

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

This Circular has been reviewed by Sierac Corporate Advisers Sdn Bhd, being the Adviser to the Company for the Proposals (as defined herein).



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

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:

- (I) PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF JOE AND ITS SUBSIDIARIES TO INCLUDE THE TRADING AND SUPPLY OF BUILDING MATERIALS AS WELL AS INFORMATION TECHNOLOGY EQUIPMENT (“PROPOSED DIVERSIFICATION INTO TRADING BUSINESS”);**
- (II) PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF JOE AND ITS SUBSIDIARIES TO INCLUDE THE FOOD AND BEVERAGES BUSINESS (“PROPOSED DIVERSIFICATION INTO F&B BUSINESS”); AND**
- (III) PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM THE PREVIOUS PRIVATE PLACEMENT AND RIGHTS ISSUE EXERCISES (“PROPOSED VARIATION”)**

(COLLECTIVELY, THE “PROPOSALS”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



SIERAC CORPORATE ADVISERS SDN BHD
(Registration No.: 200001013247 (515853-A))

The Extraordinary General Meeting (“**EGM**”) of JOE Holding Berhad (“**JOE**” or the “**Company**”) will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 4 June 2026 at 11.00 a.m. or at any adjournment thereof.

The Notice of EGM together with the Form of Proxy, administrative guide, and this Circular are available at the Company’s website at www.joeholding.com.my or Bursa Securities’ website at www.bursamalaysia.com. Please follow the procedures provided in the administrative guide for the EGM in order for the registration and voting process for the EGM.

If you are unable to attend/participate in the EGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited at the registered office of the Company situated at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or via email at sharereg@prosec.com.my not less than 48 hours before the date and time for holding the EGM indicated below. The completion and lodging of the Form of Proxy will not preclude a shareholder from attending and voting at the EGM should the shareholder subsequently wish to do so and in such an event, the Form of Proxy shall be deemed to have been revoked.

Last date and time for lodging the Form of Proxy : Tuesday, 2 June 2026 at 11.00 a.m.

Date and time of the EGM : Thursday, 4 June 2026 at 11.00 a.m.

This Circular is dated 8 May 2026

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

2021 Private Placement	:	Private placement of up to 254,926,000 new Shares in JOE, representing not more than 20% of the issued shares of JOE which was announced on 23 December 2020 and subsequently completed on 13 January 2021 with gross proceeds of approximately RM26.62 million raised from the public issue
2021 Rights Issue	:	Rights issue with warrants exercise involving issuance of 1,529,559,600 new Shares and 917,735,760 detachable warrants in JOE, which was completed on 28 May 2021 with gross proceeds of approximately RM76.48 million raised from the public issue
Act	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
AGM	:	Annual general meeting of JOE
AI	:	Artificial intelligence
Automotive Batteries Segment	:	Manufacture, assembly and sale of automotive batteries and components
Board	:	Board of Directors of JOE
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
CAGR	:	Compound annual growth rate
CCC	:	Certificate of completion and compliance
Circular	:	This circular to the Shareholders dated 8 May 2026 in relation to the Proposals
Director(s)	:	Director(s) of JOE, and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007, and includes any person who is or was, within the preceding six (6) months of the date on which the terms of the transactions were agreed upon: (i) a director of JOE, its subsidiaries or holding company; and (ii) a chief executive of JOE, its subsidiaries or holding company.
E&E	:	Electrical and electronics
EGM	:	Extraordinary general meeting of JOE
EPS	:	Earnings per Share
F&B	:	Food and beverage
F&B Business	:	F&B services and related activities, which include but not limited to operation of restaurant outlets as well as sale and distribution of F&B products

DEFINITIONS (Cont'd)

FPE	:	Financial period ended/ending, as the case may be
FYE	:	Financial year ended/ending, as the case may be
Glove Business	:	Business involving the manufacture and sale of rubber gloves
GPAB	:	GP Autobat Sdn Bhd (Registration No.: 198401008126 (120646-K))
GPP	:	GP Products Sdn Bhd (Registration No.: 199001012981 (204551-V))
IMR Report	:	The independent market research report dated 1 April 2026 prepared by Providence
Investment Holding Segment	:	Provision of warehouse storage service and real estate with own or lease property
IT	:	Information technology
JOE Group or the Group	:	JOE and its subsidiaries, collectively
JOE or the Company	:	JOE Holding Berhad (Registration No.: 199901018997 (493897-V))
JOE Share(s) or the Share(s)	:	Ordinary share(s) of JOE
JTSSB	:	JOE Tech Solutions Sdn Bhd (Registration No.: 202601009181 (1671279-K))
LAT	:	Loss after tax
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
LPD	:	22 April 2026, being the latest practicable date prior to the printing of this Circular
Major Shareholder(s)	:	A person who has an interest or interests in one or more voting shares in JOE and the aggregate number of those shares, is: (i) 10% or more of the total number of voting shares in JOE; or (ii) 5% or more of the total number of voting shares in JOE where such person is the largest shareholder of JOE. For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act. It also includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of JOE or any other corporation which is its subsidiary or holding company
NA	:	Net assets attributable to the Shareholders
Other Segment	:	Glove Business and dormant subsidiary companies
PAT	:	Profit after tax

DEFINITIONS (Cont'd)

Proposals	:	Collectively, Proposed Diversifications and Proposed Variation
Proposed Diversifications	:	Collectively, Proposed Diversification into Trading Business and Proposed Diversification into F&B Business
Proposed Diversification into F&B Business	:	Proposed diversification of the existing principal activities of JOE and its subsidiaries to include the F&B Business
Proposed Diversification into Trading Business	:	Proposed diversification of the existing principal activities of JOE and its subsidiaries to include the Trading Business
Proposed Variation	:	Proposed variation of the utilisation of proceeds raised from the 2021 Private Placement and the 2021 Rights Issue
Providence or IMR	:	Providence Strategic Partners Sdn Bhd (Registration No.: 201701024744 (1238910-A)), the independent market research in relation to the Proposed Diversifications
RM	:	Ringgit Malaysia
SCA or the Adviser	:	Sierac Corporate Advisers Sdn Bhd (Registration No.: 200001013247 (515853-A))
Shareholders	:	Shareholders of JOE
Share Registrar	:	Prosec Share Registration Sdn Bhd (Registration No.: 202501011334 (1612748-K))
SME	:	Small and medium-sized enterprises
Trading Business	:	Trading and supply of building materials and IT equipment
VRLA Batteries Segment	:	Manufacture, assembly and sales of valve regulated lead-acid batteries

All references to “you” in this Circular are to the Shareholders.

In this Circular, words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Certain amounts and percentage figures included herein have been subject to rounding adjustments. Any discrepancy between the figures shown herein and figures published by the Company, such as in the quarterly results or annual reports of the Company (as the case may be), is due to rounding.

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EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION CONTAINED IN THE MAIN CONTENT OF THIS CIRCULAR. PLEASE READ THE ENTIRE CIRCULAR CAREFULLY FOR FURTHER DETAILS ON THE PROPOSALS BEFORE VOTING AT THE FORTHCOMING EGM.

Key information	Summary	Reference to the Circular
Summary of the Proposals	<p><u>Proposed Diversifications</u></p> <p>The Proposed Diversifications are undertaken in line with JOE Group's future plans to grow its business operations and reduce its reliance on its Automotive Batteries Segment, which has been its major revenue contributor for the recent financial years, but recording loss making positions. The Board anticipates that the Trading Business may result in a diversion of 25% or more of the NA of the Group and both the Trading Business and F&B Business may result in contribution to 25% or more of the net profits of the Group in the future.</p>	Section 2
	<p><u>Proposed Variation</u></p> <p>The Company had raised gross proceeds of approximately RM26.62 million and RM76.48 million from the 2021 Private Placement and the 2021 Rights Issue, respectively, which were completed in 2021.</p> <p>The Company wishes to undertake the Proposed Variation to change the utilisation of the proceeds to meet the working capital for the Trading Business, establishment of F&B outlets, repayment of borrowings and defrayment of expenses in relation to the Proposals.</p>	Section 3
Rationale for the Proposals	<p><u>Proposed Diversifications</u></p> <p>The Group intends to seek new viable business opportunities and additional income sources.</p> <p>Accordingly, the Board is confident that the Proposed Diversifications will improve the financial performance of the Group and enhance its revenue stream and profitability, thereby maximising Shareholder value in the long run.</p>	Section 4
	<p><u>Proposed Variation</u></p> <p>The Proposed Variation will allow the Group to allocate the unutilised proceeds raised from the 2021 Private Placement and the 2021 Rights Issue earmarked for investment in the Glove Business and funding of working capital into the working capital for the Trading Business, establishment of F&B outlets, repayment of borrowings and defrayment of expenses in relation to the Proposals.</p>	
Risk factors of the Proposed Diversifications	<p>The Proposed Diversifications may expose the Group to certain risk factors which include the following:</p> <p>(i) business diversification risk;</p>	Section 6

EXECUTIVE SUMMARY (Cont'd)

<u>Key information</u>	<u>Summary</u>	<u>Reference to the Circular</u>
	<ul style="list-style-type: none">(ii) dependency on key management personnel;(iii) no prior experience in the building material industry, IT industry and F&B industry;(iv) regulatory and licensing risk;(v) supply disruption risk;(vi) competition risk;(vii) risk relating to the Trading Business; and(viii) risk relating to the F&B Business.	
Approvals required	: The Proposals are subject to the approval of the Shareholders at the forthcoming EGM.	Section 8
Inter-conditionality	: The Proposed Diversifications are not inter-conditional upon each other. The Proposed Variation is conditional upon the approval of the Proposed Diversifications but not vice versa.	Section 9
Directors' statement and recommendation	: The Board, after having considered all aspects of the Proposals including but not limited to the rationale, prospects and risk factors of the Proposals, is of the opinion that the Proposals are in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the resolutions in relation to the Proposals to be tabled at the forthcoming EGM.	Section 12

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

Registered Office:
DF2-09-02, Level 9, Persoft Tower
6B, Persiaran Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan

8 May 2026

BOARD OF DIRECTORS

Dato' Nik Ismail Bin Dato' Nik Yusoff (*Independent Non-Executive Chairman*)
Koo Kien Yoon (*Executive Director*)
Yee Yit Yang (*Independent Non-Executive Director*)
Datuk Salmah Hayati Binti Ghazali (*Independent Non-Executive Director*)
Ahmad Nasirruddin Bin Harun (*Independent Non-Executive Director*)
Ng Kok Hok (*Independent Non-Executive Director*)

To: The Shareholders

Dear Sir/Madam,

- (I) PROPOSED DIVERSIFICATION INTO TRADING BUSINESS;**
- (II) PROPOSED DIVERSIFICATION INTO F&B BUSINESS; AND**
- (III) PROPOSED VARIATION**

(COLLECTIVELY, THE "PROPOSALS")

1 INTRODUCTION

On 7 April 2026, SCA had on behalf of the Board, announced that JOE intends to undertake the Proposals.

Further details on the Proposals are set out in the ensuing sections.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS AND TO SET OUT THE VIEWS AND RECOMMENDATION OF THE BOARD ON THE PROPOSALS AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSALS THE FORTHCOMING EGM.

2 DETAILS OF THE PROPOSED DIVERSIFICATIONS

On 5 February 2024, the Company disposed of GPP for a total cash consideration of RM12.70 million. Consequently, the Group is no longer involved in VRLA Batteries Segment following the cessation of subsidiary by GPP and its subsidiaries.

As at the LPD, JOE Group is principally involved in the following core business segments:

- (i) **Automotive Batteries Segment:** Manufacture, assembly and sale of automotive batteries and components;
- (ii) **Investment Holding Segment:** Provision of warehouse storage service and real estate with own or lease property; and
- (iii) **Other Segment:** Glove manufacturing and dormant subsidiary companies.

