

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Ninety-Seventh Annual General Meeting ("97<sup>th</sup> 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, 11<sup>th</sup> 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](http://www.johanmanagement.com.my) for the following purposes:-

**ORDINARY BUSINESS**

- 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)*
- (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:-
  - Tan Sri Dato' Tan Kay Hock **Ordinary Resolution 1**
  - Dato' Ahmad Khairummuzammil Bin Mohd Yusoff **Ordinary Resolution 2**
- (ii) Retirement of Directors
  - 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 97<sup>th</sup> AGM. **No Ordinary Resolution is required for this matter**
  - 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 97<sup>th</sup> AGM. **No Ordinary Resolution is required for this matter**
- 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**
- 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:-

- 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."
- 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."
- 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:-**

- 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](http://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](http://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.
- 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 notorially 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 [johansms1@outlook.com](mailto:johansms1@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 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**

- (i) Ordinary Resolutions 1 and 2 - Proposed Re-election of Directors in accordance with Clause 90 of the Company's Constitution**
  - 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 97<sup>th</sup> 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 97<sup>th</sup> 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.
  - 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 97<sup>th</sup> 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 97<sup>th</sup> 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**
  - 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 97<sup>th</sup> AGM.
  - 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 97<sup>th</sup> AGM.
- 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.
- 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:-

  - He fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements;
  - 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;
  - 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;
  - 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.
  - 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.
- 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.

**Registered Office:-**

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Damansara Heights  
50490 Kuala Lumpur

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**ADMINISTRATIVE GUIDE  
FOR THE 97<sup>TH</sup> ANNUAL GENERAL MEETING**

The 97<sup>th</sup> Annual General Meeting (“AGM”) will be conducted virtually on Wednesday, 11 January 2023 at 11.00 a.m., through livestreaming from the Broadcast Venue at Boardroom of Johan Holdings Berhad, 11<sup>th</sup> 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](http://www.johanmanagement.com.my).

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](http://www.johanmanagement.com.my).

**RPV Facilities**

1. The RPV Facilities, using the Zoom Cloud Meetings App, will enable you to exercise your rights as a Shareholder of the Company to participate in (including to pose questions to the Board) and vote at the AGM.
2. Shareholders/Proxies/Corporate Representative are strongly advised to participate and vote remotely at the AGM using the RPV Facilities which can be accessed via Johan Management Services Sdn Bhd’s (“JMS”) website at [www.johanmanagement.com.my](http://www.johanmanagement.com.my) (“JMS Portal”).
3. Proxies and Corporate Representatives who wish to use the RPV Facilities must ensure that the duly executed Forms of Proxy (for Proxies) or Certificates of Appointment (for Corporate Representatives) are submitted to the Company **not later than Monday, 9 January 2023 at 11.00 a.m.**
4. Shareholders/Proxies/Corporate Representatives are to read and follow these procedures to use the RPV Facilities:-

<b>PROCEDURES BEFORE THE AGM</b>	<b>ACTIONS</b>
(i) Register as a User	<ul style="list-style-type: none"><li>• Access the JMS Portal at <a href="http://www.johanmanagement.com.my">www.johanmanagement.com.my</a>.</li><li>• Click &lt;&lt;Login/Register&gt;&gt; followed by &lt;&lt;Register New User&gt;&gt; to register as a new user.</li><li>• Complete the registration by filling up the information required and uploading a clear copy of your MyKAD (both sides) or the identity information page of your Passport.</li><li>• Read and agree to the terms and conditions, and thereafter submit your registration.</li><li>• Please enter a valid email address in order for you to receive the verification email from the JMS Portal.</li><li>• Your registration will be verified and approved by the JMS Portal. Once approved, an email notification will be sent to you.</li><li>• If you are already a user of the JMS Portal, you are not required to register again.</li></ul>

**JOHAN HOLDINGS BERHAD**

Registration No. 192001000038 (314-K)

