

**E-PLUS LTD**

A.C.N. 605 951 059



---

**NOTICE OF**

**ANNUAL GENERAL MEETING  
EXPLANATORY STATEMENT  
AND PROXY FORM**

---

**Date**

Thursday, 31 May 2018

**Time**

11.00am (local Malaysian Time) / 1.00pm Australian Eastern Standard Time (AEST)

**Venue**

B806, Block B Kelana Square, No 17 Jalan SS7/26, 47301 Kelana Jaya, Petaling Jaya, Selangor

**Your vote is important**

The business of the Annual General Meeting affects your shareholding and your vote is important.

**Voting in person**

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

**Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the second Annual General Meeting of Shareholders of E-Plus Ltd will be held at 11.00am (local Malaysian time) / 1.00pm (AEST) on Thursday, 31 May 2018 at B806, Block B Kelana Square, No 17 Jalan SS7/26, 47301 Kelana Jaya, Petaling Jaya, Selangor for the purpose of transacting the following business:

## AGENDA

### Annual Report

---

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 31 December 2017.

### Resolution 1. Remuneration Report

---

To consider and, if thought fit, to pass the following resolution as an **advisory** ordinary resolution:

*“That, the Remuneration Report for the year ended 31 December 2017 is adopted.”*

**Voting Exclusion:** The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel (KMP’s) named in E-Plus’ Remuneration Report or that KMP’s closely related parties, unless the vote is cast by a person as Proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

### Resolution 2. Re-election of Ching Kon Kong

---

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

*“That **Ching Kon Kong**, who retires in accordance with Clause 20.1 of the Company’s Constitution and, being eligible offers himself for election, is appointed a Director of the Company.”*

### Resolution 3. Re-election of Suen Kar Nee

---

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

*“That **Suen Kar Nee**, who retires in accordance with Clause 20.1 of the Company’s Constitution and, being eligible offers herself for election, is appointed a Director of the Company.”*

### Resolution 4. Re-election of Yap Ding Chai Tony

---

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

*“That **Yap Ding Chai Tony**, who retires in accordance with Clause 20.1 of the Company’s Constitution and, being eligible offers himself for election, is appointed a Director of the Company.”*

### Resolution 5. Appointment of Company Auditor

---

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

*“That, for the purpose of section 327B(1) of the Corporations Act and for all other purposes, LNP Audit and Assurance, having been nominated by a shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company.”*

**Note:** A copy of the nomination is attached to the explanatory memorandum

## E-PLUS LTD

ACN: 605 951 059

---

A Proxy Form is attached.

To be valid, properly completed forms must be received by the Company no later than 11.00am (local Malaysian time) / 1.00pm (AEST) on 29 May 2018.

By Order of the Board



Nicola Betteridge  
Company Secretary  
27 April 2018

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

### **Entitlement to Vote**

The Directors have determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00pm (local Malaysian time) / 7.00pm (AEST) on 29 May 2018.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at B806, Block B Kelana Square, No 17 Jalan SS7/26, 47301 Kelana Jaya, Petaling Jaya, Selangor on 31 May 2018 at 11.00am (local Malaysian time) / 1.00pm (AEST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to vote for or against the Resolutions in the Notice of Meeting.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary as contained in this Explanatory Statement.

### **Resolution 1. Remuneration Report**

---

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2017. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

#### Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

As this is the Company's first annual general meeting a Spill Resolution is not relevant for this meeting.

#### Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

---

**Resolution 2. Re-election of Ching Kon Kong**

---

Mr. Ching, who was appointed as a non-executive director on 20 May 2015, retires in accordance with Clause 20.1 of the Company's constitution and, being eligible, wishes to stand for re-election as Director of the Company.

A dedicated educator, Mr. Ching spent his entire career of more than 20 years as a teacher in Melaka, relentlessly pursuing his noble passion of nurturing the younger generation. Having performed that to distinction, he returned to the family business upon retirement where he now oversees a chain of pawnshops as a Director of CFL & Sons Sdn Bhd.

When he's not duty bound, Mr. Ching is an avid badminton player, participating in numerous international veteran tournaments and has bagged a gold medal at the 2004 World Senior Badminton Championships.

