

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting ("17th AGM") of the Company will be held on a virtual basis at the broadcast venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Thursday, 23 February 2023 at 10:00 a.m. for the following purposes:-

1. To receive the Audited Financial Statements for the financial year ended 30 September 2022 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors' fees amounting to RM70,400.00 for the financial year ended 30 September 2022.
3. To approve the payment of Directors' benefits of up to RM300,000.00 from 24 February 2023 until the next Annual General Meeting of the Company.
4. To re-elect the following Directors who are due to retire pursuant to Clause 113 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - (a) Dr. Rozali Bin Mohamed Ali; and
 - (b) Mr. Chang Wei Ming.
5. To re-appoint Messrs. Ernst & Young P/L as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 1)
(Resolution 1)
(Resolution 2)
(Resolution 3)
(Resolution 4)
(Resolution 5)

As Special Business

To consider and if thought fit, to pass with or without any modification the following resolutions as Ordinary Resolutions:-

6. ORDINARY RESOLUTION 1 -

APPROVAL TO CONTINUE IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE CHAIRMAN

"THAT subject to the passing of Resolution 3, Dr. Rozali Bin Mohamed Ali, who has served as an Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Chairman of the Company in accordance with the Malaysian Code on Corporate Governance."

(Resolution 6)

7. ORDINARY RESOLUTION 2 -

APPROVAL TO CONTINUE IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT subject to the passing of Resolution 4, Mr. Chang Wei Ming, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

(Resolution 7)

8. ORDINARY RESOLUTION 3 -

APPROVAL TO CONTINUE IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT Mr. Chan Boon Hui, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as the Senior Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

(Resolution 8)

9. ORDINARY RESOLUTION 4 -

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby authorised and empowered pursuant to the Act, to issue and allot shares in the Company, at any time, at such price, to such persons 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; THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 68 of the Constitution of the Company, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate. AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 9)

10. ORDINARY RESOLUTION 5 -

WAIVER OF PRE-EMPTIVE RIGHTS FOR THE ALLOTMENT OF NEW ORDINARY SHARES ("SHARES") UNDER EXECUTIVES' SHARES OPTIONS SCHEME ("ESOS")

"THAT further to the approval obtained from the shareholders via the Extraordinary General Meeting held on 27 February 2018 for the establishment of the ESOS and pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 68 of the Company's Constitution, the shareholders do hereby waive their pre-emptive rights over all options and/or grants offered or to be offered pursuant to the ESOS and/or any new Shares to be issued pursuant to the exercise of such options by and/or the vesting of such grants in the eligible executives including the non-executive Directors and executives of companies within the JCY Group of ranks to be determined by the ESOS Committee, when issued, shall rank pari passu with the existing Shares."

(Resolution 10)

11. ORDINARY RESOLUTION 6 -

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

"THAT, subject always to the Companies Act 2016 ("the Act"), the provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-

(Resolution 11)

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder of the shares; and/or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting; whichever occurs first.

AND THAT the Directors of the Company be authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company.'

12. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648)(MAICSA 0777689)

YEOU SZE MIN (SSM PC NO. 201908003120)(MAICSA 7065735)

Company Secretaries

Kuala Lumpur

Dated: 20 January 2023

Explanatory Notes:-

1. Item 1 of the Agenda – Audited Financial Statements

This Agenda Item is meant for discussion only, as Section 340(1)(a) of the Companies Act 2016 does not require approval of the shareholders for the Audited Financial Statements. Hence, this Agenda Item will not be put forward for voting.

2. Item 4 of the Agenda – Re-election of Directors

Clause 113 of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each Annual General Meeting. All Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

In determining the eligibility of the Directors to stand for re-election at the forthcoming 17th AGM, the Nomination Committee ("NC") has considered the following:-

- (i) Directors' self-assessment and peer-to-peer performance evaluation;
- (ii) Evaluation on the effectiveness of the Board as a whole and the Committees of the Board; and
- (iii) For Independent Non-Executive Directors ("INEDs") only, the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.

The Board approved the NC's recommendation for the retiring Directors pursuant to Clause 113 of the Constitution of the Company. All the retiring Directors have consented to their re-election and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant NC and Board meetings, where applicable.

3. Item 5 of the Agenda – Re-appointment of Auditors

The Audit Committee had assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs. Ernst & Young P/L as External Auditors of the Company for the financial year ended 30 September 2022. The Board has in turn reviewed the recommendation of the Audit Committee and recommended the same to be tabled to the shareholders for approval at the forthcoming 17th AGM of the Company.

