



JOE HOLDING BERHAD
[Registration No. 199901018997 (493897-V)]
(Incorporated in Malaysia)

NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth ("25th") Annual General Meeting ("AGM") of **JOE HOLDING BERHAD** (the "Company") will be conducted virtually from the Broadcast Venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on **Thursday, 29 August 2024 at 10.30 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 2024 together with the Reports of the Directors and Auditors thereon. **(See Explanatory Note 10)**
- To re-elect Mr. Koo Kien Yoon as Director who retires pursuant to Clause 98 of the Company's Constitution and who being eligible, has offered himself for re-election. **Ordinary Resolution 1 (See Explanatory Note 11)**
- To approve the payment of Directors' fees amounting to RM792,000 to the Directors of the Company from the date of 25th AGM up to the conclusion of the 26th AGM. **Ordinary Resolution 2**
- To approve the payment of Directors' benefits to the Directors of the Company up to an amount of RM87,000 from the date of 25th AGM up to the conclusion of the 26th AGM. **Ordinary Resolution 3 (See Explanatory Note 12)**
- The External Auditors, Messrs. UHY ("UHY") had expressed their intention to retire and are not seeking re-appointment subsequent to the conclusion of the 25th AGM. **(See Explanatory Note 13)**
- To seek shareholders' mandate for the Board of Directors to appoint new auditors of the Company for the financial year ending 31 March 2025. **Ordinary Resolution 4**

AS SPECIAL BUSINESS

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

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") ("Proposed General Mandate")** **Ordinary Resolution 5 (See Explanatory Note 14)**

"**THAT** subject always to Sections 75 and 76 of the CA 2016, the Constitution, the Main Market Listing Requirements ("**MLLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any 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 to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 25th AGM or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 15 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."
- To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

WONG YUET CHYN (MAICSA 7047163) (SSM PC No. 202008002451)
ADELINE TANG KOON LING (LS 0009611) (SSM PC No. 202008002271)
Company Secretaries

Kuala Lumpur
31 July 2024

Notes:

- Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the 25th AGM in person at the Broadcast Venue on the day of the 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 registered office, Workshire Corporate Services Sdn. Bhd. at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or email to infor@wscs.com.my or fax to 03-6413 3270 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 22 August 2024 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.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes to Ordinary Business:

- Item 1 of the agenda - Audited Financial Statements for the financial year ended 31 March 2024**

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the CA 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.
- Ordinary Resolution 1 - Re-election of the Director who retires pursuant to the Clause 98 of the Company's Constitution**

Mr. Koo Kien Yoon, who is standing for re-election as the Director of the Company pursuant to the Clause 98 of the Company's Constitution at the forthcoming the 25th AGM and who is being eligible for re-election has offered himself for re-election in accordance with the Company's Constitution: The Board of Directors ("**Board**") through the Nomination Committee has deliberated on the suitability of the retiring Director to be re-elected as Director. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the retiring Director meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge his respective roles as Director of the Company and recommended the retiring Director be re-elected as the Director of the Company.
- Payment of Directors' Benefits for the Directors**

The Directors' Benefits comprise of meeting allowance payable to Non-Executive Directors, where applicable, for their attendance of Board and board committees' meetings and benefits payable to Directors for their attendance of training(s) from the 25th AGM up to the conclusion of the 26th AGM.
- Non-Reappointment of External Auditors**

The External Auditors, UHY had expressed that they are not seeking re-appointment as External Auditors of the Company subsequent to the conclusion of this AGM. There were no disagreements with the outgoing External Auditors on accounting treatments within the last 12 months. The Company has commenced efforts to identify suitable candidate and will seek to appoint new auditors in place of UHY as soon as practicable. Upon which, the Board will then appoint new Auditors in compliance with Section 264(5) of the CA 2016. The Company will make further announcement in due course.

Explanatory Note to Special Business:

- Authority to allot and issue shares pursuant to Sections 75 and 76 of the CA 2016**

The proposed Ordinary Resolution 5 is for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The proposed Ordinary Resolution 5, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.

The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 15 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.

As at the date of this notice, no shares had been allotted and issued since the general mandate granted to the Directors at the last AGM held on 29 August 2023 and this authority will lapse at the conclusion of the 25th AGM of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.
- Personal Data Privacy**

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's ("or its agents") compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's ("or its agents") processing of such proxy(ies)' and/or representative(s)' personal data for the Purpose; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.



JOE HOLDING BERHAD

Registration No. 199901018997 (493897-V)

(Incorporated in Malaysia)

25TH ANNUAL GENERAL MEETING (“AGM”)

ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
29 August 2024 (Thursday)	10.30 a.m.	Lot 4.1, 4th Floor, Menara Lien Hoe No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan

MODE OF MEETING

The AGM will be conducted on a virtual basis through live streaming from the Broadcast Venue.

Shareholders of the Company (Members) are **NOT REQUIRED** to be physically present **NOR ADMITTED** at the broadcast venue on the day of the AGM. Members will have to register to attend the AGM remotely by using the Remote Participation and Voting (RPV) facilities as per the details set out below.