Along with his invaluable experience, in his capacity as non-executive Chairman of E Plus Limited, Mr. Ching provides E Plus with a formidable blend of timeless wisdom, insight and advice to keep it moving forward.

---

**Resolution 3. Re-election of Suen Kar Nee**

---

Ms. Suen, who was appointed as an executive director on 20 May 2015, retires in accordance with Clause 20.1 of the Company's constitution and, being eligible, wishes to stand for re-election as Director of the Company.

Ms. Suen, kick-started her career as a Product Manager at Bacardi Martini Malaysia, where she was widely accredited for the rapid growth of the local wine market in the early 2000s. She continued to excel over the next few years in the thriving wine industry, before joining E Plus as its Events Director in 2006. She spent the next 8 years propelling the Company to unprecedented heights with her strategic acumen and transformational ideas. Ms. Suen is also the Executive Director and Chief Operating Officer of E Plus Limited as well as the Festival Manager of the Melaka Art & Performance Festival.

---

**Resolution 4. Re-election of Yap Ding Chai Tony**

---

Mr. Yap, who was appointed as a non-executive director on 20 May 2015, retires in accordance with Clause 20.1 of the Company's constitution and, being eligible, wishes to stand for re-election as Director of the Company.

Mr. Yap is an accomplished dancer, director, choreographer and visual artist. Mr. Yap was one of the principal performers with IRAA Theatre (1989 1996) and has worked extensively in Australia and overseas including Agamemnon Festival Colline Torinese, Italy and The Trojan Woman, Vienna International Art Festival. As the

founding Artistic director of Mixed Company (now Tony Yap Company) in 1993, he has made a commitment to the exploration and creation of an individual dance theatre language that is informed by psycho physical research, Asian shamanistic trance dance, Butoh, Voice and Visual Design. Mr. Yap's extensive background in the performing arts led him to his fame as an industry player. Having collaborated with various companies and individuals from Australia, Indonesia, Austria, Italy, France, Malaysia, Denmark, China, South Korea and Japan, his works landed him numerous nominations and global awards throughout his career including his solo work The Decay of the Angel that won him a Green Room Award for Best Male Dancer. Mr. Yap is also an accomplished graphic designer. He was Chief Designer in LaTrobe University, and held senior positions in CSIRO Publishing, University of Melbourne and Melbourne Film Festival for many years. He is currently the Creative Director and Founder of Melaka Art & Performance Festival in Malaysia. His vast experience and involvement in the art scene has proven to be a crucial link to the Company with valuable insights and sound advice throughout the course of operations.

#### **Resolution 5. Appointment of Company Auditor**

---

The directors of the Company appointed LNP Audit and Assurance as auditor on 21 December 2017 in accordance with s327C(1) of the Corporations Act. Under s327C(2) of the Corporations Act, an auditor appointed under s327C(1) holds office until the Company's next annual general meeting.

Resolution 5 seeks member approval for the appointment of LNP Audit and Assurance as the auditor of the Company.

The Company has received a nomination for LNP Audit and Assurance to act as its auditor. A copy of the nomination is annexed to the Explanatory Memorandum. The Company confirms that LNP Audit and Assurance has been given and not withdrawn its consent to act as auditor as at the date of the Notice.

To:  
E-Plus Limited  
Level 12  
225 George Street  
Sydney  
NSW 2000

**Notice of Nomination of Auditor in accordance with Section 328B of the Corporations Act 2001  
(Cth)**

Suen Kar Nee of Q22J, Tiara Damansara, 33, Jalan 17/1 Section 17, Petaling Jaya, Selangor, Malaysia, being a member of E-Plus Ltd (ACN 605 951 059) nominates LNP Audit and Assurance of Level 14, 309 Kent Street, Sydney, NSW 2000 for appointment to the position of auditor of the Company at the next annual general meeting.



---

**Suen Kar Nee**  
Executive Director  
E-Plus Ltd  
17 April, 2018

## GLOSSARY

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**Board**" means the board of Directors of the Company;

"**Chairman**" means chairman of the general meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations 2001 (Cth).

"**Company**" means E-Plus Ltd ACN 605 951 059;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Explanatory Statement**" means this Explanatory Statement as modified or varied by any supplementary Statement issued by the Company from time to time;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Management**" or "**Board**" means the management of the Company;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 31 May 2018 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.