

# **JOHAN HOLDINGS BERHAD**

Registration No. 192001000038 (314-K)

("JHB" or the "Company")

Minutes of the One Hundredth Annual General Meeting of the Company duly convened and held at George Kent Technology Centre, 1115, Blok A, Jalan Puchong, Taman Meranti Jaya, 47120 Puchong, Selangor Darul Ehsan on Wednesday, 14 January 2026 at 11:00 a.m.

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- Present : **Board of Directors**  
Tan Sri Dato' Tan Kay Hock (*Chairman of the Meeting*)  
Puan Sri Datin Tan Swee Bee (Puan Sri Tan)  
Dato' Ahmad Khairummuzammil Bin Mohd Yusoff (Dato' Ahmad K)  
Mr Tan Poh Meng (PM Tan)  
Mr. Mahathir Bin Mahzan (Mahathir)
- Present : **Shareholders, Corporate Representative and Proxies**  
As per attendance list
- In Attendance : **Company Secretary**  
Mr Teh Yong Fah
- Assistant Company Secretary**  
Ms Gan Lee Mei
- By Invitation : **Senior Management**  
As per attendance list
- Baker Tilly Monteiro Heng PLT**  
As per attendance list
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## **1. CHAIRMAN**

On behalf of the Board of Directors ("the Board"), the Chairman extended a warm welcome to the shareholders and proxies present at the Meeting ("Members").

The Chairman then introduced the Board members present, namely Puan Sri Tan, Dato' Ahmad K, PM Tan and Mahathir, together with the Company Secretary and the General Manager-Operations.

## **2. QUORUM AND NOTICE OF MEETING**

With the requisite quorum present, the Chairman called the Meeting to order. The Chairman informed that the Notice convening the 100<sup>th</sup> AGM of the Company had been duly circulated to all shareholders and published in *The Star* newspaper on 28 November 2025. With no objections from the floor, the said Notice was taken as read.

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**3. VOTING AND MEETING PROCEDURES**

The Chairman informed the Meeting that, in accordance with the Bursa Malaysia Securities Berhad Listing Requirements, all resolutions set out in the Notice of Meeting are to be voted upon by way of poll.

The Chairman further informed that Propoll Solutions Sdn Bhd had been appointed as the Poll Administrator to conduct the electronic polling process, while Symphony Corporate Services Sdn Bhd had been appointed as the Independent Scrutineers to verify the poll results.

The Chairman then invited Mr. Eric Tan of Propoll Solutions Sdn Bhd to brief the Members on the electronic polling procedure.

**4. CHAIRMAN ADDRESS**

Before proceeding with the agenda, the Chairman presented an overview of the Group's performance for the financial year ended 31 July 2025 ("FY2025").

The Chairman noted that JHB Group delivered a markedly improved performance in FY2025, achieving a turnaround with a profit after tax of RM1.3 million, compared to a loss of RM24.3 million in the preceding financial year. This improvement was primarily driven by the reversal of impairment at its subsidiary, Dynacare Sdn Bhd, following an updated valuation exercise.

By operating segment, Orient Star Resort Lumut reported higher revenue, supported by improved average room rates, while Diners Club Malaysia made a positive contribution through enhanced debt collection performance. In the Healthcare segment, despite continued challenging industry conditions arising from intense global competition and pricing pressures, Dynacare achieved modest improvements in average selling prices and remains focused on expanding its presence in higher-value markets. The General Trading segment delivered strong revenue growth, driven by customer re-stocking activities and the acquisition of new customers.

The Board does not recommend any dividend for the financial year, as it continues to prioritise strengthening the Group's financial position and supporting future growth.

Looking ahead, notwithstanding ongoing challenges, particularly in the gloves and trading sectors, the Board remains cautiously optimistic. The Group will continue to improve operational efficiency, strengthen its market positioning and invest prudently to support sustainable long-term growth.

**5. PROXIES**

The Chairman informed the Meeting that a total of five (5) proxy forms had been received from shareholders holding an aggregate of 358,268,444 ordinary shares, representing 30.67% of the total issued shares of the company. These shareholders had appointed the Chairman as their proxy to vote in favour of all five (5) ordinary resolutions to be considered at the Meeting.

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**6. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2025 AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Chairman tabled the Audited Financial Statements for the FY 2025 together with the Directors' and Auditors' Reports thereon ("AFS 2025"), as set out on pages 66 to 158 of the Annual Report 2025. He informed the Meeting that the AFS 2025 were tabled for discussion only and were not subject to shareholders' approval.

As there were no questions raised from the floor, the Audited Financial Statements, together with the Reports of the Directors and the Auditors, were duly tabled and received.