(Collectively, referred to as the “Existing Business Segments”)

The segmental revenue breakdown of the Group for the past three (3) financial years up to the FYE 31 March 2025 as well as for the 9-month FPEs 31 December 2024 and 31 December 2025 are as follows:

Business segments	Audited			Unaudited	
	FYE 31 March			9-month FPE 31 December	
	2023	2024	2025	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue					
Automotive Batteries Segment	15,324	17,283	13,793	11,197	8,893
VRLA Batteries Segment	3,894	3,685	-	-	-
Investment Holding Segment	1,851	2,368	1,790	1,460	1,165
Other Segment ⁽¹⁾	-	-	-	-	-
Total	21,069	23,336	15,583	12,657	10,058
PAT/(LAT)					
Automotive Batteries Segment	203	101	(125)	437	(643)
VRLA Batteries Segment	595	(10,630)	-	-	-
Investment Holding Segment	(3,249)	1,393	(23,492)	(5,434)	(7,535)
Other Segment ⁽¹⁾	(36,220)	(10,832)	12,724	(1,496)	(2,870)
Total	(38,672)	(19,968)	(10,893)	(6,493)	(11,048)
LAT attributable to the owners of the Company	(38,878)	(20,222)	(10,893)	(6,493)	(11,048)

Note:

- (1) As at the LPD, the glove facility has not been operational pending the completion of the power supply infrastructure. In light of the current challenging conditions in the glove market, including oversupply and continued price pressure, the Group has decided to place the Glove Business under a wider strategic review after assessing the current market conditions, which encompasses, amongst others, timing of commencement of operations, potential cost optimisation measures as well as alternative strategic options such as scaling down the business.

Historically, the Group's revenue contributions are largely derived from its Automotive Batteries Segment. The revenue declined substantially from RM23.34 million in FYE 31 March 2024 to RM15.58 million in FYE 31 March 2025 due to the disposal of GPP and its subsidiaries, as the Group intended to reduce its dependency on the traditional battery business which is expected to be challenging in light of the expected greater demand in electric vehicle batteries. The disposal of GPP and its subsidiaries marked the Group's exit from VRLA Batteries Segment as well as decline in Automotive Batteries Segment as a result of streamlining of distribution channel, where the Group has shifted its business model from retail operations to distribution-focused model. This resulted in the improvement of the Group's profitability where its LAT reduced from RM19.69 million in FYE 31 March 2024 to RM10.89 million in FYE 31 March 2025.

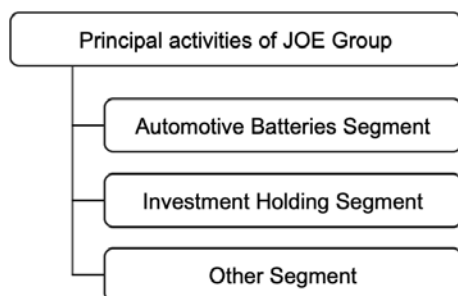
The Group incurred high losses for the 9-month FPE 31 December 2025 due to lower margins for products sold, challenging business environment and increased operating expenses. The higher LAT in Investment Holding Segment and Other Segment for the 9-month FPE 31 December 2025 was mainly due to higher operating expenses and fair value loss on financial assets.

In view of the above, the Group wishes to diversify its principal activities to include the following activities which will be carried out via its newly incorporated subsidiary, namely JTSSB:

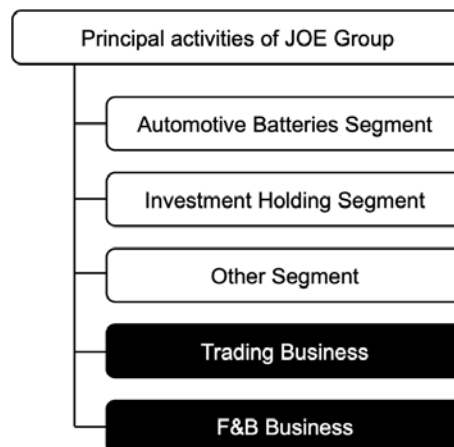
- (i) Trading Business which will engage in trading and supply of building materials and IT equipment for construction, including data centre developments; and
- (ii) F&B Business which will engage in F&B services and related activities, which include but not limited to operation of restaurant outlets as well as sale and distribution of F&B products.

The principal activities of the Group as at the LPD and after the Proposed Diversifications are as follows:

As at the LPD:



After the Proposed Diversifications:



In 2021, the Group decided to put on hold the further construction of its factory in Meru, Klang and relocated the glove manufacturing facility to a rented building in Chepor, Ipoh to achieve better economies of scale. The initial purpose of the glove manufacturing facility was to facilitate the Group's diversification into the Glove Business. During 2022 and 2023, the Group acquired four (4) nitrile butadiene rubber/natural rubber powder-free double former dipping lines.

As at the LPD, the Group has incurred RM45.80 million in the Glove Business as follows:

Description	Amount
	RM'000
Glove-dipping lines ⁽¹⁾	34,693
Acquisition of land ⁽²⁾	9,000
Professional fees ⁽³⁾	1,730
Others ⁽⁴⁾	381
Total	45,804

Notes:

- (1) *The Group has acquired and installed four (4) glove-dipping lines at the glove facility in Chepor, Ipoh.*
- (2) *In 2023, the Group acquired an industrial land in Pandamaran Industrial Area, Port Klang as part of its effort to explore alternative solution to the Glove Business.*
- (3) *Consist of consultancy fees on acquisition of the industrial land in Pandamaran Industrial Area, Port Klang and assessment on International Organization of Standardization.*
- (4) *Consist of property maintenance expenses such as insurance, quit rent and assessment fees.*

Currently, the installation and commissioning of glove-dipping lines at the glove facility in Chepor, Ipoh is completed. However, the facility has remained inactive pending reinstatement of the power supply infrastructure. Although the Group had explored reinstatement options, it has now decided to place the Glove Business under strategic review whilst assessing the appropriate course of action moving forward.

In addition, the management of JOE opines that the global glove business has been experiencing a slow recovery in 2025 and 2026, transitioning from pandemic-driven volatility to a consolidation phase. Whilst the demand is gradually increasing due to heightened hygiene awareness, the industry continues to face significant challenges, including oversupply, intensified competition from Chinese manufacturers and low average selling prices. Premised on the foregoing, continuing with the expansion of the Group's Glove Business may not be in the best interest of the Company and the Shareholders.

2.1 Proposed Diversification into Trading Business

Malaysia has attracted a number of multinational corporations to set up their data centres in the country. In 2024, 51.0% of foreign direct investment was for data centres. This is primarily due to the availability and stability in sources of electricity supply as well as minimal climate and tectonic disruptions in Malaysia. In addition, Malaysia also has a relatively low cost for establishing and operating data centres due to the availability of skilled talent and government initiatives. Between 2021 and first half of 2025, approved data centre investments in the country amounted to RM144.4 billion. In addition, major global tech players including NVIDIA Corporation, Microsoft Corporation, Google LLC and Amazon Web Services have announced investments in data centres in Malaysia. (Source: IMR Report prepared by Providence). Further details on the prospects for the data centre market in Malaysia are set out in **Section 5.4** of this Circular.

Given the above, the Proposed Diversification into Trading Business allows the Group to capitalise on the booming segment with favourable long-term prospects. According to the IMR Report, the IT industry in Malaysia, as depicted by sales of IT equipment and software in the country, grew at a CAGR of 6.6% between 2019 and 2025, and is forecast to grow at a CAGR of 6.1% between 2026 and 2028. Meanwhile, the building material industry in Malaysia grew at a CAGR of 2.3% between 2019 and 2025 and is forecast to grow at a CAGR of 3.9% between 2026 and 2028. Further details on the prospects of the building material industry and IT industry are set out in **Sections 5.2 and 5.3** of this Circular.

The Group is desirous of developing the Trading Business by leveraging on the business network of the Group's key management personnel and will continue to seek and secure more orders

and/or contracts to supply the building materials and IT equipment, which will enable the Group to have better bargaining power to negotiate with potential suppliers for more competitive pricing or better credit terms to facilitate the Trading Business.

The Group will continue with the Existing Business Segments whilst constantly exploring new business opportunities in order to provide new income streams and recurring profit to the Group which ultimately increase the Shareholders' value. The Proposed Diversification into Trading Business provides an opportunity for the Group to diversify into the Trading Business to engage in trading and supply of building materials and IT equipment to construction projects including data centre developments, which is expected to provide the Group with a steady stream of revenue and profit moving forward. The target customer base will comprise both corporate customers and individual customers involved in data centre development, infrastructure projects and related technological industries. In addition to demand arising from data centre construction projects, the Group also expects to benefit from potential demand from customers who are involved in or have exposure to the digital asset ecosystem, where specialised IT equipment and supporting infrastructure may be required.

The Group has commenced the Trading Business in March 2026 by securing orders in supplying reinforcement steel and concrete amounting to approximately RM5.80 million and the Group has identified the suppliers in supplying the materials. As at the LPD, the Group has not entered into any joint ventures or strategic alliances.

In view of the limited experience in the Trading Business and to enhance its market reach and operational capabilities in the Trading Business, the Group will explore joint ventures and/or strategic alliances with other parties who have relevant expertise and resources as and when the opportunity arises, with the objective of strengthening the Group's position in the market and facilitating the successful implementation and growth of the Trading Business.

Some of the broad category of items expected to be supplied by the Group under the Trading Business includes:

Category	Description
Building materials	Structural materials, wall and partition materials, insulation panels, formwork systems, metal deck flooring and ceiling components, fixtures and fittings, electrical and structured cabling, fire protection materials, stainless steel pipes, aluminium heat exchangers and other related building materials commonly required for infrastructure and building works
IT equipment	Servers, data storage systems, network infrastructure equipment, server racks and enclosures, fibre optic and structured cabling, data centre infrastructure management systems, cybersecurity equipment and data centre management systems as well as other ancillary IT equipment and related components

The above list of items is non-exhaustive and will very much depend on the enquiries by the prospective customers of the Group.

As at the LPD, the Group's cash and bank balances stood at RM88.88 million. The Board estimates a financial commitment of RM25.00 million and RM10.00 million for the next 12 and 24 months, respectively. The Group expects RM29.00 million to be funded via the unutilised proceeds received from the 2021 Private Placement and the 2021 Rights Issue as proposed by the Company via the Proposed Variation as set out in **Section 3** of this Circular and the remaining RM6.00 million to be funded via the internally generated funds. The management will manage or negotiate each order/enquiry prudently and also ensure that the Group has sufficient resources (such as product knowledge, financial capability and storage capability) to fulfil potential orders and that secured orders are profitable. The decision to accept a new order for the supply of items under the Trading Business will primarily rest on the following considerations:

- (i) credibility of the prospective customer, including their market reputation, creditworthiness and credit history. For repeat customers, the Group would consider the past payment behaviour of such customers;
- (ii) ease of sourcing the items ordered and reliability of the suppliers. Given the bulky nature of building materials in general (e.g. cement or sand), it is economically feasible to only source and deliver these items locally. For the IT equipment that are mostly manufactured overseas (e.g. servers and networking equipment), the Group will prioritise sourcing through local distributors prior to sourcing directly from overseas manufacturers;
- (iii) the profit margin from undertaking the transaction. If the Group is required to arrange for transportation or warehousing for the items ordered, the costs for transportation or warehousing will also be factored in;
- (iv) whether a particular transaction is to be denominated in RM or other foreign currencies. The Group would, as best as possible, negotiate for trades to be denominated in RM to avoid foreign exchange risk; and
- (v) whether the Group is able to secure sufficient funding or credit to be extended by suppliers to facilitate trading opportunities.

At this juncture, the Group will only consider supplying items to customers within Malaysia. Besides, if transactions were entered into in RM (both with supplier and customer), the Group would not be susceptible to foreign currency fluctuations.

