



**JOE HOLDING BERHAD**  
(FORMERLY KNOWN AS GPA HOLDINGS BERHAD)  
[Registration No. 199901018997 (493897-V)]  
(Incorporated in Malaysia)

**NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second Annual General Meeting (“22<sup>nd</sup> AGM”) of the Company will be conducted on a fully virtual and entirely via remote participation and electronic voting via online meeting platform at <https://rebrand.ly/JOE-AGM> provided by Mlabs Research Sdn Bhd in Malaysia on Wednesday, 8 September 2021 at 11.00 a.m. or at any adjournment thereof for the following purposes:

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note to Ordinary Business**
- To re-elect Mohtar bin Abdullah who retires pursuant to Clause 98 of the Company’s Constitution and who being eligible, has offered himself for re-election. **Ordinary Resolution 1**
- To re-elect the following Directors who retire pursuant to Clause 105 of the Company’s Constitution and who being eligible, have offered themselves for re-election: -  
(a) Chu Chee Peng **Ordinary Resolution 2**  
(b) Yee Yit Yang **Ordinary Resolution 3**
- To approve the payment of additional Directors’ fees totaling RM89,000.00 in respect of the financial year ended 31 March 2021. **Ordinary Resolution 4**
- To approve the payment of Directors’ fees amounting to RM364,000 to the Directors of the Company from 22<sup>nd</sup> AGM up to the conclusion of the Twenty-Third (“23<sup>rd</sup>”) Annual General Meeting (“AGM”). **Ordinary Resolution 5**
- To approve the payment of Directors’ Benefits to the Directors of the Company up to an amount of RM25,000 from 22<sup>nd</sup> AGM up to the conclusion of the 23<sup>rd</sup> AGM. **Ordinary Resolution 6**
- To re-appoint Messrs RSM Malaysia as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at such remuneration to be determined by the Directors of the Company. **Ordinary Resolution 7**

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions:-

- 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 such 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 hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of 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.”
- To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

TAN TONG LANG (MAICSA 7045482 & SSM PC No. 201908002253)  
Company Secretary

Selangor  
Dated : 9 August 2021

Notes:-

- Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company. Where a member appoints more than one proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment(s) shall be invalid.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- The Proxy Form shall be deposited with the Company’s Share Registrar, Boardroom.com Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor or email to [admin.registrar@boardroom.com.my](mailto:admin.registrar@boardroom.com.my) or fax to 603 – 7890 1032 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it shall be entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors (“ROD”) as at 30 August 2021 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Notes to Ordinary Business:

Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 March 2021

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

Explanatory Notes to Special Business:

- Ordinary Resolution 4 – To approve the payment of additional Directors’ fees in respect of the financial year ended 31 March 2021

The Shareholders had on the Twenty-First (“21<sup>st</sup>”) AGM held on 29 September 2020 approved the Directors’ fees of up to RM48,000 for the period from 1 October 2020 until the 22<sup>nd</sup> AGM of the Company.

However, the proposed amount was insufficient due to the change in Board members during the financial year. This resolution is to facilitate the shortfall payment of Directors’ fees of RM89,000 for the period from 1 October 2020 until the 22<sup>nd</sup> AGM of the Company.

- 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 8 if passed, is a renewal of general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 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 best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

As at the date of this Notice, the Company has allotted 254,926,000 new ordinary shares via Private Placement under the general mandate granted to the Directors at the 21<sup>st</sup> AGM held on 29 September 2020. The total proceeds of RM26.6million was raised from the Private Placement. Please refer to the additional compliance information as disclosed in the Annual Report 2021 for the details of the utilization of proceeds.



**JOE HOLDING BERHAD**  
**(FORMERLY KNOWN AS GPA HOLDINGS BERHAD)**  
[Registration No. 199901018997 (493897-V)]  
(Incorporated in Malaysia)

**ANNUAL GENERAL MEETING**

**ADMINISTRATIVE GUIDE**

<b><u>Date</u></b>	<b><u>Time</u></b>	<b><u>Online Meeting Platform</u></b>
<b>8 September 2021</b>	<b>11.00 a.m.</b>	Fully virtual basis and entirely by way of online meeting platform of Mlabs VGM as operated by Mlabs Research Sdn Bhd in Malaysia via <a href="https://rebrand.ly/JOE-AGM">https://rebrand.ly/JOE-AGM</a>

**MODE OF MEETING**

As a result of the implementation of the National Recovery Plan (“NRC”), the Securities Commission Malaysia had further revised the Guidance Note and FAQs on the conduct of General Meetings for Listed Issuers to state that, any general meeting conduct during the NRC Phase 1, is only allowed to conduct a fully virtual meeting where all meeting participants including the Chairman of the meeting, board members, senior management and shareholders are required to participate in the meeting online.

All shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the AGM will have to register to attend remotely by using the Remote Participation and Voting Facilities (“RPV”), the details of which is set out below.

**RPV Facilities**

1. The AGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the AGM you will be required to do so by registering yourself using the RPV Facilities in accordance with the instructions set out under Section 4 below.

With the RPV Platform, you may exercise your rights as a Shareholder to participate (including to pose questions to the Board of Directors (“Board”) and vote at the AGM.

2. If a shareholder is unable to attend the AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. For proxies or corporate representatives / authorised nominees / exempt authorised nominees who wishes to use the RPV Facilities at the AGM, please ensure the duly executed proxy forms or the original certificate of appointment of its corporate representative are submitted to Boardroom.com Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not later than 6 September 2021 at 11.00 a.m.
4. The procedures for the RPV in respect of the live streaming and remote voting at the AGM is as follows:

Procedures	Action
<b>Before AGM</b>	
1. Register as participant in Virtual AGM  	<ul style="list-style-type: none"> <li>Using your computer, access the registration website at <a href="https://rebrand.ly/JOE-AGM">https://rebrand.ly/JOE-AGM</a>.</li> <li>Click on the <b>Register</b> link to register for the AGM session.</li> <li>If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click <b>Register</b> and enter your email followed by <b>Next</b> to fill in your details to register for the EGM session.</li> <li>Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li> <li>The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.</li> </ul>
2. Submit your online registration	<ul style="list-style-type: none"> <li>Shareholders who wish to participate and vote remotely at the AGM via RPV Facilities are required to register prior to the meeting. The registration will be open from <b>5.00 p.m. on 1 September 2021</b> and the registration will close at <b>11.00 a.m. on 7 September 2021</b>.</li> <li>Clicking on the link mentioned in item 1 will redirect you to the AGM event page. Click on the <b>Register</b> link for the online registration form.</li> <li>Complete your particulars in the registration page. Your name <b>MUST</b> match your CDS account name (not applicable for proxy).</li> <li>Insert your CDS account number(s) and indicate the number of shares you hold.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li> <li>Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in your registration being rejected.</li> <li>System will send an email to notify that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>30 August 2021</b>, the system will send you an email to notify you if your registration is approved or rejected after 1 September 2021.</li> <li>If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal.</li> </ul>
<b>On the day of AGM</b>	
3. Attending Virtual AGM	<ul style="list-style-type: none"> <li>Two reminder emails will be sent to your inbox. First is one day before the AGM day, while the 2<sup>nd</sup> will be sent 1 hour before the AGM session.</li> <li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li> </ul>
4. Participate with live video	<ul style="list-style-type: none"> <li>You will be given a short brief about the system.</li> <li>Your microphone is muted throughout the whole session.</li> <li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email.</li> <li>The session will be recorded.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>

<b>On the day of AGM (cont'd)</b>		
5.	Online Remote Voting	<ul style="list-style-type: none"> <li>• The Chairman will announce the commencement of the Voting session and the duration allowed at the respective AGM.</li> <li>• The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame.</li> <li>• Click on the <b>Submit</b> button when you have completed.</li> <li>• Votes cannot be changed once it is submitted.</li> </ul>
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the AGM, the live session will end.

### **Revocation of Proxy**

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally attend and participate in the AGM via RPV Facilities, the Shareholder must contact Boardroom.com Sdn Bhd to revoke the appointment of his/her proxy no later than 11.00 a.m. on 6 September 2021.

### **Poll Voting**

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom.com Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and BTS Solution Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the AGM and on Bursa Malaysia website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

### **No Recording or Photography**

Strictly NO recording or photography of the proceedings of the AGM is allowed.

### **No Breakfast/Lunch Packs, Door Gifts or Food Vouchers**

There will be no distribution of breakfast / lunch packs, door gifts or food vouchers.

### **Enquiry**

If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

**For Registration, logging in and system related:**  
MLABS Research Sdn. Bhd.

Name: Mr. Lee  
Telephone No: +60 16 328 7852  
Email: [vgm@mlabs.com](mailto:vgm@mlabs.com)

**For Proxy matters:**  
Boardroom.com Sdn. Bhd.

Name: Ms Jennie Wong / Mr. Rikki Tan  
Telephone No: +603 7890 0638  
Email: [admin.registrar@boardroom.com.my](mailto:admin.registrar@boardroom.com.my)