

Johan Holdings Berhad

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninety-Sixth Annual General Meeting (“96th AGM”) of the Company will be conducted as a fully virtual meeting through Online Meeting Platform via our Share Registrar’s website at www.johanmanagement.com.my in Malaysia on Thursday, 20 January 2022 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period from 1 February 2020 to 31 July 2021 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) Puan Sri Datin Tan Swee Bee *Ordinary Resolution 1*
 - (b) Tan Sri Dato’ Seri Dr Ting Chew Peh *Ordinary Resolution 2*
3. To approve the payment of additional Directors’ fees and benefits of RM68,000 to Non-Executive Directors for the financial period ended 31 July 2021. *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 July 2022. *Ordinary Resolution 4*
5. To re-appoint Baker Tilly Monteiro Heng PLT, as External Auditors of the Company for the financial year ending 31 July 2022 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 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.”

NOTICE OF ANNUAL GENERAL MEETING

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

“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 (“AGM”) 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 November 2021

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 AGM. As such this Agenda item is not a business which requires a resolution to be put to the vote by shareholders.*
1. *According to the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, an online meeting platform located in Malaysia can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 and all meeting participants of a fully virtual meeting are required to participate in the meeting online. Members/proxies are strongly advised to participate and vote remotely at this AGM through live streaming and the remote participation and voting facilities (“RPV Facilities”) provided by Propoll Solutions Sdn Bhd, the poll administrator of this AGM, via our Share Registrar’s website at www.johanmanagement.com.my. **Please read and follow the procedures in the Administrative Guide for this AGM in order to participate and/or vote remotely.***
2. *Members may submit questions to the Board prior to the AGM using the Question-and-Answer platform at www.johanmanagement.com.my, no later than 11.00 a.m. on Monday, 17 January 2022. Members may also submit questions to the Board using the Question-and-Answer platform via the RPV Facilities during the AGM.*

NOTICE OF ANNUAL GENERAL MEETING

3. *A member of the Company entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing proxy(ies) 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.*
4. *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.*
5. *The instrument appointing proxy(ies) 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 or e-mailed to the Company at joanms1@outlook.com not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjourned meeting (as the case may be).*
6. *In respect of deposited securities, only members whose names appear on the Record of Depositors on 11 January 2022 (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:-

1. **Ordinary Resolution 3 - Approval of payment of additional Directors' fees and benefits to Non-Executive Directors for the financial period ended 31 July 2021**

At the Ninety-Fifth AGM of the Company, Directors' fee and benefits of up to an amount of RM169,000 for the financial year ended 31 January 2021 was approved. Subsequent to the change of financial year end of the Company from 31 January to 31 July, additional Directors' fee and benefits of RM68,000 for the 18 months period from 1 February 2020 to 31 July 2021 is sought for the shareholders' approval at this AGM.

2. **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, 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.*

NOTICE OF ANNUAL GENERAL MEETING

3. 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, 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,*
- (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.*

4. 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 AGM of the Company.

The Company has not issued any new shares under this general authority which was approved at the last AGM held on 30 July 2020 and which will lapse at the conclusion at this AGM. A renewal of this general authority is being sought at this AGM 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.