The Group wishes to highlight that the undertaking of the Trading Business is one of the steps to improve its financial condition, namely to address its loss-making position for the past three (3) financial years. The Group further notes that the Trading Business is still in its nascent stage, and thus, it is not possible to reliably estimate when the contribution of Trading Business will turnaround the current loss-making position of the Group at this juncture.

For information, the quantity and technical specifications for the supply of building materials as well as IT equipment will generally be determined by the customers based on their respective project requirements. Where appropriate, the Group may leverage on the experience and expertise of its joint ventures or strategic alliances, if any, to assist in identifying suitable materials and equipment that meet customers' requirements, subject to the Group's internal pricing analysis and approval process. The installation and maintenance of the aforementioned materials and equipment will be undertaken by the customers or their appointed contractors.

In terms of logistics, the building materials and IT equipment are generally expected to be delivered directly to the customers or their respective project sites. Accordingly, the Trading Business is not expected to have a material impact on the utilisation of the Group's existing warehousing facilities, which are currently used for the Existing Business Segments. Nevertheless, where necessary, the Group may allocate a portion of its existing warehouse space for temporary storage and logistical purposes in relation to the Trading Business.

2.2 Proposed Diversification into F&B Business

The Group plans to venture into the F&B Business by leveraging on the Group's existing properties located in Desa Sri Hartamas, Kuala Lumpur. The properties comprise four (4) floors with a total built-up area of approximately 13,504 square feet. The second and third floors of the properties are currently vacant and available for commercial utilisation. The Group's initial plan is to establish and operate F&B outlets, including but not limited to Malaysian fusion cuisine and/or bistro-style dining.

Although the vacant properties are located at high floors which are not as favourable as lower floors, the properties are equipped with lift access, allowing convenient access for customers to both floors. In addition, the Group intends to promote the F&B Business through a combination of marketing strategies, including social media engagement, targeted advertising and on-ground initiatives such as promotional campaigns and customer loyalty programmes, with the aim of building brand awareness, attracting customer traffic and fostering customer retention. The

Group plans to renovate and refurbish the properties to accommodate dining areas, kitchen areas and other supporting facilities required for the operation of the F&B Business. The renovation is expected to commence in the third quarter of 2026 after the completion of the Proposed Diversification into F&B Business whilst the F&B Business is expected to commence in the first quarter of 2027 after the completion of the renovation of the properties. The Board estimates a financial commitment of RM5.00 million and RM1.00 million for the next 12 and 24 months, respectively, which will be funded via the unutilised proceeds received from the 2021 Private Placement and the 2021 Rights Issue as proposed by the Company via the Proposed Variation as set out in **Section 3** of this Circular and/or the internally generated funds.

The Group intends to cater different customer segments and dining preferences through its Malaysian fusion cuisine and/or bistro-style dining as well as maximise the utilisation of the available space within the properties.

The details of the F&B Business, including exact concept, location, layout and operational structure are currently based on the Group's preliminary plans and may be refined from time-to-time following further market research, feasibility studies and operational considerations. The Group may consider alternative suitable locations within the Klang Valley for the F&B Business in the event that the above properties are deemed not optimal for the intended concept.

As the Group has no prior experience in the F&B Business, the Board intends to mitigate this by leveraging the experience and leadership of Koo Kien Yoon, who will spearhead the establishment and development of the F&B Business. In this regard, the Group plans to engage suitably qualified and experienced management personnel and/or consultants with relevant industry expertise to support the establishment of the operations of the F&B Business, whilst strategic decision, oversight and key decision-making will remain under the purview of Koo Kien Yoon. The Group will also implement appropriate internal control and risk management measures to ensure the venture is undertaken in a prudent and sustainable manner.

2.3 Key management personnel

2.3.1 Trading Business

At this juncture, the Group has identified Koo Kien Yoon, Tay Kok Hui and Choong Kai Loon to lead and oversee the day-to-day operations of the Trading Business. Their profiles are set out below:

(i) Koo Kien Yoon

Koo Kien Yoon, a Malaysian aged 50, is currently the Executive Director of JOE. He was appointed to the Board on 27 August 2020.

Koo Kien Yoon graduated from University of the West of Scotland with a Master of Business Administration and has also obtained a Diploma in Public Relations from Institute of Commercial Management.

He has 22 years of working experience in retail and distribution businesses. He began his career as a public relations officer of a tertiary care hospital in 1996 before moving into sales and marketing roles at a company specialising in maintenance of petroleum retail service station in 1997. He was appointed as a product manager of an industrial piping manufacturer in 2000. He also held key positions in retailers, focusing on business development and product management.

He subsequently served as an executive director at Biosis Group Berhad from 2013 to 2016 and has been an executive director of Lambo Group Berhad since 2018.

His experience of over 29 years in marketing, business development and management roles in a variety of industries has equipped him with the business acumen and expertise to lead the implementation of the Trading Business and F&B Business.

(ii) Tay Kok Hui

Tay Kok Hui, a Malaysian aged 47, has been identified as the Project Manager to lead and oversee the operation of the Trading Business.

Tay Kok Hui obtained a Bachelor's Degree of Engineering in Electrical and Electronics from KDU College. He started his career in 2003 as a junior executive at an electrical engineering firm where he participated in several infrastructure and building projects. In 2007, he left and joined a construction and engineering firm as senior executive where he was involved in electrical engineering works for construction projects. In 2013, he joined a property developer as an assistant manager and was principally responsible for management of the development projects.

He has over 20 years of experience in project management and electrical engineering within the construction and property development industry, where he has been equipped with experience and responsibilities for overseeing project management functions covering pre-development, construction and post-development stages for property development projects. He has participated and completed the following projects:

- (i) development of Menara Symphony, a corporate office tower in Petaling Jaya, Selangor, where he was appointed as project manager and was involved throughout the entire project, from pre-development to post-construction; and
- (ii) development of TWY @ Mont Kiara, a duplex condominium in Mont Kiara, Kuala Lumpur, where he was appointed as project manager and was involved throughout the entire project, from pre-development to post-construction; and
- (iii) development of Desiran Bayu, comprising 70 units of 3-storey link houses in Sri Rampai, Kuala Lumpur, where he was involved from the construction stage through the post-construction, including coordinating with consultants and contractors in the construction process.

Tay Kok Hui has extensive experience in electrical engineering as well as project management in the construction and property development industry. His experience and business network will be crucial in developing the Trading Business.

(iii) Choong Kai Loon

Choong Kai Loon, a Malaysian male aged 41, is the Project Manager for the Trading Business.

Choong Kai Loon obtained a Bachelor of Computer Science in Information System Engineering from Multimedia University. He began his career as a system administrator in 2009 at a fintech and technology company and was then promoted to operations executive in 2012. In 2016, he left and joined a cloud service provider where he was involved in system administration, card processing system operations and coordination of system development projects for financial services clients. In 2023, he was sales operations director of a system integration company where he led the sales team in marketing IT equipment, software and network solutions, developed sales strategies and managed clients' relationships.

He has over 16 years of working experience in the IT industry, with experience and responsibilities including overseeing sales strategy, client management and business development for IT infrastructure and cloud solutions.

His experience in the IT industry has equipped him with the necessary skills and business acumen required for the Trading Business in relation to the trading and supply of IT equipment.

For the Trading Business, the Group will leverage on the experience and expertise of its joint ventures and/or strategic alliances, if any, in identifying the materials and equipment which suit

customers' requirements (which will be subject to the pricing analysis and approval of the Group). Further, the installation and maintenance of the building materials and IT equipment will be undertaken by the customer.

2.3.2 F&B Business

The Group has identified the following key personnel in leading the F&B Business:

(i) **Koo Kien Yoon**

Refer to **Section 2.3.1** of this Circular for the profile of Koo Kien Yoon.

Apart from the experience and leadership of Koo Kien Yoon, the Group will also tap into the experience and expertise of its joint ventures and/or strategic alliances, if any, to identify the target market, determine the concept of the F&B Business, as well as secure the supply chain and ensure regulatory compliance.

The Board will, from time to time, assess, amongst others, the Group's financial commitments, resources, working capital and availability of financing prior to committing the Group to any projects. Additionally, the Group will also engage relevant experienced personnel to assist in its ventures into the Trading Business and F&B Business, which include setting up a new marketing team for the Trading Business, as well as setting up a new management and operation team for the F&B Business.

2.4 Proposed Diversifications

Following the above, the Company expects that the Proposed Diversifications will reduce the Group's reliance on the Existing Business Segments and its future participation in the Trading Business and F&B Business may result in a diversion of 25% or more of the NA of the Group and/or may result in contribution to 25% or more of the net profits of the Group in the future after taking into consideration:

- (i) the Trading Business, which entails a financial commitment of RM35.00 million and requires a relatively higher level of working capital to support inventory holdings and trade receivables, is expected to divert more than 25% of the Group's NA, which differs from those operations previously carried by the Group; and
- (ii) the Trading Business and F&B Business may potentially provide higher contribution of 25% or more of the net profits of the Group compared to the existing business divisions of the Group.

As such, the Company proposes to seek the Shareholders' approval for the Proposed Diversifications at the forthcoming EGM pursuant to Paragraph 10.13(1) of the Listing Requirements. Notwithstanding the Proposed Diversifications, the Group intends to continue with the operations of the Existing Business Segments.

3 PROPOSED VARIATION

The Company had raised gross proceeds of approximately RM26.62 million and RM76.48 million from the 2021 Private Placement and the 2021 Rights Issue, respectively.

The 2021 Private Placement was completed on 13 January 2021 with gross proceeds of RM26.62 million raised, which were to be utilised by 12 January 2023. The Board had varied and extended the utilisation of RM19.82 million earmarked for the investment in the Glove Business from 12 January 2023 to 12 January 2027.

The 2021 Rights Issue was completed on 28 May 2021 with gross proceeds of RM76.48 million raised, which were to be utilised by 27 May 2023. The Board had varied and extended the utilisation of RM21.20 million earmarked for the investment in the Glove Business and RM54.64 million earmarked for the working capital from 27 May 2023 to 27 May 2026.

As set out in **Section 2** of this Circular, the Company has decided to place the Glove Business under strategic review while assessing the appropriate course of action moving forward, due to its challenging environment such as low margin and low average selling prices as a result of intense competition from Chinese manufacturers.

Therefore, the Company wishes to undertake the Proposed Variation by reallocating the unutilised proceeds of approximately RM70.13 million as at the LPD which were previously earmarked for the investment in the Glove Business and working capital purposes.

