

**NOTICE OF FIFTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fifth Annual General Meeting ("5<sup>th</sup> AGM" or "AGM") of Jishan Berhad ("Jishan" or the "Company") will be held at the Conference Room of Jishan, Lot 20575, Mukim 7, Jalan Bukit Panchor, 14300 Nibong Tebal, Pulau Pinang (formerly known as Lot 20384) on Friday, 14 June 2024 at 2.30 p.m. for the transaction of the following business:

**ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fees of not exceeding RM 24,000.00 to each Executive Director for the period from 15 June 2024 to the 6<sup>th</sup> AGM of the Company: -
  - Ng Eng Siang
  - Khor Keow Kuang
  - Ang Chee Beng
  - Cheah Teik Hee
  - Toh Mei Yong.
- To approve the payment of Director's Fee of not exceeding RM 48,000.00 and Benefits of not exceeding RM4,000.00 to the Non-Executive Director for the period from 15 June 2024 to the 6<sup>th</sup> AGM of the Company.
- To re-elect the following Directors retiring pursuant to Article 18.3 of the Company's Constitution and who, being eligible, offer themselves for re-election: -
  - Ir Razali Bin Budin
  - Khor Keow Kuang.
- To re-appoint Messrs. BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**  
**Ordinary Resolution 5**

**Ordinary Resolution 6**

**Ordinary Resolution 7**  
**Ordinary Resolution 8**

**Ordinary Resolution 9**

**SPECIAL BUSINESS**

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

**6. AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ISSUE SHARES**

"THAT, subject always to the Companies Act, 2016 ("the Act"), the Company's Constitution, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/ varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, PROVIDED that the aggregate number of the shares to be issued pursuant to this Resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued.

THAT the existing shareholders' right of pre-emption under Article 13.2 of the Company's Constitution shall not apply to the allotment and issuance of new shares pursuant to this mandate.

**Ordinary Resolution 10**

**7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED MANDATE")**

"THAT subject to the provisions of the Company's Constitution, approval be hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.2 of the Circular to Shareholders dated 29 April 2024, provided that such transactions are necessary for the day-to-day operations; and undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
  - the expiration of the period within which the next AGM of the Company after that date is required by law to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed by law pursuant to Section 340(4) of the Act); or
  - revoked or varied by a resolution passed by the shareholders in a general meeting;
- whichever is the earlier;

AND THAT the Board be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Mandate."

**Ordinary Resolution 11**

- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

**BY ORDER OF THE BOARD**

**OOI YOONG YOONG (SSM PC NO. 202008002042/MAICSA 7020753)**

Secretary

Penang

29 April 2024

**Notes:-**
**Appointment of Proxy**

- A member of the Company entitled to attend and vote at a meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead at the same meeting.
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 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 seal; or
  - signed under the hand of an officer or attorney duly authorised.
 In the case of (b) be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy 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 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 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.
- To be valid the Proxy Form duly completed must be deposited at the office of the Share Registrar of the Company, Aldpro Corporate Services Sdn. Bhd. situated at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the 5<sup>th</sup> AGM or any adjournment thereof.
- Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Wednesday, 12 June 2024 at 2.30 p.m.**

**General Meeting Record of Depositors**

- Only a depositor whose name appears on the Record of Depositors of the Company as at 7 June 2024 shall be entitled to attend this AGM or appoint proxies to attend, participate, speak and/or vote to his/her behalf.

**Ordinary Business**

- Audited Financial Statements for financial year ended 31 December 2023**  
 The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Ordinary Resolutions 1, 2, 3, 4 and 5 – To approve the payment of Directors' Fees of not exceeding RM24,000.00 to each Executive Director for the period from 15 June 2024 to the 6<sup>th</sup> AGM of the Company**  
 The proposed Ordinary Resolutions 1, 2, 3, 4 and 5 are to facilitate the payment of Directors' Fees of not exceeding RM24,000.00 to each Executive Director for the period from 15 June 2024 to the 6<sup>th</sup> AGM of the Company. In the event, the Directors' fees proposed are insufficient, the Board will seek the approval from the

shareholders at the next AGM for additional fees to meet the shortfall.

- Ordinary Resolution 6 – To approve the payment of Director's Fee of not exceeding RM48,000.00 and Benefits of not exceeding RM4,000.00 to the Non-Executive Director for the period from 15 June 2024 to the 6<sup>th</sup> AGM of the Company**  
 The proposed Ordinary Resolution 6, if passed, will enable the Company to pay the Director's fee of not exceeding RM48,000.00 and Benefits of not exceeding RM4,000.00 to the Non-Executive Director of the Company for the period from 15 June 2024 to the 6<sup>th</sup> AGM of the Company.

