

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninety-Eighth Annual General Meeting (“98th AGM”) of the Company will be conducted virtually on Thursday, 18 January 2024 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 2023 and the Directors’ and Auditors’ Reports thereon. *(Please refer to Note A)*

2. (i) To re-elect the following Directors, who retire pursuant to Clause 97 of the Constitution of the Company and being eligible, offer themselves for re-election:
 - (a) Tan Poh Meng *Ordinary Resolution 1*
 - (b) Mahathir Bin Mahzan *Ordinary Resolution 2*

- (ii) To re-elect Puan Sri Datin Tan Swee Bee who retires by rotation pursuant to Clause 90 of the Constitution of the Company and being eligible, offer herself for re-election. *Ordinary Resolution 3*

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 2024. *Ordinary Resolution 4*

4. To re-appoint Baker Tilly Monteiro Heng PLT, as External Auditors of the Company for the financial year ending 31 July 2024 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 resolution:-

5. **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.”

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- 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 2023

Notes:-

- 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.*
- 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.
- 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., Tuesday, 16 January 2024. Members may also submit questions in typed texts through the online meeting platform during the live-streamed AGM.*
- 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.*
- 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.*
- 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).*
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 10 January 2024 (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.*

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Explanatory Notes

1. Ordinary Resolutions 1 and 2 - Proposed Re-election of Directors in accordance with Clause 97 of the Company's Constitution

Pursuant to Clause 97 of the Company's Constitution, Mr Tan Poh Meng ("Mr Tan") and Mr Mahathir Bin Mahzan ("Mr Mahathir") who were newly appointed as Directors of the Company on 16 January 2023, shall hold office until the conclusion of 98th AGM and shall be eligible for re-election.

Mr Tan and Mr Mahathir had offered themselves for re-election at the 98th AGM. The Board through the Nominating Committee, had assessed the performance of the Directors, including Mr Tan and Mr Mahathir and was satisfied with their performance and effectiveness. The Board had recommended the re-election of Mr Tan and Mr Mahathir as Directors, subject to shareholders' approval at the 98th AGM. Mr Tan and Mr Mahathir had abstained from deliberation and decision on the respective Nominating Committee and Board resolutions pertaining to their eligibility and suitability to stand for re-election. The profile of Mr Tan and Mr Mahathir are set out in the Profile of Directors of the Annual Report 2023.

2. Ordinary Resolution 3 - Proposed Re-election of Director in accordance with Clause 90 of the Company's Constitution

Pursuant to Clause 90 of the Company's Constitution, Puan Sri Datin Tan Swee Bee ("Puan Sri Tan") is due for retirement by rotation at the AGM.

Puan Sri Tan had offered herself for re-election at the 98th AGM. The Board through the Nominating Committee, conducted an annual performance evaluation of the Directors including Puan Sri Tan and was satisfied with her performance and effectiveness. The Board had recommended the re-election of Puan Sri Tan as Director, subject to shareholders' approval at the 98th AGM. Puan Sri Tan had abstained from deliberation and decision on the Board resolution pertaining to her own eligibility and suitability to stand for re-election. The profile of Puan Sri Tan is set out in the Profile of Directors of the Annual Report 2023.

3. Ordinary Resolution 4 - Directors' Fees and Benefits

The estimated Directors' fees and benefits payable to the Non-Executive Directors for financial year ending 31 July 2024 is 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 2023 amounted to RM167,000, as compared to the sum of RM169,000 approved by shareholders at the last AGM held on 11 January 2023.

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 ten per cent (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 at a 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 AGM held on 11 January 2023 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.