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The details of the proceeds raised from the 2021 Private Placement and the 2021 Rights Issue as at the LPD and the Proposed Variation are as follows:

Details of utilisation	Utilisation time frame	Original proposed utilisation		Revised proposed variation		Actual utilisation		Unutilised proceeds		Proposed Variation	Unutilised proceeds after the Proposed Variation	Revised utilisation time frame
		RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000			
2021 Private Placement:												
Investment in the Glove Business ⁽¹⁾⁽²⁾	By 12 January 2027 ⁽⁵⁾	26,324	(6,500)	19,824	(6,731)	13,093	-	(13,093)	-			
Working capital (Trading Business)	By 12 January 2026 ⁽⁶⁾	-	-	6,500	(6,500)	-	-	13,093	13,093			Within 24 months
Working capital ⁽²⁾	Immediate	300	-	300	(300)	-	-	-	-			
Estimated expenses ⁽³⁾		26,624	-	26,624	(13,531)	13,093	-	-	13,093			
Sub-total												
2021 Rights Issue:												
Investment in the Glove Business ⁽¹⁾⁽²⁾	By 27 May 2026 ⁽⁶⁾	40,000	(18,800)	21,200	-	21,200	-	(21,200)	-			
Working capital (Glove Business) ⁽⁴⁾	By 27 May 2026 ⁽⁶⁾	35,836	-	35,836	-	35,836	-	(35,836)	-			
Working capital (Trading Business)		-	-	-	-	-	-	15,907	15,907			Within 24 months
Establishment of F&B outlet		-	-	-	-	-	-	6,000	6,000			Within 24 months
Repayment of bank borrowings		-	-	-	-	-	-	34,829	34,829			Within 12 months
Working capital ⁽²⁾	By 27 May 2026 ⁽⁶⁾	-	18,800	18,800	(8,316)	10,484	-	-	-			Within 12 months
Estimated expenses ⁽³⁾	Immediate	642	-	642	(642)	-	-	300	300			Immediate
Sub-total		76,478	-	76,478	(8,958)	67,520	-	-	67,520			
Total		103,102	-	103,102	(22,489)	80,613	-	-	80,613			

Notes:

- (1) *Comprises the setting up of former glove-dipping lines and related facilities as well as the certification costs and costs to modify the Group's existing buildings for the purpose of undertaking the Glove Business.*
- (2) *On 28 May 2025, the Board had announced to vary the utilisation of RM6.50 million and RM18.80 million of the proceeds raised from the 2021 Private Placement and 2021 Rights Issue, respectively, from the investment in the Glove Business towards the working capital purposes comprising (i) cost of application of CCC for investment property in Klang; (ii) repayment of bank overdraft of United Overseas Bank (Malaysia) Berhad and AmBank (M) Berhad; and (iii) repayment of other banking facilities from financial institution.*
- (3) *Comprise professional fees and fees to relevant authorities as well as miscellaneous charges.*
- (4) *Comprises the purchase of raw materials required for the production of rubber gloves and staff salaries.*
- (5) *The Board approved the extensions on the utilisation on investment in the Glove Business from 24 months to 72 months.*
- (6) *The Board approved the extensions on the utilisation of the 2021 Private Placement and 2021 Right Issue from 24 months to 60 months.*

(i) Working capital (Trading Business)

The Group intends to reallocate RM29.00 million of the unutilised proceeds to meet the working capital for the Trading Business, including cash payment to suppliers for procurement of building materials and IT equipment and/or payment of staff costs (including set up of a new marketing team) and operating expenses. The breakdown of proceeds to be used for each component of working capital is as follows:

<u>Working capital (Trading Business)</u>	<u>Amount</u>
	<u>RM'000</u>
Procurement of building materials	23,500
Procurement of IT equipment	4,500
Payment of staff cost and operating expenses	1,000
Total	<u>29,000</u>

The above breakdown may vary depending on, amongst others, the actual operating and funding requirements at the time of usage, and therefore subject to change. Any surplus or deficit following the procurement of building materials and IT equipment shall be allocated to/from the proceeds earmarked for payment of staff cost and operating expenses.

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(ii) **Establishment of F&B outlets**

The Group plans to apportion RM6.00 million of the unutilised proceeds to establish F&B outlets, including renovation of the properties, furniture and fittings, kitchen equipment and staff costs. The renovation to be undertaken includes the structural and space planning works, interior design and finishing works as well as mechanical and electrical works. The breakdown of proceeds to be used for each component is as follows:

Establishment of F&B outlets	Amount
	RM'000
Renovation of the properties	3,000
Furniture and fittings	800
Kitchen equipment	1,000
Payment of input materials for F&B, staff cost, rental and utilities expenses ⁽¹⁾	1,200
Total	6,000

Note:

(1) *Input materials comprise fresh and dry ingredients, packaging materials, consumables and beverages.*

The above breakdown may vary depending on, amongst others, the actual operating and funding requirements at the time of usage, and therefore is subject to change. Any surplus or deficit following the procurement of furniture and fittings, kitchen equipment and renovation expenses shall be allocated to/from the proceeds earmarked for payment of input materials for F&B, staff cost, rental and utilities expenses.

(iii) **Repayment of bank borrowings**

As at the LPD, total bank borrowings of the Group stood at approximately RM64.98 million. The Group intends to use the unutilised balance proceeds to pare down existing borrowing as follows:

Type of borrowing	Outstanding amount as at the LPD	Proposed repayment amount	Interest rate per annum	Estimated annual finance costs
	RM'000	RM'000	%	RM'000
Loan ⁽¹⁾	45,237	34,829	4.95	1,724

Note:

(1) *Comprises the loan of RM45.00 million which was utilised to finance the acquisition of investment securities in a public listed company, and accrued interest of RM0.24 million.*

The Group expects to reduce its annual finance costs by RM1.72 million following the repayment of the loan. The interest savings are expected to enhance the Group's financial flexibility and strengthen liquidity to support both the Trading Business and F&B Business in their day-to-day operations.

(iv) **Estimated expenses**

The estimated expenses include professional fees, fees payable to authorities and other incidental expense for the Proposals.

(v) **Working capital**

On 28 May 2025, the Board had announced to vary the utilisation of RM6.50 million and RM18.80 million of the proceeds raised from the 2021 Private Placement and 2021 Rights Issue, respectively, from the investment in the Glove Business to working capital purposes. The details of the utilisation as at the LPD are as follows:

Utilisation	Revised utilisation	Actual utilisation	Unutilised proceeds
	RM'000	RM'000	RM'000
Application of CCC ⁽¹⁾	1,300	1,010	290
Repayment of bank overdraft ⁽²⁾	18,000	10,700	7,300
Repayment of loan ⁽³⁾	6,000	3,106	2,894
Total	25,300	14,816	10,484

Notes:

- (1) *Comprises the cost of application of CCC for the investment property in Klang.*
- (2) *Comprise the repayment of bank overdrafts of United Overseas Bank (Malaysia) Berhad, CIMB Bank Berhad and AmBank (M) Berhad, which bear interest rates between 4.10% and 7.82% per annum.*
- (3) *The loan was utilised to finance the acquisition of investment securities in a public listed company.*

The above breakdown may vary depending on, amongst others, the actual operating and funding requirements at the time of usage, and therefore subject to change. Any surplus or deficit following the application of CCC shall be allocated to/from the proceeds earmarked for repayment of bank overdraft.

The Group expects to reduce its annual finance costs by RM1.22 million following the repayment of the bank overdrafts of RM18.00 million and loan of RM6.00 million. The interest savings are expected to enhance the Group's financial flexibility and strengthen liquidity to support both the Trading Business and F&B Business in their day-to-day operations.

Pending the eventual utilisation of the unutilised proceeds, the proceeds will continue to be placed in interest-bearing deposits. The interests derived or gains arising from the interest-bearing deposits will be used as additional working capital requirements for the Company. If the actual working capital requirements for the Trading Business and establishment of F&B outlets are less than their allocated amounts of RM29.00 million and RM6.00 million, respectively, any surplus funds will be reallocated for repayment of borrowings.

As the 2021 Private Placement was undertaken pursuant to the general mandate obtained from the Shareholders during the AGM convened on 29 September 2020 and not approved by way of specific shareholder approval, the approval from the Shareholders for the variation of the utilisation of proceeds raised from the 2021 Private Placement is not required under the Listing Requirements and that the approval is being sought on a voluntary basis.

4 RATIONALE AND JUSTIFICATIONS FOR THE PROPOSALS

4.1 Proposed Diversifications

As set out in **Section 2** of this Circular, the Proposed Diversifications are sought as the Group expects the Trading Business and F&B Business to contribute more than 25% or more of the net profits of the Group and/or result in a diversion of 25% or more of the Group's NA in the future. The Automotive Batteries Segment has been the main contributor to the financial performance of the Group, contributing more than 88.51% of the Group's total revenue for the past three (3)

financial years up to FYE 31 March 2025. Notwithstanding this, the Group has incurred losses for the past three (3) financial years mainly due to decline in revenue as a result of absence of revenue from the VRLA Batteries Segment and stiffer competition amongst players in the industry. As such, with the objective of further enhancing its financial performance and long-term stability, the Group has implemented strategies to revive its existing businesses through cost optimisation and simultaneously pursue potential prospects available under the Trading Business and F&B Business via the Proposed Diversifications. The Group has shifted its business model within the Automotive Batteries Segment from retail operations to a distribution-focused model, with the intention of reducing its operational expenses and improve efficiency.

Given the nature of trading business, which requires low fixed capital expenditure and offers operational flexibility, the Proposed Diversification into Trading Business allows the Group to diversify into trading and supply of building materials and IT equipment to construction projects including data centre developments in view of the construction boom of data centres despite the Group having no prior experience in the Trading Business.

In addition, although the Group has no prior experience in the F&B Business, the Proposed Diversification into F&B Business will allow the Group to fully utilise its properties, thereby improving the overall productivity and value of the Group's existing assets. The Group intends to leverage its existing resources, including its property ownership and available space, to establish and operate F&B outlets. As the properties are already owned by the Group and located in prime location, the Proposed Diversification into F&B Business can be implemented without the need for additional property acquisition, which allows the Group to manage its capital expenditure more efficiently. Further, barring any unforeseen circumstances, the Board expects that the F&B Business will contribute positively to the Group's earnings over the medium and long term.

Therefore, the Proposed Diversifications are in line with the Group's objective to seek new viable business opportunities and additional income sources and the Board is confident that the Proposed Diversifications will improve the financial performance of the Group and enhance its revenue stream and profitability, thereby maximising Shareholder value in the long run.

The Board believes that this represents a timely opportunity for the Group to venture into the Trading Business and F&B Business, riding on the outlook of the building material industry and IT industry in Malaysia as set out in **Sections 5.2, 5.3 and 5.4** of this Circular, together with the F&B industry as set out in **Sections 5.5 and 5.6** of this Circular. The Board is of the view that these initiatives will contribute positively to the Group's future earnings and financial position in the long run.

In the event the Proposed Variation is not approved by the Shareholders, the Group will reassess the financial requirements for the Proposed Diversifications and/or consider alternative fund-raising options.

4.2 Proposed Variation

The Proposed Variation will allow the Group to allocate the unutilised proceeds raised from the 2021 Private Placement and the 2021 Rights Issue earmarked for investment in the Glove Business and funding of working capital into the working capital for the Trading Business, establishment of F&B outlets, repayment of borrowings as well as defrayment of the expenses in relation to the Proposals.

In view of the above and after assessing the Group's dependency on the Automotive Batteries Segment as well as the prospects of the building material industry, IT industry and F&B industry in Malaysia as set out in **Sections 5.2, 5.3, 5.4, 5.5 and 5.6** of this Circular respectively, the Proposed Variation will enable the Group to allocate the unutilised proceeds as detailed in **Section 3** of this Circular.

5 INDUSTRY OVERVIEW, OUTLOOK AND FUTURE PROSPECTS OF JOE GROUP

5.1 Overview and outlook of the Malaysian economy

The Malaysian economy grew by 5.2% (2024: 5.1%), supported by resilient domestic demand that helped cushion the effects of a highly challenging global environment. Household spending remained firm, supported by positive labour market conditions and more targeted policy measures. Investment activity increased solidly, driven by continued progress in multi-year projects and strong investment approvals, particularly in high-technology services and advanced manufacturing. The external sector demonstrated resilience despite shifting global trade dynamics and significant uncertainties. The current account of the balance of payments registered a higher surplus of RM31.8 billion, or 1.6% of gross domestic product (“GDP”) (2024: RM27.7 billion, or 1.4% of GDP). This was contributed by a continued surplus in the goods account and a turnaround in the services account into a surplus.

Economic activity continued to expand in 2025, supported by sustained strength in services and manufacturing sectors amid resilient domestic demand, positive labour market conditions and continued recovery in tourism activity ahead of Visit Malaysia 2026. The services sector grew by 5.5% (2024: 5.3%), driven mainly by stronger consumer-related subsector. This was attributed to positive labour market conditions, policy to raise income through higher minimum wage and civil servant salary increment under Phase 1 of Public Service Remuneration System (SSPA), as well as cash transfer schemes such as Rahmah Cash Contribution (STR) and Rahmah Basic Contribution (“SARA”). The manufacturing sector expanded by 4.5% (2024: 4.2%), underpinned by steady growth in both export- and domestic-oriented industries. Growth in the export-oriented segment was driven by strong E&E performance as demand for data centre and AI-related components continued to strengthen, alongside higher semiconductor investment.