4. Items 6 to 8 of the Agenda – Approval to continue in office as Independent Non-Executive Director

(i) **Dr. Rozali Bin Mohamed Ali**

The Board had assessed the independence of Dr. Rozali Bin Mohamed Ali and is satisfied that he will continue to bring independent views to the Board and safeguard the minority interest of the Company. The Board believes his leadership quality, and his knowledge and experiences in the industry will continue to contribute positively to the Board and Board Committees in an objective manner. The Board recommends that Dr. Rozali Bin Mohamed Ali be retained as an Independent Non-Executive Chairman of the Company subject to the approval from the shareholders of the Company through a two-tier voting process as described in the Guidance to Practice 5.3 of the Malaysian Code on Corporate Governance.

(ii) **Mr. Chang Wei Ming**

The Board had assessed the independence of Mr. Chang Wei Ming and is satisfied that he will continue to bring independent views to the Board and safeguard the minority interest of the Company. The Board believes his leadership quality, and his knowledge and experiences in the industry will continue to contribute positively to the Board and Board Committees in an objective manner. The Board recommends that Mr. Chang Wei Ming be retained as an Independent Non-Executive Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process as described in the Guidance to Practice 5.3 of the Malaysian Code on Corporate Governance.

(iii) **Mr. Chan Boon Hui**

The Board had assessed the independence of Mr. Chan Boon Hui and is satisfied that he will continue to bring independent views to the Board and safeguard the minority interest of the Company. The Board believes his leadership quality, and his knowledge and experiences in the industry will continue to contribute positively to the Board and Board Committees in an objective manner. The Board recommends that Mr. Chan Boon Hui be retained as the Senior Independent Non-Executive Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process as described in the Guidance to Practice 5.3 of the Malaysian Code on Corporate Governance.

5. Item 9 of the Agenda – Authority to issue and allot shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights

The Company wishes to renew the mandate to the authority to issue and allot shares pursuant to the Companies Act 2016 at the Seventeenth Annual General Meeting of the Company.

The Company had been granted a general mandate by its shareholders at the Sixteenth Annual General Meeting held on 24 February 2022 (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised, and therefore no proceed been raised pursuant to the Previous Mandate.

The proposed resolution, if passed, will provide flexibility to the Directors of the Company to undertake any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding the Company's future investment projects, working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. Pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 68 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The following are excerpted from the Companies Act 2016 and the Company's Constitution:-

Section 85(1) of the Companies Act 2016	Clause 68 of the Company's Constitution
Pre-Emptive Rights to New Shares	Offer of new shares to existing Members
Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.	Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible securities proposed to be issued shall, before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by written notice specifying the number of shares or convertible Securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or convertible Securities offered, the Directors may dispose of those shares or convertible Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or convertible Securities which (by reason of the ratio which the new shares or convertible Securities bear to shares or Securities held by the persons entitled to an offer of new shares or convertible Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

6. Item 10 of the Agenda – Waiver of pre-emptive rights for the allotment of new ordinary shares ("Shares") under Executives' Shares Options Scheme

Following the shareholders' approval being obtained at the Extraordinary General Meeting held on 27 February 2018, the Company now seeks for the waiver of pre-emptive rights from the shareholders pursuant to Section 85(1) of the Companies Act 2016 and Clause 68 of the Company's Constitution.

In order for the Board to issue any new Shares or other convertible securities free of pre-emptive rights, such pre-emptive rights must be waived. The proposed resolution, if passed, will exclude the shareholders' pre-emptive rights over all new Shares, options or grant of new Shares or any other convertible securities in the Company and/or any new Shares to be issued.

7. Item 11 of the Agenda – Proposed renewal of authority for the Company to purchase its own shares

The proposed resolution, if passed, will allow the Company to purchase its own shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not be exceed the retained profits of the Company.

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 February 2023 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.

2. A member entitled to attend and vote at a general meeting of the Company shall be entitled to appoint more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies to attend and vote in relation to a general meeting, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.

As guided by the Securities Commission Malaysia's Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent revisions, the right to speak is not limited to verbal communication only but includes other modes of expression.

Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshsh.com.my during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/Management during the Meeting.

3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.

4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised. A proxy may not be a member of the Company.

5. The instrument appointing a proxy must be deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof. Alternatively, the Form of Proxy may be submitted electronically via Securities Services e-Portal at <https://sshsh.net.my/> before the proxy form submission cut-off time. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide for the 17th AGM for further details.

Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://sshsh.net.my/> by registration cut-off time and date. Please refer to the Administrative Guide for the 17th AGM for further details.