RPV

The AGM will be conducted entirely through live streaming and online remote voting. Members are encouraged to participate in the AGM by using the RPV facilities. With the RPV facilities, Members may exercise their rights to participate (including to pose questions to the Board of Directors (Board) and the management of the Company and vote at the AGM.

Individual Members are strongly encouraged to take advantage of RPV facilities to participate and vote remotely at the AGM.

If an Individual Member is unable to participate the AGM, he/she is encouraged to appoint a proxy(ies) or the Chairman of the meeting to participate on his/her behalf and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Corporate Members (through Corporate Representative(s) or appointed proxy(ies)) are also strongly advised to participate and vote remotely at the AGM using the RPV facilities. Corporate Members who wish to participate and vote remotely at the AGM will be required to provide the following documents to the registered office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur no later than **Tuesday, 27 August 2024 at 10.30 a.m.:**

- i. Certificate of Appointment of its Corporate Representative or Form of Proxy under the seal of the Corporation;
- ii. Copy of the Corporate Representative’s or proxy’s MyKad (front and back) / Passport; and
- iii. Corporate Representative’s or proxy’s email address and mobile phone number.

If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies)) is unable to participate in the AGM, the Corporate Member is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.


In respect of Nominee Company Members, the beneficiaries of the shares under a Nominee Company’s CDS account are also strongly advised to participate and vote remotely at the AGM using RPV Facilities. Nominee Company Members who wish to participate and vote remotely at the AGM can request its Nominee Company to

appoint him/her as a proxy to participate and vote remotely at the AGM. Nominee Company will be required to provide the following documents to the registered office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur no later than **Tuesday, 27 August 2024 at 10.30 a.m.:**

- i. Form of Proxy under the seal of the Nominee Company;
- ii. Copy of the proxy's MyKad (front and back) / Passport; and
- iii. Proxy's email address and mobile phone number.

If a Nominee Company Member is unable to participate in the AGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

The procedures for the RPV in respect of the live streaming and remote voting at the AGM is or are as follows:

Procedures		Action
Before AGM		
1.	Register as participant in Virtual AGM 	<ul style="list-style-type: none"> • Using your computer, access the registration website at https://rebrand.ly/JOE-AGM • If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the AGM session. • Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. • 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.
2.	Submit your online registration	<ul style="list-style-type: none"> • Members who wish to participate and vote remotely at the AGM via RPV Facilities are required to register prior to the meeting. The registration will open from 5.00 p.m. on Wednesday, 31 July 2024 and the registration will close at 10.30 a.m. on Tuesday, 27 August 2024. • Clicking on the link mentioned in item 1 will redirect you to the AGM event page. Click on the Register link for the online registration form. • Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for proxy). • Insert your CDS account number(s) and indicate the number of shares you hold. • Read and agree to the Terms & Conditions and confirm the Declarations. • Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. • System will send an email to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the General Meeting Record of Depositors of the Company as at 22 August 2024, the system will send you an email to notify you if your registration is approved or rejected after 23 August 2024. • If your registration is rejected, you can contact the Company's Poll Administrator for clarifications or to appeal.
On the day of AGM		
3.	Attending AGM	<ul style="list-style-type: none"> • Two reminder emails will be sent to your inbox. First email is one day before the AGM day, while the second email will be sent 1 hour before the AGM session. • Click Join Webinar in the reminder email to participate the RPV.

On the day of AGM		
4.	Participate with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel 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. The session will be recorded. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5.	Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the voting session and the duration allowed at the respective AGM. 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. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.
6.	End of RPV Facility	Upon the announcement by the Chairman on the closure of the AGM, the live session will end.

APPOINTMENT OF PROXY

Members who appoint proxy(ies) to participate via RPV facilities in the AGM must ensure that the duly executed proxy forms are deposited in a hard copy form at registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or fax to 03-6413 3270 or email to infosr@wscs.com.my, no later than **Tuesday, 27 August 2024 at 10.30 a.m.**

Please note that if an Individual Member who has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally participate in the AGM via RPV Facilities, the Individual Member shall proceed to contact the Company's Poll Administrator at 03-6413 3271 to revoke the appointment of his/her proxy(ies) no later than **Tuesday, 27 August 2024 at 10.30 a.m.**

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 Workshire Share Registration Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

The Scrutineers will verify the poll results and the Chairman will declare whether the resolutions are duly passed or otherwise.

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 to the Shareholders or proxy(ies) who participate in the AGM.

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. on Monday to Friday (except public holidays) at:

For registration, logging in and system related:

InsHub Sdn. Bhd.

Name : Ms. Eris / Mr. Calvin
Telephone : 03-7688 1013
Email : vgm@mlabs.com

For Proxy and other matters:

Workshire Share Registration Sdn. Bhd.

Name : Mr. Tee Yee Loon / Mr. Vemalan
Telephone : 03-6413 3271 / 012-595 5253
Email: : infosr@wscs.com.my

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD

To administrate the proceedings of the AGM in orderly manner, shareholders may before the AGM, submit questions to the Board to gpaberhad@outlook.com no later than Tuesday, 27 August 2024 at 10.30 a.m. The Board will endeavor to address the questions received at the AGM.