The Malaysian economy is projected to grow between 4% and 5% in 2026. Domestic demand will remain the main driver of growth, supported by steady private sector spending. Investment activity is expected to maintain its momentum from the current investment upcycle, albeit expanding at a more moderate pace. The realisation of the high approved projects in 2025 will provide a solid foundation for continued growth.

Malaysia’s trade outlook is expected to remain challenging in 2026 as exporters contend with new developments and uncertainties surrounding tariff and geopolitical conflict. However, Malaysia’s diversified export structure and several supportive factors are expected to cushion the impact. Meanwhile, import growth is expected to pick up in line with the gradual recovery of intermediate imports to support the continued expansion of manufactured exports.

(Source: Economic and Monetary Review 2025, Bank Negara Malaysia)

5.2 Overview and outlook of the building material industry in Malaysia

Building materials refer to materials used for construction purposes, or for home improvement or do-it-yourself (DIY) projects. Examples of building materials include concrete, steel and wood products.

The industry revenue for building materials grew from RM66.4 billion in 2019 to RM75.9 billion in 2025 at a CAGR of 2.3% during the period. Moving forward, Providence estimates that the industry revenue for building materials in Malaysia will reach an estimated RM84.7 billion by 2028, registering a CAGR of 3.9% between 2026 and 2028.

The growth of the building material industry in Malaysia has been, and is expected to continue to be, driven by the following factors:

- (i) Growth of the data centre market in Malaysia which will generate demand for building materials

Please refer to **Section 5.4** of this Circular for further information on the growth of the data centre market in Malaysia.

- (ii) Long-term growth in construction activities will generate demand for building materials

The construction of residential, commercial and industrial buildings as well as infrastructure can be depicted by the number of awarded construction projects in the country. Over the past 3 years, the number of awarded construction projects in Malaysia grew from 16,493 projects in 2023 to 19,924 projects in 2024, before declining to 18,960 in 2025.

Despite a slight dip in the number of awarded construction projects between 2024 and 2025, the construction industry's performance remained robust, as demonstrated by the value of work done which increased from RM158.8 billion in 2024 to RM178.6 billion in 2025, with a year-on-year increase of 12.5%.

Moving forward, the construction industry is expected to experience several major infrastructure awarded construction projects in 2026, following the first-year implementation of the Thirteenth Malaysia Plan (2026-2030). This will in turn benefit the building materials industry in Malaysia.

- (iii) Various Government initiatives will contribute to the growth of the building materials industry

The construction sector remains one of the major contributors to the nation's growth. In the Thirteenth Malaysia Plan (2026-2030), the Government of Malaysia has announced an allocation of RM430.0 billion for the period of 2026 to 2030 to finance the implementation of various development programmes and projects, including infrastructure, public transportation, schools, hospitals, affordable housing as well as flood mitigation projects.

Under Budget 2026, the Government of Malaysia has announced numerous projects by state, including infrastructure developments and upgrades of roads, highways, schools, clinics and flood mitigation projects. In light of this, a total of RM81.0 billion has been allocated towards these projects.

Thus, the building material industry in Malaysia is expected to be driven by the growth of the construction sector, which require the use of building materials.

(Source: IMR Report prepared by Providence)

5.3 Overview and outlook of the IT industry in Malaysia

IT industry encompasses the design, implementation and/or sale of IT solutions. IT solutions comprise IT equipment which refers to the physical components of an IT infrastructure, and IT software which refers to programs, applications and operation systems used to perform tasks, manage resources and enable Internet connectivity. Examples of IT equipment include servers and computers while examples of IT software include application software, operating systems and cloud subscriptions. These products form the IT infrastructure in data centres, offices and residential premises.

The IT industry in Malaysia, as depicted by the sales of IT equipment and software products in the country, grew from RM30.1 billion in 2019 to an estimated RM44.2 billion in 2025, registering a CAGR of 6.6% during the period. Providence forecasts the IT industry in Malaysia to grow by a CAGR of 6.1% between 2026 and 2028, to reach RM53.0 billion in 2028.

The IT industry has been, and will continue to be, driven by the following factors:

- (i) The growth of the data centre market in Malaysia will result in demand for IT solutions

Please refer to **Section 5.4** of this Circular for further information on the growth of the data centre market in Malaysia.

(ii) Government initiatives to encourage digitalisation, which would boost the IT industry

“Digital Economy” refers to the increasing adoption and utilisation of IT solutions in carrying out day-to-day operational tasks in businesses across various economic sectors in order to improve efficiency and facilitate globalisation. The transformative impact of the Digital Economy can be observed throughout various economic sectors including the banking sector (where cash-based transactions have shifted to online-based transactions), manufacturing sector (where manual operations can now be automated or remotely controlled) and retail sector (where stores are not limited to physical outlets but also electronic commerce platforms). The Digital Economy is expected to expand in Malaysia and as such, IT solutions will become increasingly essential in carrying out daily operational tasks. In Malaysia, the contribution of the Digital Economy to the country’s GDP has grown from 19.2% in 2019 to an estimated of 23.4% in 2024.

In February 2021, the Government of Malaysia launched MyDIGITAL, a national initiative which aims to transform Malaysia into a digitally-driven, high-income nation and a regional leader in digital economy. The MyDIGITAL maps out the strategies which will be undertaken in 3 phases (2021-2022, 2023-2025 and 2026-2030) to achieve the targeted outcomes of MyDIGITAL. The key thrusts in the MyDIGITAL pertaining to the IT industry are:

- (a) Build enabling digital infrastructure – providing access to extensive and high-quality digital infrastructure (such as broadband, data centres and cable landing stations) to better enable people, businesses and the Government of Malaysia to participate in the digital economy; and
- (b) Build trusted, secure and ethical digital environment – creating a conducive environment for businesses and society to reap the benefits of digital services without compromising safety, data security, privacy, reliability and ethical standards.

In May 2024, Google LLC announced an RM9.4 billion investment in Malaysia, which include the development of its first data centre and a Google Cloud region in the country. Subsequently, in August 2024, Amazon Web Services Inc. announced its plan to invest USD6.2 billion (RM26.5 billion) in Malaysia through 2038. Later in May 2025, Microsoft Corporation announced the general availability of its first cloud region in Malaysia, named Microsoft West, a hyperscale cloud infrastructure with AI capabilities located in Kuala Lumpur, which is part of its USD2.2 billion (RM9.4 billion) investment in the country. These investments reflect Malaysia’s growing appeal as a regional hub for cloud services.

Under Budget 2026, the Government of Malaysia has allocated RM53.0 million for the Malaysia Digital Acceleration Grant to boost the adoption of emerging technologies such as blockchain, AI and quantum computing. The Government of Malaysia has also proposed an additional 50% tax deduction for micro-, small- and medium-sized enterprises (“**MSMEs**”) on AI and cybersecurity training expenses to support the development of digital capabilities among businesses.

In addition, National AI Office (“**NAIO**”) was launched in December 2024 to spearhead the country’s AI agenda. Subsequently, in July 2025, the Government of Malaysia announced its aspiration to become an ‘AI Nation’ by 2030, with the digital economy expected to contribute 30.0% of the country’s GDP by then.

To this end, NAIO has outlined several key deliverables to be achieved, such as:

- (a) AI Technology Action Plan 2026-2030: A strategic roadmap to enhance the country’s competitiveness and confidence of foreign investors;
- (b) AI Adoption Regulatory Framework: A framework to promote ethical and sustainable AI adoption across various sectors; and
- (c) Acceleration of AI Technology Adaptation: Initiatives to promote the adoption of AI in key sectors.

The Government of Malaysia has also allocated RM18.1 million under Budget 2026 to NAI0 with a focus on supporting talent development, strengthening digital infrastructure and establishing an effective AI governance ecosystem.

Under the Thirteenth Malaysia Plan (2026-2030), the Government of Malaysia underscored its aim to strengthen the country's position as a digital innovation hub in Southeast Asia. Several measures will be undertaken, including integrating AI adoption across key sectors such as manufacturing, agriculture and healthcare to enhance productivity and competitiveness through technologies such as predictive analytics and robotics; as well as cultivating AI literacy through certification, upskilling and reskilling programmes.

These government initiatives to drive Digital Economy in Malaysia will lead to demand for IT solutions, thus benefiting IT industry in Malaysia.

- (iii) The move towards digitalisation of organisations, leading to an increased need for IT solutions

Digitalisation has played a major role in allowing organisations, including government-linked corporations and government agencies, to stay up-to-date with the current business environment while continuing business operations.

During the Coronavirus Disease 2019 (COVID-19) pandemic, lockdown measures were imposed globally to prevent the spread of the disease. This forced organisations to adapt to the situation with work-from-home arrangements for their employees. In order to ensure continued business productivity, organisations had to make use of technologies which could facilitate online collaboration, such as file sharing, messaging platforms, video conferencing and project management tools. The use of such technologies creates digital data, which require supporting IT solutions such as servers, data storage space and cloud services.

Globalisation has created more opportunities for organisations as they are no longer restricted to operating within their own country. With digitalisation, business operations such as sourcing of raw materials, production, marketing, distribution and support services can be sourced from other countries, thereby allowing organisations to lower their costs and gain larger market share as they are able to explore new opportunities in other countries.

Organisations need to take advantage of digitalisation to maintain competitiveness and explore new opportunities in today's evolving business environment. As more organisations make the move towards digitalisation, they will require supporting IT solutions which would benefit the IT industry.

(Source: IMR Report prepared by Providence)

5.4 Overview and outlook of the data centre market in Malaysia

A data centre is a facility that houses critical software applications and data. Data centres can be located on the premises of companies or at remote facilities, which are typically purpose-built data centres. These purpose-built data centres include hyperscale data centres, which are data centres that have been engineered for large-scale workloads and have a physical site that is large enough to house equipment (a minimum of 5,000 servers).

The data centre market in Malaysia grew from RM3.9 billion in 2020 to an estimated RM12.9 billion in 2025, at a CAGR of 27.0%. Moving forward, Providence estimates that the data centre market in Malaysia will grow from RM16.9 billion in 2026 to RM28.8 billion in 2028, registering a CAGR of 30.5%.

The growth of the data centre market in Malaysia has been, and is expected to continue to be driven by the following factors:

- (i) Foreign investments in data centres in Malaysia will spur the growth of the data centre market

Malaysia has attracted a number of multinational corporations to set up their data centres in the country. This is primarily due to the availability and stability in sources of electricity supply as well as minimal climate and tectonic disruptions in Malaysia. In addition, Malaysia also has a relatively low cost for establishing and operating data centres due to the availability of skilled talent and government initiatives.

In recent years, AI has been experiencing rapid growth across numerous industries. AI technology is used in various applications such as generating content, cybersecurity, Internet of Things, task automation, manufacturing, advertising, machine translation and autonomous driving. AI involves computers processing data, learning and solving problems, and requires a huge amount of resources such as electricity, water, hardware, memory and storage. This has led to surging demand for supporting infrastructure, namely data centres. Subsequently, global demand for data centres has grown exponentially. The data centre market in Southeast Asia has been growing, driven by its strategic location, cheaper resources and rapidly developing infrastructure. There are 628 data centres in the region, including 174 located in Malaysia.

Between 2021 and first half of 2025, approved data centre investments in the country amounted to RM144.4 billion. In 2024, 51.0% of foreign direct investment was for data centres. This was contributed by the introduction of the Digital Ecosystem Acceleration Scheme under Budget 2022 (which is effective until 31 December 2027) whereby digital technology providers and digital infrastructure providers such as data centres will be able to enjoy tax incentives including investment tax allowance of up to 100% on capital expenditure for up to 10 years.

