directors and Auditors thereon.                  | Please refer to Note 3 |
| 2. To approve the payment of Directors’ fees of RM218,000 for the financial year ended 31 May 2024.   | Ordinary Resolution 1  |
| 3. To approve the payment of Directors’ fees of up to RM123,000 from 1 June 2024 until the next Annual General Meeting of the Company.                                    | Ordinary Resolution 2  |
| 4. To re-elect Dato’ Sri Tan Han Chuan, a Director retiring pursuant to Clause 145 of the Company’s Constitution and who, being eligible, offers himself for re-election. | Ordinary Resolution 3  |
| 5. To re-elect Dato’ Thor Poh Seng, a Director retiring pursuant to Clause 145 of the Company’s Constitution and who, being eligible, offers himself for re-election.     | Ordinary Resolution 4  |
| 6. To re-elect Mr Tan Kok Leong, a Director retiring pursuant to Clause 145 of the Company’s Constitution and who, being eligible, offers himself for re-election.        | Ordinary Resolution 5  |
| 7. To re-elect Mr Eng Boon Kiat, a Director retiring pursuant to Clause 145 of the Company’s Constitution and who, being eligible, offers himself for re-election.        | Ordinary Resolution 6  |
| 8. To re-elect Mr Yap Kan Lin, a Director retiring pursuant to Clause 145 of the Company’s Constitution and who, being eligible, offers himself for re-election.          | Ordinary Resolution 7  |
| 9. To re-elect Ms Ho Jong Ching, a Director retiring pursuant to Clause 145 of the Company’s Constitution and who, being eligible, offers herself for re-election.        | Ordinary Resolution 8  |
| 10. To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix the Auditors’ remuneration.    | Ordinary Resolution 9  |

### AS SPECIAL BUSINESS

11. To consider and, if thought fit, pass the following as Ordinary Resolution :

**Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Renewal of Shareholders’ Mandate”)**

“**THAT** pursuant to Paragraph 10.09 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with the Related Party as detailed in Section 2.6 of the Circular to Shareholders dated 30 September 2024 which are necessary for Eurospan Group’s day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.” Ordinary Resolution 10

**AND THAT** such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(1) of the Companies Act 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(2) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier.”

# NOTICE OF ANNUAL GENERAL MEETING

## AS SPECIAL BUSINESS (CONT'D)

12. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 2016.

By Order of the Board

Tan Shien Yin (MAICSA No. 7018545) (SSM PC No. 202008002719)  
Chong Siew Duan (MAICSA No. 7019353) (SSM PC No. 202008002732)  
Secretaries

Kuala Lumpur  
30 September 2024

## Broadcast Venue

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Shareholders/proxies from the public shall attend the 29<sup>th</sup> AGM, communicate by posing questions to the Board via real time submission of typed texts and vote remotely via Remote Participation and Voting Facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd through its TIH Online website at <https://tiah.online>.

## NOTES :

### 1. Appointment of Proxy

- (a) A member entitled to participate and vote at the AGM via RPV is entitled to appoint one or more proxies (but not more than two) to participate and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without restriction as to the qualification of the proxy.
- (b) Subject to Paragraph (c) below, a member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote instead of him. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- (c) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- (d) 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 seal or under the hand of an officer or attorney duly authorised.
- (e) The appointment of 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's Poll Administrator not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:
  - (i) In hard copy form

By hand or post to 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, Wilayah Persekutuan or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

# NOTICE OF ANNUAL GENERAL MEETING

## NOTES : (CONT'D)

(ii) By electronic means

The proxy form can be electronically lodged with the appointed Poll Administrator via TIIH Online at <https://tjih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgment of proxy form via TIIH Online.

(f) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out above will be put to vote by way of poll.

### 2. Members entitled to attend the 29<sup>th</sup> AGM

Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the 29<sup>th</sup> AGM shall be regarded as member of the Company entitled to attend and vote via RPV at the 29<sup>th</sup> AGM or appoint a proxy to attend and vote on his behalf.

### 3. Audited Financial Statements for the financial year ended 31 May 2024

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

### 4. Ordinary Resolution 1 – Proposed payment of Directors' fees

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors of the Company shall be approved at a general meeting of shareholder. The fees payable to the Directors have been reviewed by the Remuneration Committee and the Board of Directors of the Company. The Directors' fees are in accordance with the remuneration framework of the Group.

### 5. Ordinary Resolution 2 – Payment of Directors' fees

The proposed Ordinary Resolution is to facilitate the payment of Directors' fees after each month of completed service of the Directors for the period commencing from 1 June 2024 or date of appointment as Directors of the Company until the date of the resignation of the Directors or next Annual General Meeting ("AGM") of the Company. In the event that the Directors' fees proposed is insufficient (e.g. due to enlarged board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

### 6. Ordinary Resolution 3, Ordinary Resolution 4, Ordinary Resolution 5, Ordinary Resolution 6, Ordinary Resolution 7, Ordinary Resolution 8 – Re-election of Directors who retire in accordance with Clause 145 of the Company's Constitution

Clause 145 of the Company's Constitution provides that the Board shall has the power to appoint a person as a director, either to fill a casual vacancy or as an addition to the Board. Any director so appointed shall hold office only until the next Annual General Meeting and shall be eligible for re-election at such meeting.

The following persons (collectively known as Retiring Directors) who were appointed as Directors of the Company on the respective dates as below shall hold office until the conclusion of the 29<sup>th</sup> AGM of the Company, but shall be eligible for re-election in accordance with Clause 145 of the Constitution of the Company:

Resolution	Name of Directors	Appointment Date
Ordinary Resolution 3	Dato' Sri Tan Han Chuan	6 August 2024
Ordinary Resolution 4	Dato' Thor Poh Seng	6 August 2024
Ordinary Resolution 5	Mr Tan Kok Leong	13 August 2024
Ordinary Resolution 6	Mr Eng Boon Kiat	13 August 2024
Ordinary Resolution 7	Mr Yap Kan Lin	6 August 2024
Ordinary Resolution 8	Ms Ho Jong Ching	15 September 2024

## NOTICE OF ANNUAL GENERAL MEETING

### **NOTES : (CONT'D)**

The Board's Nomination Committee ("NC") had carried out an assessment on the Retiring Directors and the findings met the performance criteria required of an effective Board. The Board supported the NC's recommendation for re-election of the Retiring Director, subject to shareholders' approval at the 29<sup>th</sup> AGM of the Company. The profile of the Retiring Directors is set out in pages 7 to 8 of this Annual Report.

### **STATEMENT ACCOMPANYING NOTICE OF AGM**

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding Directors who are standing for re-election as stated above) at this forthcoming 29<sup>th</sup> AGM.

### **PERSONAL DATA PRIVACY**

By registering for the meeting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies) and/or representative(s) prior consent for the Company's (or its agents) processing of such proxy(ies) and/or representative(s) personal data for the Purpose; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.