- ADMINISTRATIVE GUIDE FOR THE 97<sup>TH</sup> ANNUAL GENERAL MEETING

<b>PROCEDURES FOR AGM DAY (11/01/2023)</b>	<b>ACTIONS</b>
(ii) Log in to JMS Portal at <a href="http://www.johanmanagement.com.my">www.johanmanagement.com.my</a>	<ul style="list-style-type: none"> <li>Log in with your user ID and password at any time from 10.30 a.m., i.e. 30 minutes before the commencement of the AGM.</li> <li>If you have forgotten your password, you can reset it by clicking on &lt;&lt;Forgot Password&gt;&gt;.</li> </ul>
(iii) Participate through Livestreaming	<ul style="list-style-type: none"> <li>Select &lt;&lt;<b>Virtual Meeting</b>&gt;&gt; under Main Menu.</li> <li>Click &lt;&lt;<b>Join Meeting</b>&gt;&gt; to join the AGM livestream.</li> <li>If you have any questions during the AGM, please submit them using the Q&amp;A platform. The Chairman of the AGM, Board members and the Management will respond to all relevant questions. If time is insufficient, their responses will be provided after the AGM at the earliest possible time.</li> <li>If you are using your smartphone to participate, please download the Zoom Cloud Meetings app from Google Play Store or Apple App Store before the AGM.</li> <li>Please take note that the quality of the livestream is dependent on the bandwidth and stability of your Internet connection.</li> </ul>
(iv) Online Remote Voting	<ul style="list-style-type: none"> <li>Please select the &lt;&lt;<b>Voting</b>&gt;&gt; option next to &lt;&lt;<b>Join Meeting</b>&gt;&gt; to indicate your votes for the resolutions that are tabled for voting.</li> <li>The voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.</li> <li>Please cast and submit your votes on the resolutions as they appear on screen. Once submitted, votes are final and cannot be changed.</li> <li>You can download the acknowledgement of your voting after you have submitted the votes.</li> </ul>
(v) End of the RPV Facilities	<ul style="list-style-type: none"> <li>The RPV Facilities will end and the Q&amp;A platform will be disabled once the Chairman announces the closure of the AGM.</li> </ul>

**Notes:**

- (a) *Should your registration to join the AGM be approved, we will make available to you the rights to join the livestreamed AGM and to vote remotely using the RPV Facilities. Your login to the JMS Portal on the day of the AGM will indicate your presence at the meeting.*
- (b) *If you encounter any issue with your registration, please call +6010-5265490 or e-mail [propollsolution@gmail.com](mailto:propollsolution@gmail.com) for assistance.*

**Record of Depositors (“ROD”)**

5. Only a depositor whose name appears on the ROD as at 4 January 2023 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his/her behalf.

**Proxy / Corporate Representative**

6. Shareholders can appoint the Chairman of the Meeting as Proxy to attend and vote on their behalf at the AGM. Shareholders may submit their Forms of Proxy with predetermined voting instructions for the Chairman to vote on their behalf.
7. The duly executed Forms of Proxy or the Certificate of Appointment of Corporate Representative shall be deposited at the Registered Office of the Company or e-mailed to the Company at [johanms1@outlook.com](mailto:johanms1@outlook.com) not later than **Monday, 9 January 2023 at 11.00 a.m.**

## **JOHAN HOLDINGS BERHAD**

Registration No. 192001000038 (314-K)

- ADMINISTRATIVE GUIDE FOR THE 97<sup>TH</sup> ANNUAL GENERAL MEETING

8. Shareholders who wish to deposit the Forms of Proxy or Certificates of Appointment of Corporate Representative by hand, can deposit the Forms /Certificates in a designated collection box placed at the lobby of the Registered Office of the Company, at any time during or after office hours. not later than **Monday, 9 January 2023 at 11.00 a.m.**

### **Poll Voting**

9. 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 Propoll Solutions Sdn Bhd as Poll Administrator to conduct the poll by way of online remote voting using the RPV Facilities, and Symphony Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
10. The online remote voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. Please refer to Item (iv) in the "Procedures for AGM Day" table for the online remote voting procedures using the RPV Facilities.
11. Upon completion of the voting session, the poll results will be verified by the Scrutineers before declaration by the Chairman.

### **Revocation of Proxy**

12. If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in the AGM by yourself, please write in to Johan Management Services Sdn Bhd to revoke the earlier appointed proxy not later **Monday, 9 January 2023 at 11.00 a.m.**

### **Recording**

13. Audio and video recordings of the proceedings of the AGM are strictly prohibited.

### **Door Gifts/Food Vouchers**

14. **NO** door gifts or food vouchers will be distributed to Shareholders/Proxies/Corporate Representatives for participating in the AGM.

### **Mode of Communication**

15. (a) Shareholders may submit questions to the Board of Directors prior to the AGM via the Q&A platform on the JMS Portal not later than **Monday, 9 January 2023 at 11.00 a.m.** Please log in with your user ID and password at JMS Portal and click "Q&A" under "My Virtual Meeting".
- (b) Shareholders may use the Q&A platform in the RPV Facilities to submit questions in typed texts during the AGM.
- (c) If you encounter any issue with the RPV Facilities, please call +6010-526 5490 or e-mail [propollsolution@gmail.com](mailto:propollsolution@gmail.com) for assistance.