Some of the major data centre projects invested by multinational corporations are as follows:

- NVIDIA Corporation has announced an investment worth USD4.3 billion (RM18.4 billion) for the development of an AI data centre in Johor;
- Microsoft Corporation has announced an investment worth USD1.0 billion (RM4.3 billion) for their first data centre region (which is a set of data centres that are linked together through a dedicated low-latency network and latency-defined perimeter) in Johor;
- Google LLC has committed an investment worth RM9.4 billion for the development of its first Google data centre and Google Cloud region in Kuala Lumpur;
- Amazon Web Services Inc. has announced an investment worth RM25.5 billion for the development of a new AWS Region;
- Bridge Data Centres Pte Ltd has acquired 136 acres of land in Selangor to expand its operations in Malaysia. It currently operates 4 data centres in Malaysia; and
- STACK Infrastructure, Inc. has announced a new hyperscale data centre campus in Johor Bahru's Iskandar Puteri, with an estimated value of RM7.0 billion.

As foreign investments in data centres continue to flow into the country, this will boost the data centre market in Malaysia.

(ii) Various initiatives and plans aimed to boost the development of data centres

The Government of Malaysia has implemented various initiatives and plans to transform Malaysia into a digitally-enabled economy across various sectors in the country. This will contribute to an increase in data volume, thereby creating demand for data centres to cater to the growth. Among the initiatives and plans implemented by the Government include the following:

- (a) Malaysia Digital Economy Blueprint, which aims to transform Malaysia into a digitally-enabled and technology driven high income nation, and a regional lead in digital economy by 2030. One of the initiative's aims is to establish an industry transformation programme to increase local data centre companies' capabilities in offering high-end cloud computing services, as well as customised cloud services through partnership with international key technology providers;
- (b) National Cloud Computing Policy ("**NCCP**"), which aims to position Malaysia as a world-class cloud computing hub by 2030. The Policy is built upon 5 key pillars, namely public sector transformation, private sector growth, data protection and sovereignty, digital inclusivity, and environmental sustainability. Through the NCCP, the Ministry of Digital aims to modernise government services through the adoption of cloud technology, boost economic growth and attract investments, foster competitiveness among MSMEs through incentivising cloud usage, enhancing data protection and privacy by strengthening data security frameworks, promoting digital literacy, and promote the use of resource-efficient and environmentally friendly cloud practices such as utilising green data centres and monitoring energy consumption;
- (c) National AI Action Plan, which is a roadmap coordinated by the NAIIO is designed to drive Malaysia's transition towards becoming an AI Nation. The Plan emphasises on ensuring Malaysia is prepared in terms of AI infrastructure, talent as well as establishing a robust governance framework, in order to become a globally competitive AI Nation by 2030;
- (d) Budget 2026, which has allocated RM5.9 billion for research, development, commercialisation and innovation across ministries to drive high-value and knowledge-based growth with a focus on AI, RM2.0 billion for the Sovereign AI Cloud aimed to secure national data and high performance computing, RM18.1 million to the NAIIO to lead regional AI governance, RM2.0 billion to develop the Sambungan Kabel Dasar Laut MADANI (SALAM), a cabling system spanning 3,190 kilometres, RM500.0 million allocation by Khazanah and Retirement Fund (KWAP) to boost local-global collaboration in the semi-conductor industry, and RM30.0 billion under GEAR-uP via GLICs to invest in local companies. In addition, Budget 2026 also includes RM25.0 million allocation to the Special Task Force on Agency Reform (STAR) to support digitisation efforts of public dealings as well as accelerate infrastructure development, allocation of up to RM1.0 billion in financing and grants to help local companies accelerate automation and digitalisation efforts, a 50% tax deduction for MSMEs for training costs related to AI and cybersecurity under MyMahir National AI Council for Industry (NAICI), RM53.0 million to the Malaysia Digital Acceleration Grant, and RM180.0 million to the NIMP Industrial Development Fund to finance high-impact industrial programmes in key-high-impact sectors such as semiconductor and AI;
- (e) Malaysia Digital Acceleration Grant – AI (MDAG-AI), which is a strategic funding initiative by Malaysia Digital Economy Corporation designed to accelerate the growth of Malaysian companies developing and commercialising AI solutions. The initiative supports high-value projects which aligns with the national AI investment strategy, providing up to 70% co-funding, capped at RM2.0 million to RM5.0 million depending on the project category, for the period of one year;

- (f) MyGovCloud@PDSA, which is a strategic effort between the Government and commercial cloud service providers, for government agencies to utilise cloud storage services; and
- (g) Green Lane Pathway, which is an exclusive pathway and strategic offering for data centres established in Malaysia. The goal of this initiative is to offer efficient and environmentally responsible solutions for data centre operators, while streamlining the onboarding process for data centres. The pathway features fast-track supply offerings for electricity, where data centres are connected three times faster than normal delivery times, thus significantly reducing implementation time, while also providing a One-Stop-Centre which offers 24/7 support.

By leveraging these initiatives effectively, Malaysia can grow towards a digital economy, which in turn will boost the demand for data centres.

- (iii) Higher number of Internet users will drive demand for data centres developments

As at the fourth quarter of 2025, Malaysia's mobile broadband penetration rate stood at 180.6%, growing from 131.7% as at the fourth quarter of 2019. This depicts the proliferation of Internet services as the population becomes more reliant on the use of Internet to carry out daily activities such as shopping, banking as well as entertainment.

The proliferation of the Internet will result in a growth in volume of data. This would, in turn, create demand for data centres to store and manage these data, which will support the growth of the data centre market.

- (iv) Growth in number of companies in the country will contribute to demand for data centres

The total companies in Malaysia grew from 1.3 million in 2019 to 1.7 million in 2025. As Malaysia undergoes digital transformation, more companies will be encouraged to embrace the digitalise in their business operations to gain a competitive edge over other industry players. Thus, as more companies embrace the use of technology in their business operations, there would be a growing demand for data centres to accommodate the increase in volume of data, thereby contributing to demand for data centres.

(Source: IMR Report prepared by Providence)

5.5 Overview and outlook of the service industry in Malaysia

The Services sector expanded by 8.0 per cent year-on-year in the fourth quarter of 2025, with revenue reaching RM677.8 billion.

The Wholesale & Retail Trade, Food & Beverage and Accommodation segment grew by 7.4 per cent, recording revenue of RM510.3 billion, the highest growth among the three preceding quarters. This expansion was supported by the hosting of large-scale international events, such as the ASEAN Summit, which brought high level leaders and international delegates to Malaysia. International visitor arrivals increased to 42.2 million persons, stimulating tourism-related subsectors including accommodation, transportation, food and beverage, retail trade and support services. Visitor spending generated positive spillover effects on domestic demand, thereby strengthening this segment's contribution to overall Services sector performance.

Household consumption was also supported by the SARA assistance programme, which helped improve household disposable income and sustain spending momentum. The continued flow of income support contributed to stable demand across both essential goods and selected discretionary spending, reinforcing the role of private consumption as a key contributor to Services sector activity.

On a quarter-on-quarter basis, the Services sector sustained its upward trajectory, with revenue rising by 2.7 per cent from the third quarter of 2025. This growth was supported by the Wholesale & Retail Trade, Food & Beverage and Accommodation segment (2.7%), followed by Information & Communication and Transportation & Storage (2.8%); Professional services, Real Estate and

Administrative & Support Services (2.2%) and Private Health, Private Education, Arts, Entertainment & Recreation and Personal Services & Other Activities segment (3.3%).

The total employment in the Services sector increased to 4.6 million persons, registering year-on-year growth of 2.5 per cent. This increase was driven mainly by the Transportation & Storage subsector, which expanded by 4.4 per cent, followed by the Wholesale & Retail Trade subsector with a growth of 2.9 per cent. From a quarter-on-quarter perspective, employment rose by 0.7 per cent, equivalent to an increase of 32.6 thousand persons.

E-commerce activities, as a key driver of the Services sector, recorded transaction values of RM1.3 trillion, increasing by 1.9 per cent year-on-year. This growth reflects continued adoption of digital purchasing channels by businesses and households, supporting overall Services sector activity and consumption.

Overall, the performance of the Services sector in 2025 reflects the resilience of Malaysia's economy, supported by robust domestic demand, ongoing digital transformation and high-impact investment flows. In 2026, the sector is expected to continue delivering encouraging performance, driven by the implementation of Visit Malaysia Year 2026 (VM2026), which is anticipated to further stimulate tourism activities, consumer-related spending and supporting services across the sector's value chain. In line with sustained momentum in tourism, the expansion of the digital economy and the shift towards a higher value-added business landscape, the Services sector is expected to maintain a sustainable growth trajectory.

(Source: Performance of Services Sector and E-commerce Income, Fourth Quarter 2025, Press Release by Department of Statistics Malaysia on 10 February 2026)

5.6 Overview and outlook of the F&B industry in Malaysia

The food & beverages and accommodation subsector expanded by 8.4% in the first half of 2025, spurred by higher hotel occupancy rates and increased patronage at restaurants. Building from the notable surge in visitor arrivals by 17.9% in the first half of the year, the subsector is expected to expand by 10.5% in the second half of the year. This improvement is expected to be buoyed by an influx of visitors for both business and leisure purposes along with numerous meetings, incentives, conferences and exhibitions (MICE) events in conjunction with ASEAN-Malaysia Chairmanship 2025. The upward momentum is boosted by improved accessibility through progressive visa policies and continuous improvement in regional connectivity as well as intensified promotional activities for Visit Malaysia 2026. The subsector is forecast to register a growth of 9.5% in 2025 and is poised to expand by 6.6% in 2026 in anticipation of higher visitor arrivals in conjunction with Visit Malaysia 2026 as well as numerous business and leisure events nationwide.

Headline inflation, as measured by the Consumer Price Index (CPI) averaged 1.4% in the first eight months of 2025. This outcome was shaped by steady domestic demand, stable global cost conditions and improved policies aimed at supporting household purchasing power. The food & beverages category, which constituted the largest share of 29.8% from the CPI basket, increased by 2.2% during the period. Within this category, food away from home was the primary contributor (4.5%), driven by robust demand for dining out and prepared meals as well as ongoing wage adjustments. Furthermore, rising input and operating costs in the food services sector also contribute to higher prices.

In terms of lifestyle, dining out has become a growing norm, particularly among urban households. Spending on restaurants & accommodation services has increased across all income groups. This supports the findings by Khazanah Research Institute (2025) that expenditure related to dining out is growing robustly, reflecting a clear shift toward convenience and time-saving choices, despite steady price pressures at 3.7% annually.

(Source: Economic Outlook 2026, Ministry of Finance Malaysia)

5.7 Future prospect of JOE Group

As stated in **Sections 5.2, 5.3, 5.4, 5.5 and 5.6** of this Circular, the building material industry, IT industry as well as the F&B industry in Malaysia are expected to grow further. Therefore, the Proposed Diversifications will enable the Group to partake in the growing demand of the aforementioned industries via the Trading Business.

The Group anticipates the successful negotiation of the supply contract which will present the Group with an opportunity to venture into the Trading Business. The Group has in place the following plans to carry out the Trading Business:

- (i) to leverage on the networking and connections of the key management personnel to source for reputable suppliers in relation to the Trading Business;
- (ii) to employ/redeploy a team to lead the day-to-day operations of the Trading Business. The team will mainly be responsible for the marketing and administrative functions of the Trading Business; and
- (iii) to seek and secure contracts in relation to the Trading Business. As part of the Group's plans to grow the Trading Business, the Group intends to seek and secure contracts from third parties by leveraging on the business network of the key management personnel.

Consumer preferences in urban areas have shifted towards experiential dining concepts, including fusion, bistros and social dining venues. In addition, the Group's properties located in Desa Sri Hartamas which is an established lifestyle and dining destination in Kuala Lumpur with a strong concentration of restaurants, cafes and nightlife establishments. The area also benefits from its proximity to residential and expatriate communities in Mont Kiara and surrounding neighbourhoods.

