

Johan Holdings Berhad

Registration No. 192001000038 (314-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninety-Fifth Annual General Meeting of the Company will be held at George Kent Technology Centre, 1115 Jalan Puchong, Taman Meranti Jaya, 47120 Puchong, Selangor Darul Ehsan on Thursday, 30 July 2020 at 10:00 a.m. for the following purposes:-

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 January 2020 and the Directors' and Auditors' Reports thereon. (Please refer to Note A)
2. To re-elect the following Directors who retire by rotation pursuant to Clause 90 of the Constitution of the Company and being eligible, offer themselves for re-election:-
 - (a) Tan Sri Dato' Tan Kay Hock Ordinary Resolution 1
 - (b) Mr Ooi Teng Chew Ordinary Resolution 2
3. To approve the payment of Directors' Fees and benefits of RM169,000 to Non-Executive Directors for the financial year ended 31 January 2020. Ordinary Resolution 3
4. To approve the payment of Directors' fees and benefits of up to an amount of RM169,000 to Non-Executive Directors for the financial year ending 31 January 2021. Ordinary Resolution 4
5. To re-appoint Deloitte PLT, as Auditors of the Company for the financial year ending 31 January 2021 and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

SPECIAL BUSINESS

To consider and if thought fit, pass with or without modifications the following resolutions:-

6. **Retention of Independent Non-Executive Director** Ordinary Resolution 6

"THAT approval be and is hereby given to Dato' Ahmad Khairummuzammil Bin Mohd Yusoff, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as Independent Non-Executive Director."
7. **Retention of Independent Non-Executive Director** Ordinary Resolution 7

"THAT subject to passing of Ordinary Resolution 2, approval be and is hereby given to Mr Ooi Teng Chew, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as Independent Non-Executive Director."

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8. Authority To Allot And Issue Shares In General Pursuant To Sections 75 and 76 Of The Companies Act, 2016 Ordinary Resolution 8

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon the terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

9. To transact any other business of which due notice shall have been given.

By Order Of The Board.

TEH YONG FAH
Group Secretary
SSM PC No.: 201908003410
MACS 00400

KUALA LUMPUR
30 June 2020

Notes:-

- A. *This Agenda item is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act, 2016 and the Constitution of the Company require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to the vote by shareholders.*
1. *A member of the Company entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote instead of him. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing proxy/proxies shall be in writing under the hand of the appointor or his attorney or if such an appointor is a corporation under its Common Seal or the hands of its attorney. A proxy need not be a member of the Company.*
 2. *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.*

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3. *The instrument appointing proxy/proxies and the power of attorney (if any) under which it is signed or an office copy or notarially certified copy thereof shall be deposited at the Registered Office of the Company at 11th Floor, Wisma E&C, No. 2 Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjourned meeting (as the case may be).*
4. *In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 July 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.*

Explanatory Notes on Special Business

1. Ordinary Resolution 6 - Retention of Independent Non-Executive Director

Dato' Ahmad Khairummuzammil Bin Mohd Yusoff has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years. In line with the Malaysian Code on Corporate Governance 2017, upon assessment and recommendation of the Nominating Committee, the rest of the Board members were of the unanimous opinion that Dato' Ahmad Khairummuzammil Bin Mohd Yusoff should continue to act as an Independent Non-Executive Director of the Company based on the following justification:-

- (a) *He fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements,*
- (b) *He has over time, developed a deep understanding of the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole,*
- (c) *He does not have any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and is not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries,*
- (d) *He remains to be objective and independent in expressing his views and has actively participated in the deliberations and decision making process of the Board and Board Committees of which he is a member. His length of service on the Board and Board Committees does not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Company.*
- (e) *He had exercised due care during his tenure as an Independent Non-Executive Director, Chairman of the Audit Committee and Nominating Committee and as a member of the Remuneration Committee, and he had carried out his professional duties in the best interest of the Company and its shareholders.*

2. Ordinary Resolution 7 - Retention of Independent Non-Executive Director

Mr Ooi Teng Chew has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years. In line with the Malaysian Code on Corporate Governance 2017, upon assessment and recommendation of the Nominating Committee, the rest of the Board members were of the unanimous opinion that Mr Ooi Teng Chew should continue to act as an Independent Non-Executive Director of the Company based on the following justification:-

- (a) *He fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements,*

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- (b) *He has over time, developed a deep understanding of the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole,*
- (c) *He does not have any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and is not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries,*
- (d) *He remains to be objective and independent in expressing his views and has actively participated in the deliberations and decision making process of the Board and Board Committees of which he is a member. His length of service on the Board and Board Committees does not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Company.*
- (e) *He had exercised due care during his tenure as an Independent Non-Executive Director and as a member of the Audit Committee and Nominating Committee and had carried out his professional duties in the best interest of the Company and its shareholders.*

3. Ordinary Resolution 8 - Authority to Allot and Issue Shares in General Pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution if passed will empower the Directors to issue shares of the Company up to 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delays and costs in convening a general meeting to specifically approve such an issue of shares. This authority unless revoked or varied by the Company in general meeting will expire at the next Annual General Meeting of the Company.

The Company has not issued any new shares under this general authority which was approved at the last Annual General Meeting held on 10 July 2019 and which will lapse at the conclusion at this Annual General Meeting. A renewal of this general authority is being sought at this Annual General Meeting under the proposed Ordinary Resolution 8. The renewed mandate is to provide flexibility to the Company for any possible future fund raising activities including but not limited to placement of shares for purposes of funding future investments, working capital and/or acquisition.