**7. RE-ELECTION OF DIRECTORS**

Under Agenda 2, Puan Sri Tan and PM Tan retired by rotation in accordance with Clause 90 of the Constitution of the Company and, being eligible, had offered themselves for re-election.

- (i) The Chairman tabled the following as Ordinary Resolution 1 to be voted on by poll:

“THAT Puan Sri Datin Tan Swee Bee, who retires by rotation pursuant to Clause 90 of the Constitution of the Company and, being eligible, be and is hereby re-elected as Director of the Company.”

The results of the poll were as follows:

Ordinary Resolution 1	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
	709,510,284	99.998154	13,100	0.001846

Based on the poll results, the Chairman declared that Ordinary Resolution 1 was duly carried.

- (ii) The Chairman tabled the following as Ordinary Resolution 2 to be voted on by poll:

“THAT Mr Tan Poh Meng, who retires by rotation pursuant to Clause 90 of the Constitution of the Company and, being eligible, be and is hereby re-elected as Director of the Company.”

The results of the poll were as follows:

Ordinary Resolution 2	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
	709,510,284	99.998154	13,100	0.001846

Based on the poll results, the Chairman declared that Ordinary Resolution 2 was duly carried.

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Agenda 3 was to approve the payment of Directors' fees and benefits of up to RM169,000 to the three (3) Non-Executive Directors for the financial year ending 31 July 2026.

As there were no questions raised, the Chairman tabled the following as Ordinary Resolution 3 to be voted on by poll:

“THAT the payment of Directors' fees and benefits of up to RM169,000 to Non-Executive Directors for the financial year ending 31 July 2026 be and is hereby approved.”

The results of the poll were as follows:

	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 3	709,510,284	99.998154	13,100	0.001846

Based on the poll results, the Chairman declared that Ordinary Resolution 3 was duly carried.

**9. RE-APPOINTMENT OF AUDITORS**

Agenda 4 was to re-appoint Baker Tilly Monteiro Heng PLT as the Company's Auditors for the financial year ending 31 July 2026 and to authorise the Directors to fix their remuneration. The Chairman informed the Meeting that Baker Tilly Monteiro Heng PLT retired at this Meeting and had expressed their willingness to continue in office.

As there were no questions raised, the Chairman tabled the following as Ordinary Resolution 4 to be voted on by poll:

“THAT Baker Tilly Monteiro Heng PLT be re-appointed as the Company's External Auditors and that the Directors be authorised to fix their remuneration.”

The results of the poll were as follows:

	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 4	709,510,284	99.998154	13,100	0.001846

Based on the poll results, the Chairman declared that Ordinary Resolution 4 was duly carried.

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**10. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

Agenda 5 was in respect of the authority for the Directors to allot and issue up to 10% of the total issued shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

It was noted that the Company had not issued any new shares under the existing mandate, which would lapse at the conclusion of this Annual General Meeting. A renewal of the general authority was sought to provide flexibility to undertake future fund-raising activities, including but not limited to share placements for funding investments, working capital, and/or acquisitions.

As no objections or questions were raised, the Chairman tabled Ordinary Resolution 5 to be voted on by poll, the full text of which appeared in the Notice of the Annual General Meeting.

The results of the poll were as follows:

	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 5	709,517,284	99.999563	3,100	0.000437

Based on the poll results, the Chairman declared that Ordinary Resolution 5 was duly carried.

**11. OTHER ORDINARY BUSINESS**

The Company Secretary confirmed that no notice had been received to transact any other business.

**12. QUESTIONS FROM MEMBERS**

Mr Wong Wai Tsung suggested that a token of appreciation be given to Members who attended the AGM, particularly in view of the Company's 100<sup>th</sup> AGM. The Chairman remarked that the 100th AGM is a significant milestone, as not many companies have achieved this, and expressed his appreciation to the Members for attending the meeting. The Board will consider providing a token of appreciation as a gesture of thanks to Members attending the 100th AGM, while emphasising that attendance should not be motivated by any door gift.

Mr Rien Hashim suggested that future AGMs be held at a venue more convenient for shareholders, particularly one with better public transport access, and that clearer signage be provided, as he experienced difficulty locating the venue. The Chairman responded that the meeting time was scheduled at 11.00 a.m. to allow shareholders sufficient time to arrive, and to enable shareholders and proxies to register for purpose of voting, commencing from 10.00 am onwards, as stated in the Administrative Guide.

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**13. CONCLUSION OF MEETING**

There being no other business to transact, the Chairman thanked the Members for their participation at the 100<sup>th</sup>AGM and declared the meeting closed at 11.31 a.m.

Confirmed as the correct record  
of proceedings thereat,

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CHAIRMAN

Dated : 14 January 2026