The Group has recognised the potential inherent to carrying out the F&B Business and will leverage on the experience and expertise of its strategic alliances, if any, as well as the experience and network of Koo Kien Yoon in the F&B industry in order to provide immediate access and various business opportunities for the Group's foray into the F&B Business.

Premised on the above and having considered the positive overview and outlook for the Malaysian building material industry, IT industry and F&B industry as set out in **Sections 5.2, 5.3, 5.4, 5.5 and 5.6** of this Circular, respectively, as well as the risks associated with venturing into the Trading Business and F&B Business. Barring any unforeseen circumstances, the Board is cautiously optimistic that the Trading Business and F&B Business would contribute positively to the Group's future earnings in the next 24 months.

(Source: Management of JOE)

6 RISK FACTORS

6.1 Business diversification risk

Subject to approval from the Shareholders for the Proposed Diversifications which will result in the diversifications to the Group's businesses to include Trading Business and F&B Business, the Group will be exposed to risks inherent to the respective industries as disclosed in **Sections 6.4 to 6.7** of this Circular.

Notwithstanding the above, the Group will conduct periodic reviews of the businesses, adopt prudent financial management and leverage the expertise and experiences of the key management personnel to limit the impact of the aforementioned risks. However, there can be no assurance that the Group may be able to successfully mitigate the various risks inherent in the Malaysian building material industry, IT industry and F&B industry.

6.2 Dependency on key management personnel

The business performance, success and future business growth of the Trading Business and F&B Business will depend, to an extent, on the skills, experience, competencies and continuous efforts of key management personnel as set out in **Section 2.3** of this Circular. The loss of such personnel simultaneously or within a short span of time without suitable and timely replacements, or the inability to attract and retain qualified and competent personnel could disrupt operations and adversely affect the Group's ability to secure and execute projects.

The Board is of the belief that with the adoption of suitable measures such as competitive remuneration packages and providing a conducive working environment to promote loyalty and productivity, the Group will be able to retain, attract and hire more talent to contribute towards the growth of the Trading Business and F&B Business. The Group will also seek to develop a broader pool of experienced personnel, both via recruitment and by fostering internal talent development to reduce reliance on any single individual.

6.3 No prior experience in the building material industry, IT industry and F&B industry

The Group is principally involved in the Automotive Batteries Segment and Investment Holding Segment.

Although the Group has no prior experience in the trading of building materials and IT equipment as well as carrying out F&B services and related activities, the Group intends to leverage on Koo Kien Yoon's experience in marketing, business development and management in order to execute the Group's foray into the Trading Business and F&B Business. Additionally, the Group is of the view that Tay Kok Hui and Choong Kai Loon bring suitable technical expertise to oversee the day-to-day operations of the Trading Business.

As such, the Group is confident that it will be able to recruit and assemble a team with the relevant expertise who will be able to adapt and ensure the smooth running of the Trading Business and F&B Business.

6.4 Regulatory and licensing risk

The Trading Business and F&B Business will be subject to various regulatory requirements, including the need to obtain and maintain relevant licences and permits required for the operations. Any changes in regulatory requirements or failure to comply with such requirements may affect the operation of the Trading Business and F&B Business.

The Group will ensure that the Trading Business and F&B Business are operated with necessary permits, including the liquor licences for the F&B Business as mandated by the local authorities by working closely with the external consultants and regulatory bodies to support the certification processes. However, there can be no assurance that the Group may be able to successfully obtain the licences from the local authorities.

6.5 Supply disruption risk

Memory chips are an integral component in the manufacturing of IT equipment. The recent global shortage of memory chips since late 2025 has been largely driven by an increase in demand for AI related IT equipment, which requires substantial volumes of memory to support its workloads. In response, the production of memory chips for AI applications were prioritised, leading to reduced supply of memory chips for other IT equipment.

As a result, the supply of IT equipment was disrupted, resulting in increased prices and extended procurement lead times. Such instances could adversely impact the Group's project timelines, potentially delaying revenue recognition for the financial year and adversely impacting its financial performance. Furthermore, if the Group is unable to pass on the increased IT equipment costs to customers, its profit margins may be negatively affected. Additionally, higher IT equipment prices may dampen demand for IT equipment, which could further impact the Group's business operations and overall financial performance.

To mitigate the risk, the Group intends to diversify its supplier base across multiple vendors to reduce on any single source as well as establishing strategic relationships and distributorship arrangements with key manufacturers and authorised distributors to secure priority allocation of products. The Group will also implement prudent procurement strategies such as advance purchasing for confirmed orders, maintaining an optimal level of buffer stock for critical components, and closely monitoring market trends to anticipate supply constraints.

Notwithstanding these measures, there can be no assurance that the Group will be able to successfully mitigate the prolonged supply disruption risks and any failure to do so may materially affect its operational and financial performance.

6.6 Competition risk

6.6.1 Trading Business

The Group's Trading Business is expected to face competition from both established industry players and new entrants offering similar services. In these markets, some competitors may possess greater financial resources, more extensive track records, broader networks and more integrated operations, enabling them to secure projects on more competitive terms.

To mitigate the risk, the Group aims to continuously enhance its operational efficiency, adopt industry best practices, maintain high service quality standards and foster strong relationships with clients, partners and suppliers. In pursuing these objectives, the Group will leverage its expertise and technical capabilities possessed by the key management personnel in the trading business. The Group also intends to keep abreast of developments in safety standards and regulatory requirements to ensure its offerings remain relevant and competitive.

Nevertheless, there can be no assurance that the Group will be able to compete effectively against existing and new competitors in these sectors. Any inability to do so could adversely affect its market share, revenue and profitability.

6.6.2 F&B Business

The F&B industry in Malaysia is highly competitive and characterised by a diverse range of market participants including, but not limited to, restaurants, cafes, street food vendors, catering services, and food delivery. Consumer tastes are highly susceptible to shifts driven by new product launches, aggressive marketing and pricing strategies. Further, the F&B industry's low barriers to entry will pose a significant risk to the Group's competitive position, as new competitors can enter the market with relative ease, thus increasing competition and making it harder for the Group to acquire market share.

As a new entrant to the F&B industry, the Group recognises the need to remain adaptable and innovative to meet the ever-evolving tastes and preferences of its target customers. Therefore, the Group will take proactive measures to remain competitive in this business by, amongst others, investing in product innovation and menu differentiation, anticipate changes in consumer tastes and preferences as well as making efforts in maintaining a competitive edge in terms of cost efficiency, service quality, product quality and reliability.

Nevertheless, there can be no assurance that the Group will be able to compete effectively against existing and new competitors with regard to the F&B Business. Any inability to do so could adversely affect its market share, revenue and profitability.

6.7 Risk relating to the Trading Business

The Proposed Diversification into Trading Business may expose the Group to risks inherent to the building material industry and IT industry, in which the Group has no prior experience. These may comprise, amongst others, general economic downturn in the global and regional economies, socio-political instability, changes in the legal and environmental framework in which the industries operate, as well as fluctuations in demand for building materials and IT equipment.

In particular, the on-going 2026 Iran war has resulted in a global shortage in oil and a significant rise in global oil prices. The significant increase in oil prices could adversely impact businesses in Malaysia, resulting in potential delays and/or cancellation of IT equipment orders. Any delays or cancellations of orders for the Group's products could impact the Group's revenue recognition for the financial year, thus adversely impacting the Group's financial performance.

Further, the on-going 2026 Iran war also restricts the availability of building materials such as aluminium and metals and raw materials for building materials such as plastic and ceramic products and tiles. As such, this has led to an increase in prices of building materials and fuel required for the execution of construction projects. Should the Group be unable to pass on the cost increases to its customers, its working capital, project margins and overall financial performance could be adversely affected. The increase in construction costs may also result in delays and/or cancellation of construction projects by its customers, which could accordingly adversely impact the Group's financial performance.

To mitigate the risk, the Group intends to adopt procurement and inventory management practices, such as maintaining optimal buffer stock levels for critical building materials and IT equipment and undertaking advance or order-backed purchases to manage lead times and price volatility.

Notwithstanding these measures, there can be no assurance that the Group will be able to successfully manage the risks inherent in the Trading Business and any failure to do so may materially affect its operational and financial performance.

6.8 Risk relating to the F&B Business

The Proposed Diversification into F&B Business may expose the Group to risks inherent to the F&B industry, in which the Group has no prior experience. These may comprise, amongst others, shifts in consumer tastes and preferences, rising input costs such as raw materials, labour and rental expenses, regulatory requirements including food safety and halal certification, as well as broader macroeconomic factors such as general economic downturn in the global and regional economies, socio-political instability, and changes in the legal and environmental framework in which the industry operates.

The day-to-day operational execution of running the F&B Business will heavily depend on recruiting and retaining experienced chefs and sufficient skilled workers. In addition, the labour-intensive nature of the F&B industry will expose the Group to the risk of labour shortages and high turnover of skilled personnel, which could adversely impact operational efficiency and service quality.

The Group seeks to mitigate the abovementioned risks by, amongst others, monitoring consumer trends in the market, seeking cost-effective suppliers, ensuring personnel in the F&B Business stay up to date on the latest regulatory requirements via providing training as well as offering competitive remuneration packages in recruiting and retaining skilled personnel.

Notwithstanding these measures, there can be no assurance that the Group will be able to successfully manage the risks inherent in the F&B Business and any failure to do so may materially affect its operational and financial performance.

7 EFFECTS OF THE PROPOSALS

7.1 Issued share capital and substantial shareholders' shareholdings

The Proposals will not have any effect on the issued share capital and the substantial shareholders' shareholdings in the Company as there is no issuance of new Shares in JOE involved.

7.2 NA and gearing level

Barring any unforeseen circumstances, the Proposals are not expected to have any immediate material effect on the NA and gearing level of JOE Group for the 18-month FPE 30 September 2026. However, the earnings to be derived from the Trading Business and F&B Business may have a positive impact on the future NA of JOE Group.

7.3 Earnings and EPS

The Proposals are not expected to have any immediate material effect on the earnings and EPS of JOE Group for the 18-month FPE 30 September 2026. Nevertheless, barring any unforeseen circumstances, the Proposed Diversifications are expected to contribute positively to the future earnings and EPS of JOE Group.

8 APPROVALS REQUIRED

The Proposals are subject to the approval of the Shareholders at the forthcoming EGM.

The Proposed Variation is subject to the approval being obtained from the Shareholders at the forthcoming EGM as the Proposed Variation, when aggregated, would be a material change that exceeds 25% of the total proceeds raised from the 2021 Private Placement and the 2021 Rights Issue pursuant to Paragraph 8.22(1)(a) of the Listing Requirements.

9 INTER-CONDITIONALITY

The Proposed Diversifications are not inter-conditional upon each other.

The Proposed Variation is conditional upon the Proposed Diversifications but not vice versa.

Save for the above, the Proposals are not inter-conditional upon any other proposals undertaken or to be undertaken by the Company.

10 OUTSTANDING PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposals, the Board confirms that there is no other corporate exercise which has been announced but not yet completed as at the date of this Circular.

11 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors and/or Major Shareholders of JOE and/or persons connected to them have any interest, either direct or indirect, in the Proposals.

12 DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposals including but not limited to the rationale, prospects and risk factors of the Proposals, is of the opinion that the Proposals are in the best interest of the Company.

Accordingly, the Board recommends that you vote **in favour** of the resolutions in relation to the Proposals to be tabled at the forthcoming EGM.

13 ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposals are expected to take effect immediately upon obtaining the Shareholders' approval at the forthcoming EGM.

14 ADVISER

SCA has been appointed as the Adviser for the Proposals.

15 EGM

The forthcoming EGM of JOE will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 4 June 2026 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the ordinary resolution to give effect to the Proposals.

