



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

NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth ("24th") 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, 47410 Petaling Jaya, Selangor, Malaysia on **Tuesday, 29 August 2023 at 11.00 a.m.** or at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of the Directors and Auditors thereon. | (See Explanatory Note 10) |
| 2. To re-elect Mr. Tang Boon Koon 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) |
| 3. To re-elect Datuk Salmah Hayati Binti Ghazali as Director who retires pursuant to Clause 105 of the Company's Constitution and who being eligible, has offered herself for re-election. | Ordinary Resolution 2
(See Explanatory Note 11) |
| 4. To approve the payment of Directors' fees amounting to RM792,000 to the Directors of the Company from the date of 24th AGM up to the conclusion of the 25th AGM. | Ordinary Resolution 3 |
| 5. To approve the payment of Directors' benefits to the Directors of the Company up to an amount of RM72,000 from the date of 24th AGM up to the conclusion of the 25th AGM. | Ordinary Resolution 4
(See Explanatory Note 12) |
| 6. To re-appoint Messrs UHY as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. | Ordinary Resolution 5 |

AS SPECIAL BUSINESS

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

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| 7. Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") ("Proposed General Mandate") | Ordinary Resolution 6
(See Explanatory Note 13) |
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- "**THAT** subject always to Sections 75 and 76 of the CA 2016, the Constitution, the Main Market Listing Requirements ("MMLR") 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."
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| 8. To transact any other business of which due notice shall have been given. | |
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BY ORDER OF THE BOARD OF DIRECTORS

TAN KOK SIONG (LS0009932 & SSM PC No. 202008001592)
WONG YUET CHYN (MAICSA 7047163 & SSM PC No. 202008002451)
Company Secretaries

Kuala Lumpur
31 July 2023

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 24th 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 Share Registrar, Workshire Share Registration Sdn. Bhd. at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or email to infos@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 21 August 2023 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:

10. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 March 2023

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.

11. Ordinary Resolution 1 and 2 – Re-election of the Directors who retire pursuant to the Clauses 98 and 105 of the Company's Constitution

The Directors who are standing for re-election as the Directors of the Company pursuant to the following clauses at the forthcoming 24th AGM and who are being eligible for re-election have offered themselves for re-election in accordance with the Company's Constitution:

- Mr. Tang Boon Koon pursuant to Clause 98 of the Company's Constitution
- Datuk Salmah Hayati Binti Ghazali pursuant to Clause 105 of the Company's Constitution (collectively referred to as "**Retiring Directors**")

The Board of Directors through the Nomination Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the Retiring Directors) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors to be re-elected as the Directors of the Company.

12. Payment of Directors' Benefits for the Directors

The Directors' Benefits comprise of meeting allowance payable to the Directors, where applicable, for their attendance of Board and Committee meetings from the date of 24th AGM up to the conclusion of the 25th AGM.

Explanatory Note to Special Business:

13. Authority to allot and issue shares pursuant to Sections 75 and 76 of the CA 2016

The proposed Ordinary Resolution 6 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 6, 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 22 September 2022 and this authority will lapse at the conclusion of the 24th 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.

14. 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.