- Ordinary Resolutions 7 and 8 – Re-election of Directors**  
 Article 18.3 of the Company's Constitution provides that 1/3 of the Directors of the Company shall retire by rotation at an AGM; and if the first annual general meeting had not yet been held when the Constitution was adopted, all the Directors will retire at that first meeting. A retiring Director shall retain office until the close of the meeting at which he retires.

- Ordinary Resolution 9 – Re-appointment of Auditors**  
 The Board has assessed the suitability and independence of the external auditors and recommended the re-appointment of Messrs. BDO PLT as external auditors of the Company to be tabled to the shareholders for approval at this AGM of the Company.

- Special Business**

- Ordinary Resolution 10 - Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares**  
 The proposed Ordinary Resolution 10, if passed, will give authority to the Board of Directors to issue and allot ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.  
 As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last annual general meeting which will lapse at the conclusion of the 5<sup>th</sup> Annual General Meeting.  
 This renewed general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

- Ordinary Resolution 11 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Mandate")**  
 The proposed resolution, if passed, will allow the Group to enter recurrent related party transactions of a revenue or trading nature.  
 This authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held (but will not extend to such extension as may be allowed by law) or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.  
 Please refer to the Circular to Shareholders dated 29 April 2024 for further information.



Registration No. 201901013612 (1322940-P)  
(Incorporated in Malaysia)

**Proxy Form**

Number of shares held	
CDS account number	

I/We \_\_\_\_\_ NRIC/Passport/Company No \_\_\_\_\_  
(Full name in block)

Tel: \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_  
(Full address and e-mail address)

being member(s) of JISHAN BERHAD, hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address, telephone no. and email address			

\*and/or failing him/ her

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address, telephone no. and email address			

or failing \*him/\*her, the Chairman of the meeting, as \*my/\*our proxy to vote for \*me/\*us on \*my/\*our behalf at the Fifth Annual General Meeting of the Company which will be held at the Conference Room of Jishan, Lot 20575, Mukim 7, Jalan Bukit Panchar, 14300 Nibong Tebal, Pulau Pinang (formerly known as Lot 20384) on Friday, 14 June 2024 at 2.30 p.m. and at any adjournment thereof, on the following resolutions referred to in the notice of Fifth Annual General Meeting. My/Our proxy is to vote as indicated below:

No.	Resolutions		For	Against
1.	To approve the payment of Director's Fee to Ng Eng Siong.	Ordinary Resolution 1		
2.	To approve the payment of Director's Fee to Khor Keow Kuang.	Ordinary Resolution 2		
3.	To approve the payment of Director's Fee to Ang Chee Beng.	Ordinary Resolution 3		
4.	To approve the payment of Director's Fee to Cheah Teik Hee.	Ordinary Resolution 4		
5.	To approve the payment of Director's Fee to Toh Mei Yong.	Ordinary Resolution 5		
6.	To approve the payment of Director's Fee and Benefits to the Non-Executive Director.	Ordinary Resolution 6		
7.	To re-elect Ir Razali Bin Budin as Director of the Company.	Ordinary Resolution 7		
8.	To re-elect Khor Keow Kuang as Director of the Company.	Ordinary		

		Resolution 8		
9.	To re-appoint Messrs. BDO PLT as Auditors of the Company and to authorize the Directors to fix their remuneration.	Ordinary Resolution 9		
10.	Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares	Ordinary Resolution 10		
11.	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature	Ordinary Resolution 11		

Please indicate with an "X" in the appropriate space provided above on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Dated this ..... day of ..... 2024

Signature of Member(s)/ Common Seal

**Notes:**

**Appointment of Proxy**

1. A member of the Company entitled to attend and vote at a meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead at the same meeting.
2. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. 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:-  
 (a) under the corporation's seal; or  
 (b) signed under the hand of an officer or attorney duly authorised.  
 In the case of (b) be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member 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 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.
7. To be valid the Proxy Form duly completed must be deposited at the office of the Share Registrar of the Company, Aldpro Corporate Services Sdn. Bhd. situated at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the 5<sup>th</sup> AGM or any adjournment thereof.
8. Please ensure **ALL** the particulars as required in the Proxy Form are completed, signed and dated accordingly.
9. Last date and time for lodging the proxy form is **Wednesday, 12 June 2024 at 2.30 p.m.**

### **General Meeting Record of Depositors**

10. Only a depositor whose name appears on the Record of Depositors of the Company as at **7 June 2024** shall be entitled to attend this AGM or appoint proxies to attend, participate, speak and/or vote on his/her behalf.

### **Personal Data Privacy**

By submitting the duly executed Proxy Form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.



Fold this flap for sealing

Then fold here

AFFIX  
STAMP

The Share Registrars  
**ALDPRO CORPORATE SERVICES SDN. BHD.**  
B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
Wilayah Persekutuan

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