If you are unable to attend/participate in the EGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited at the registered office of the Company situated at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or via email at sharereg@prosec.com.my not less than 48 hours before the date and time for holding the EGM indicated below. The completion and lodging of the Form of Proxy will not preclude a shareholder from attending and voting at the EGM should the shareholder subsequently wish to do so and in such an event, the Form of Proxy shall be deemed to have been revoked.

16 FURTHER INFORMATION

You are advised to refer to the attached appendix for further information.

Yours faithfully

For and on behalf of the Board,
JOE HOLDING BERHAD

KOO KIEN YOON

Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading or incorrect.

2. CONSENT AND CONFLICT OF INTEREST

2.1 SCA

SCA, as the Adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

SCA has confirmed that there is no conflict of interest which exists or is likely to exist in its capacity as the Adviser for the Proposals.

2.2 Providence

Providence, as the IMR for the Proposed Diversifications, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

Providence has confirmed that there is no conflict of interest which exists or is likely to exist in its capacity as the IMR for the Proposed Diversifications.

3. MATERIAL CONTRACTS

Save as disclosed below, the Board confirmed that there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within two (2) years immediately preceding the date of this Circular:

- (i) Sale and Purchase Agreement dated 21 March 2024 between Sri Lingga Sdn Bhd ("**Sri Lingga**") and GPAB ("**Sri Lingga Agreement**"), a wholly-owned subsidiary of JOE, wherein Sri Lingga had agreed to sell to GPA all that piece of leasehold vacant land held under individual title known as HSD 17888 PT 1373, Mukim Kuala Linggi, Daerah Alor Gajah, Negeri Melaka measuring approximately 4.4897 hectares for the purchase price of RM8,200,000.00. As at the LPD, the Sri Lingga Agreement has been terminated upon the mutual agreement of Sri Lingga and GPA.

4. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

Save as disclosed below, the Board confirmed that the Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the Group and the Board is not aware of any proceedings pending or threatened, or of any facts likely to give rise to any proceedings, which might materially and adversely affect the business or financial position of the Group as at the LPD:

(i) Legal suit between Battery Solutions Sdn Bhd ("**BSSB**") and GPAB

On 2 September 2015, BSSB had filed a Writ of Summons together with a Statement of Claim at the Kuala Lumpur High Court of Malaya against GPAB, a subsidiary of JOE, for, amongst others, the claim in the sum of RM1,213,989.93 premised on the alleged breach of three contracts entered into between BSSB and GPAB ("**Contracts**"). Under the Contracts, amongst others, GPAB had outsourced the manufacturing of grid panels to BSSB and BSSB was to produce the grid panels using antimony lead purchased from

FURTHER INFORMATION (Cont'd)

GPAB. The main contended issue between BSSB and GPAB was whether GPAB was required to order a minimum of 250,000 grid panels monthly.

Pursuant to the High Court's decision on 28 September 2016, the High Court had held, amongst others, that GPAB had breached the Contracts, that the sum of RM1,213,989.93 is to be paid by GPAB to BSSB as damages and that interest at the rate of 5% per annum on RM1,213,989.93 is awarded from 29 June 2015 until full and final settlement thereof, that GPAB's counterclaim is dismissed, and that costs of RM50,000.00 are awarded to BSSB subject to an allocator fee (collectively, the "**High Court's Judgment**").

On 14 October 2016, GPAB had filed a Notice of Appeal to the Court of Appeal to appeal against the High Court's Judgment ("**Appeal to the Court of Appeal**"). On 9 July 2018, the Court of Appeal held, amongst others, that the Appeal to the Court of Appeal was allowed with costs of RM80,000.00 awarded to GPAB subject to an allocator fee and that the High Court's Judgment be set aside ("**Court of Appeal's Decision**").

On 7 August 2018, BSSB had filed a Notice of Motion to the Federal Court for, amongst others, leave to appeal to the Federal Court against the Court of Appeal's Decision ("**Notice of Motion**"). On 22 January 2019, the Federal Court had, among others, allowed the Notice of Motion and granted leave to BSSB to appeal to the Federal Court ("**Appeal to the Federal Court**").

On 4 May 2021, the Federal Court held, amongst others, that the Appeal to the Federal Court is allowed, that the Court of Appeal's Decision is set aside, that the case be remitted to the High Court for the assessment of damages, and that costs of RM80,000.00 are awarded to BSSB subject to an allocator fee.

On 9 August 2021, BSSB had filed a Notice of Appointment of Assessment of Damages at the High Court for damages to be assessed. On 19 June 2025, the High Court ordered, amongst others, for GPAB to pay RM1,963,132.65 as damages to BSSB ("**Damages**") along with interest of 5% per annum on the Damages from 28 September 2016 until full and final settlement thereof, for GPAB to pay the expert witness's costs of RM50,275.80 to BSSB, and for GPAB to pay costs of RM40,000.00 to BSSB (collectively, the "**High Court's Decision on the Assessment of Damages**").

On 2 July 2025, GPAB had filed a Notice of Appeal to the Court of Appeal to appeal against the High Court's Decision on the Assessment of Damages ("**Appeal on Assessment of Damages**").

Whilst the Appeal on Assessment of Damages is ongoing, a Consent Order was recorded at the High Court on 4 August 2025 between GPAB and BSSB whereby, amongst others, any enforcement of the High Court's Decision on the Assessment of Damages will be stayed, pending the resolution of the Appeal on Assessment of Damages.

As at the LPD, the following dates were fixed by the Court of Appeal in respect of the Appeal on Assessment of Damages:

- 4 August 2026 for the parties to file their respective Written Submissions;
- 18 August 2026 for the parties to file their respective Written Submissions In Reply;
- 19 August 2026 for the parties to attend a case management; and
- 2 September 2026 for the hearing of the Appeal on Assessment of Damages at the Court of Appeal.

FURTHER INFORMATION (Cont'd)

5. MATERIAL COMMITMENTS

As at the LPD, the Board confirms that there is no material commitment incurred or known to be incurred by the Group which may have material impact on the financial position of the Group.

6. CONTINGENT LIABILITIES

As at the LPD, there are no contingent liabilities incurred or known to be incurred by the Group, which upon becoming enforceable may have a material effect on the business or financial position of the Group.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of JOE at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan during normal business hours from 8.30 a.m. to 5.30 p.m. from Monday to Friday (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of the forthcoming EGM:

- (i) the Constitution of JOE;
- (ii) JOE's audited consolidated financial statements for the FYEs 31 March 2024 and 31 March 2025 as well as 9-month FPE 31 December 2025;
- (iii) IMR Report as referred to **Sections 5.2, 5.3 and 5.4** of this Circular;
- (iv) the letter of consent and conflict of interest as referred to **Section 2** of this Appendix; and
- (v) the cause papers as referred to **Section 5** of this Appendix.



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of JOE Holding Berhad (“**JOE**” or the “**Company**”) will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 4 June 2026 at 11.00 a.m., or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF JOE AND ITS SUBSIDIARIES TO INCLUDE THE TRADING AND SUPPLY OF BUILDING MATERIALS AS WELL AS INFORMATION TECHNOLOGY EQUIPMENT (“PROPOSED DIVERSIFICATION INTO TRADING BUSINESS”)

“**THAT** subject to the provisions of the Constitution of JOE and its subsidiaries (“**JOE Group**”), the Main Market Listing Requirements (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of the relevant authorities and/or relevant parties, where required, approval be and is hereby granted to JOE Group to diversify the existing businesses of JOE Group to include the trading and supply of building materials as well as information technology equipment.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do all acts, deeds and things as may be required to give full effect to the Proposed Diversification into Trading Business with full powers to assent to any conditions, modifications, variations, and/or amendments in any manner as may be required or imposed by any relevant authorities and to take all such steps and do all acts and things as the Board may deem fit or expedient to implement, finalise and give full effect to the Proposed Diversification into Trading Business.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF JOE AND ITS SUBSIDIARIES TO INCLUDE THE FOOD AND BEVERAGES BUSINESS (“PROPOSED DIVERSIFICATION INTO F&B BUSINESS”)

“**THAT** subject to the provisions of the Constitution of JOE Group, the MMLR of Bursa Securities and the approvals of the relevant authorities and/or relevant parties, where required, approval be and is hereby granted to JOE Group to diversify the existing businesses of JOE Group to include the food and beverages business.

AND THAT the Board of the Company be and is hereby authorised to do all acts, deeds and things as may be required to give full effect to the Proposed Diversification into F&B Business with full powers to assent to any conditions, modifications, variations, and/or amendments in any manner as may be required or imposed by any relevant authorities and to take all such steps and do all acts and things as the Board may deem fit or expedient to implement, finalise and give full effect to the Proposed Diversification into F&B Business.”

ORDINARY RESOLUTION 3

PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM THE PREVIOUS PRIVATE PLACEMENT AND RIGHTS ISSUE EXERCISES (“PROPOSED VARIATION”)

“**THAT** subject to the approval of all the relevant authorities, where required, approval be and is hereby given to the Company for the variation to the utilisation of proceeds previously raised from the private placement and rights issue exercises undertaken by the Company that were completed on 13 January 2021 and 28 May 2021, respectively, in the manner as set out in Section 3 of the Circular dated 8 May 2026 (“**Circular**”).

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Variation with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Variation.”

BY ORDER OF THE BOARD OF JOE HOLDING BERHAD

ADELINE TANG KOON LING (LS 0009611)
(SSM PC No. 202008002271)
Company Secretary

Selangor Darul Ehsan
8 May 2026

Notes:

1. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one 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 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 shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the Company situated at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or email to shareg@prosec.com.my or fax to 03-3008 1124 not less than forty-eight (48) hours before the time appointed for holding this meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
6. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.

7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 25 May 2026, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
8. Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, the resolutions set out in this Notice will be put to vote by way of poll.
9. The members are encouraged to refer the Administrative Guide on registration and voting process for the general meeting.
10. Personal Data Privacy

By registering for the meeting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the meeting 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 meeting; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (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 Purposes; 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.



HOLDING BERHAD

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

FORM OF PROXY

Table with 2 rows: CDS ACCOUNT NO. and NO. OF SHARES HELD

I/We: (FULL NAME IN BLOCK LETTERS)

(NRIC No./Passport No./Company Registration No.:

of (FULL ADDRESS)

Email Address: Contact No.:

being a member/members of JOE HOLDING BERHAD, hereby appoint

Table with 3 columns: Name of Proxy, NRIC No./Passport No., % of Shareholding to be Represented; Address; Email Address, Contact No.

*and/or failing *him/her

Table with 3 columns: Name of Proxy, NRIC No./Passport No., % of Shareholding to be Represented; Address; Email Address, Contact No.

or failing him, the CHAIRMAN OF THE MEETING as *my/our proxy to vote for *me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of JOE Holding Berhad ("JOE" or the "Company") which will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 4 June 2026 at 11.00 a.m., or at any adjournment thereof.

Table with 3 columns: ORDINARY RESOLUTIONS, FOR, AGAINST. Rows include Proposed Diversification into Trading Business, Proposed Diversification into F&B Business, Proposed Variation.

* Delete if not applicable

(Please indicate with an "X" in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated this day of 2026.

Signature(s) of member(s)



Notes:

1. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one 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 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 shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the Company situated at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or email to shareg@prosec.com.my or fax to 03-3008 1124 not less than forty-eight (48) hours before the time appointed for holding this meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
6. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 25 May 2026, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in this Notice will be put to vote by way of poll.
9. The members are encouraged to refer the Administrative Guide on registration and voting process for the general meeting.
10. Personal Data Privacy

By submitting an instrument appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 8 May 2026.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretary
JOE HOLDING BERHAD
Registration No. 199901018997 (493897-V)
c/o Prosec Corporate Services Sdn Bhd
DF2-09-02, Level 9, Persoft Tower
6B, Persiaran Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan

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