

Johan Holdings Berhad

Registration No. 192001000038 (314-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninety-Seventh Annual General Meeting (“97th AGM”) of the Company will be conducted virtually on Wednesday, 11 January 2023 at 11:00 a.m. from the Broadcast Venue at Boardroom of Johan Holdings Berhad, 11th Floor, Wisma E&C, No. 2 Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur and via our Share Registrar’s online meeting platform at www.johanmanagement.com.my for the following purposes:-

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 July 2022 and the Directors’ and Auditors’ Reports thereon. *(Please refer to Note A)*

2. (i) 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) Dato’ Ahmad Khairummuzammil Bin Mohd Yusoff *Ordinary Resolution 2*

- (ii) Retirement of Directors
 - (a) Tan Sri Dato’ Seri Dr. Ting Chew Peh, who had served for a tenure as a Non-Executive Director for more than 19 years has elected to retire as a Director of the Company and to hold office until the conclusion of the 97th AGM. *No Ordinary Resolution is required for this matter*

 - (b) Mr. Ooi Teng Chew, who had served for a tenure as an Independent Director for more than 13 years has elected to retire as a Director of the Company and to hold office until the conclusion of the 97th AGM. *No Ordinary Resolution is required for this matter*

3. 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 2023. *Ordinary Resolution 3*

4. To re-appoint Baker Tilly Monteiro Heng PLT, as External Auditors of the Company for the financial year ending 31 July 2023 and to authorise the Directors to fix their remuneration. *Ordinary Resolution 4*

SPECIAL BUSINESS

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

5. **Retention of Independent Non-Executive Director** *Ordinary Resolution 5*

“THAT subject to the passing of Ordinary Resolution 2, 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.”

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6. **Authority to Allot and Issue Shares in General Pursuant to Sections 75 and 76 of the Companies Act, 2016** *Ordinary Resolution 6*

“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.”

7. 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 2022

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. *The AGM of the Company will be conducted on a virtual basis by way of live streaming and online remote voting via Remote Participation and Voting (“RPV”) Facilities. Only essential individuals are allowed to be physically present at the Broadcast Venue to conduct the virtual AGM. Members/proxies will not be allowed to be physically present at the Broadcast Venue on the day for the AGM. Therefore, members/proxies are strongly advised to participate and vote remotely at the AGM through live streaming and RPV Facilities provided by Propoll Solutions Sdn Bhd, the poll administrator of the AGM, via our Share Registrar’s website at www.johanmanagement.com.my.*

Please refer to the Administrative Guide for the AGM in order to register, participate and vote via the RPV facilities.

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, 9 January 2023. Members may also submit questions in typed texts through the online meeting platform during the live-streamed AGM.*

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/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.*

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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/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 or e-mailed to the Company at johanms1@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 4 January 2023 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.*

Explanatory Notes

1. (i) Ordinary Resolutions 1 and 2 - Proposed Re-election of Directors in accordance with Clause 90 of the Company's Constitution

- (a) *Pursuant to Clause 90 of the Company's Constitution, Tan Sri Dato' Tan Kay Hock ("Tan Sri Tan") is due for retirement by rotation at the AGM.*

Tan Sri Tan had offered himself for re-election at the 97th AGM. The Board through the Nominating Committee, had assessed the performance of Tan Sri Tan and was satisfied with the performance and effectiveness of Tan Sri Tan. The Board had recommended the re-election of Tan Sri Tan, subject to shareholders' approval at the 97th AGM. Tan Sri Tan had abstained from deliberation and decision on his own eligibility and suitability to stand for re-election at the Board resolution. The profile of Tan Sri Tan is set out in the Profile of Directors of the Annual Report 2022.

- (b) *Pursuant to Clause 90 of the Company's Constitution, Dato' Ahmad Khairummuzammil Bin Mohd Yusoff ("Dato' Ahmad") is due for retirement by rotation at the AGM.*

Dato' Ahmad had offered himself for re-election at the 97th AGM. The Board through the Nominating Committee, had assessed the performance of Dato' Ahmad and was satisfied with the performance and effectiveness of Dato' Ahmad. The Board had recommended the re-election of Dato' Ahmad, subject to shareholders' approval at the 97th AGM. Dato' Ahmad had abstained from deliberation and decision on his own eligibility and suitability to stand for re-election at the respective Nominating Committee and Board resolution. The profile of Dato' Ahmad is set out in the Profile of Directors of the Annual Report 2022.

(ii) Retirement of Directors

- (a) *Tan Sri Dato' Seri Dr. Ting Chew Peh was appointed as an Independent Non-Executive Director of the Company on 1 November 2003 and having served as Independent Director for a cumulative term of nine (9) years, he was re-designated as a Non-Independent Non-Executive Director on 1 November 2012. Tan Sri Dato' Seri Dr. Ting Chew Peh, who has served as a Non-Executive Director of the Company for a tenure of more than nineteen (19) years, has elected to retire and shall cease to be a Director of the Company at the conclusion of the 97th AGM.*
- (b) *Mr. Ooi Teng Chew, who has served as an Independent Director of the Company for a tenure of more than thirteen (13) years, has elected to retire and shall cease to be a Director of the Company at the conclusion of the 97th AGM.*

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2. Ordinary Resolution 3 - Directors' Fees and Benefits

The estimated Directors' fees and benefits payable under the Group for financial year ending 31 July 2023 were based on the current Board size and number of scheduled Board and Committee meetings to be held. As disclosed in the Corporate Governance Overview Statement, the total Directors' fees and benefits paid to the Non-Executive Directors for financial year ended 31 July 2022 amounted to RM169,000, i.e. the same sum as approved by shareholders at the last AGM held on 20 January 2022.

3. Ordinary Resolution 5 - Retention of Independent Non-Executive Director

Dato' Ahmad 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 2021, upon assessment and recommendation of the Nominating Committee, the rest of the Board members were of the unanimous opinion that Dato' Ahmad 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.*

4. Ordinary Resolution 6 - 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 20 January 2022 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 6. 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.