

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Seventy-Third Annual General Meeting ("73<sup>rd</sup> AGM") of the Company will be conducted virtually on Tuesday, 24 September 2024 at 11:00 a.m. from the Broadcast Venue at the Boardroom of its Registered Office, 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 <https://www.johanmanagement.com.my> (Domain registration number D1A403973) for the following purposes:-

**ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 and the Directors' and Auditors' Reports thereon. **(Please refer to Note A)**
- 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**
  - Puan Sri Datin Tan Swee Bee **Ordinary Resolution 2**
- To approve the payment of Directors' fees and benefits of up to an amount of RM1,300,000 to Non-Executive Directors for the financial year ending 31 March 2025. **Ordinary Resolution 3**
- To re-appoint Grant Thornton Malaysia PLT as the Company's External Auditors and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

**SPECIAL BUSINESS**

As 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 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 (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM."
- Proposed Renewal of Share Buy-Back Authority to the Company to Purchase Its Own Shares of Up to Ten Per Cent (10%) of Its Total Number of Issued Shares** **Ordinary Resolution 6**

"THAT subject always to the Companies Act, 2016, provisions of the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other applicable laws, regulations and guidelines, the Company be and is hereby authorised to allocate the maximum amount of funds not exceeding the retained profits of the Company based on the latest audited and/or unaudited financial statements (where applicable) for the purpose of purchasing such number of ordinary shares in the Company ("GKM Shares") ("Proposed Share Buy-Back") on the stock market of Bursa Securities at any time as may be determined by the Directors of the Company provided that the aggregate number of GKM Shares which may be purchased and/or held by the Company shall not exceed ten per cent (10%) of the total number of issued shares of the Company;

THAT the Directors be and are hereby authorised to deal with the GKM Shares so purchased, at their discretion, in the following manner:

  - cancel the shares so purchased;
  - retain the shares so purchased as treasury shares; or
  - retain part of the shares so purchased as treasury shares and cancel the remainder of the shares;

THAT where such shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion, in the following manner:

  - distribute the shares as dividends to shareholders (such dividends to be known as "shares dividends");
  - resell the shares or any of the shares in accordance with the relevant rules of Bursa Securities;
  - transfer the shares or any of the shares for the purposes of or under an employees' share scheme;
  - transfer the shares or any of the shares as purchase consideration;
  - cancel the shares or any of the shares; or
  - sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibilities for companies, may by order prescribe;

THAT the Directors be and are hereby empowered to carry out the above and such authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

  - the conclusion of the next AGM of the Company following the general meeting at which this resolution was passed, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
  - the expiration of the period within which the next AGM after that date is required by law to be held; or
  - revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting of the Company, whichever occurs first,

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all acts and things as they may deem fit, expedient and necessary in the best interest of the Company to give full effect to the Proposed Share Buy-Back contemplated and/or authorised by this resolution."
- Authority to Allot and Issue Shares in General Pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 7**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant government/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 ten per cent (10%) of the total number of issued shares (excluding treasury 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 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**

(SSM PC No.: 201908003410) (MACS 00400)

**Gan Lee Mei**

(SSM PC No.: 201908003405) (MAICSA 7057081)

Company Secretaries

Kuala Lumpur

Dated: 31 July 2024

**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 that 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 <https://www.johanmanagement.com.my> (Domain registration number D1A403973).  
**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 <https://www.johanmanagement.com.my>, no later than 11.00 a.m. on Friday, 20 September 2024. 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(ies) 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 holder 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(ies) and the power of attorney (if any) under which it is signed or an office copy or notarially certified copy thereof shall be deposited at the registered office of the Company at 11<sup>th</sup> Floor, Wisma E&C, No. 2 Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur or e-mailed to the Company at [johanns@outlook.com](mailto:johanns@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 13 September 2024 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

**Explanatory Notes:-****1. 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") and Puan Sri Datin Tan Swee Bee ("Puan Sri Tan") are due for retirement by rotation at the AGM.

Tan Sri Tan and Puan Sri Tan had offered themselves for re-election at the 73<sup>rd</sup> AGM. The Board through the Nominating Committee, conducted an annual performance evaluation of the Directors including Tan Sri Tan and Puan Sri Tan and was satisfied with their performance and effectiveness. The Board had recommended the re-election of Tan Sri Tan and Puan Sri Tan as Directors, subject to shareholders' approval at the 73<sup>rd</sup> AGM. Tan Sri Tan and Puan Sri Tan had abstained from deliberation and decision on their own eligibility and suitability to stand for re-election at the respective Nominating Committee and Board resolutions. The profiles of Tan Sri Tan and Puan Sri Tan are set out in the Profile of Directors of the Annual Report 2024.

**2. Ordinary Resolution 3 - Directors' Fees and Benefits**

The estimated Directors' fees and benefits payable under the Group for financial year ending 31 March 2025 is 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 for financial year ended 31 March 2024 amounted to approximately RM3.6 million, compared to the sum of RM5.5 million approved by shareholders at the last AGM held on 13 September 2023.

**3. Ordinary Resolution 5 - Retention of Independent Non-Executive Director**

Dato' Ahmad Khairummuzammil Bin Mohd Yusoff ("Dato' Ahmad K") has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) 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 K 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 and therefore is able to bring independent and objective judgement to the Board;
- 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 remains 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; and
- He had exercised due care during his tenure as an Independent Non-Executive Director, Chairman of the Audit and Risk Management Committee and Nominating Committee, and also member of the Remuneration Committee and had carried out his professional duties in the best interest of the Company and its shareholders.

**4. Ordinary Resolution 6 - Proposed Renewal of Share Buy-Back Authority**

The proposed Ordinary Resolution 6, if passed, will empower the Directors to purchase the Company's own shares of up to ten per cent (10%) of its total number of issued shares subject to Section 127 of the Companies Act, 2016 and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities ("Prevailing Laws") at the time of the purchase(s). The proposed share buy-back by the Company may be funded through internally generated funds and/or external borrowings as long as the purchase price is backed by an equivalent amount of retained profits of the Company, subject to compliance with the Prevailing Laws.

Details of the proposed/renewal of authority for the Company to purchase its own shares are set out in the Share Buy-Back Statement to Shareholders dated 31 July 2024.

**5. Ordinary Resolution 7 - Authority to Allot and Issue Shares in General Pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 7, if passed, will empower the Directors to issue shares of the Company of up to ten per cent (10%) of the total number of issued shares (excluding treasury 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 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 at a 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 13 September 2023 and which will lapse at the conclusion of this AGM. A renewal of this general authority is being sought at this AGM under the proposed Ordinary Resolution 7. The renewed mandate is to provide flexibility to the Company for any possible fund-raising activities, including but not limited to placement of shares for the purposes of funding future investments, working capital and/or acquisitions.