

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting ("3rd AGM" or "AGM") of Jishan Berhad ("Jishan" or "the Company") will be held virtually from the Meeting Room of Jishan, Lot 20575, Mukim 7, Jalan Bukit Panchor, 14300 Nibong Tebal, Pulau Pinang (formerly known as Lot 20384) as the **Broadcast Venue** and via the **VirtualeAGM e-portal** at www.vpoll.com.my (Domain Registration No. D1A457149) on Friday, 17th June 2022 at 2.30 p.m. for the transaction of the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. Ordinary Resolution 1
2. To approve the payment of Directors' Fees of not exceeding RM 24,000.00 to each Executive Director for the period from 18 June 2022 to the 4th AGM of the Company:- Ordinary Resolution 2
 - (a) Ng Eng Siong Ordinary Resolution 3
 - (b) Khor Keow Kuang Ordinary Resolution 4
 - (c) Ang Chee Beng Ordinary Resolution 5
 - (d) Cheah Teik Hee
 - (e) Toh Mei Yong
3. To approve the payment of Director's Fee of not exceeding RM 48,000.00 and Benefits of not exceeding RM4,000.00 to the Non-Executive Director for the period from 18 June 2022 to the 4th AGM of the Company. Ordinary Resolution 6
4. To re-elect the following Directors retiring pursuant to Article 18.3 of the Company's Constitution and who, being eligible, offer themselves for re-election:- Ordinary Resolution 7
 - (a) Ir. Razali Bin Budin Ordinary Resolution 8
 - (b) Cheah Teik Hee
5. To re-elect Toh Mei Yong, the Director retiring pursuant to Article 18.10 of the Company's Constitution and who, being eligible, offer herself for re-election. Ordinary Resolution 9
6. To re-appoint Messrs. BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 10

SPECIAL BUSINESS

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

7. **AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ISSUE SHARES**
 "THAT, subject always to the Companies Act, 2016 ("the Act"), the Company's Constitution, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deemed fit, PROVIDED that the aggregate number of the shares to be issued pursuant to this Resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued." Ordinary Resolution 11
8. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED MANDATES")**
 "THAT subject to the provisions of the Company's Constitution, approval be hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.2 of the Circular to Shareholders dated 17 May 2022, provided that such transactions are necessary for the day-to-day operations; and undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company.
 THAT such approval shall continue to be in force until:-
 (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
 (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed by law pursuant to Section 340(4) of the Act); or
 (c) revoked or varied by a resolution passed by the shareholders in a general meeting;
 whichever is the earlier;
 AND THAT the Board be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Mandates." Ordinary Resolution 12
9. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

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

Secretary

Penang
17 May 2022

Notes:-

1. **IMPORTANT NOTICE**
 The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting.
 Shareholder(s) or proxy(ies) or attorney(s) or authorized representative(s) **ARE NOT ALLOWED** to attend the 3rd AGM in person at the Broadcast Venue on the day of the meeting.
 Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 3rd AGM via the Remote Participation and Voting facilities ("RPV") provided by AI Smartual Learning Sdn Bhd ("AI Smartual") via its website at www.vpoll.com.my ("VirtualeAGM"). **Please follow the "VirtualeAGM User Guide" which are set out in the Administrative Guide of Third Annual General Meeting in order to participate remotely via RPV.**
2. A member of the Company entitled to attend and vote at a meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead at the same meeting.
3. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age.
4. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either:-
 (a) under the corporation's seal; or
 (b) signed under the hand of an officer or attorney duly authorised.
 In the case of (b) be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
8. To be valid the Proxy Form duly completed must be deposited at the office of the Share Registrar of the Company, Aldpro Corporate Services Sdn. Bhd. situated at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than forty-eight (48) hours before the time for holding the 3rd AGM or any adjournment thereof.
9. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is **Wednesday, 15 June 2022 at 2.30 p.m.**

General Meeting Record of Depositors

11. Only a depositor whose name appears on the Record of Depositors of the Company as at 9 June 2022 shall be entitled to attend this AGM or appoint proxies to attend, participate, speak and/or vote on his/her behalf.

Ordinary Business

12. **Audited Financial Statements for financial year ended 31 December 2021**
 The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
13. **Ordinary Resolutions 1, 2, 3, 4 and 5 – To approve the payment of Directors' Fees of not exceeding RM24,000.00 to each Executive Director for the period from 18 June 2022 to the 4th AGM of the Company**

The proposed Ordinary Resolutions 1, 2, 3, 4 and 5 are to facilitate the payment of Directors' Fees of not exceeding RM24,000 to each Executive Director for the period from 18 June 2022 to the 4th AGM of the Company. In the event, the Directors' fees proposed are insufficient, the Board will seek the approval from the shareholders at the next AGM for additional fees to meet the shortfall.

14. **Ordinary Resolution 6 – To approve the payment of Director's Fee of not exceeding RM48,000.00 and Benefits of not exceeding RM4,000.00 to the Non-Executive Director for the period from 18 June 2022 to the 4th AGM of the Company**
 The proposed Ordinary Resolution 6, if passed, will enable the Company to pay the Director's fee of not exceeding RM48,000.00 and Benefits of not exceeding RM4,000.00 to the Non-Executive Director of the Company for the period from 18 June 2022 to the 4th AGM of the Company.
15. **Ordinary Resolutions 7, 8 and 9 – Re-election of Directors**
 Article 18.3 of the Company's Constitution provides that 1/3 of the Directors of the Company shall retire by rotation at an AGM; and if the first annual general meeting had not yet been held when the Constitution was adopted, all the Directors will retire at that first meeting. A retiring Director shall retain office until the close of the meeting at which he retires.
 Article 18.10 of the Company's Constitution states that the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but the total number of Directors shall not at any time exceed the number fixed in accordance with the Constitution. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
 A retiring director shall be eligible for re-election and shall retain office until the close of the meeting at which he retires. The retiring Director had consented to his/her re-election and abstained from deliberation and decision on his/her own eligibility to stand for re-election.
16. **Ordinary Resolution 10 – Re-appointment of Auditors**
 The Board has assessed the suitability and independence of the external auditors and recommended the re-appointment of Messrs. BDO PLT as external auditors of the Company to be tabled to the shareholders for approval at this AGM of the Company.

Special Business

17. **Ordinary Resolution 11 - Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares**
 The proposed Ordinary Resolution 11, if passed, will give authority to the Board of Directors to issue and allot ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.
 As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last annual general meeting which will lapse at the conclusion of the Third Annual General Meeting.
 This renewed general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
18. **Ordinary Resolution 12 - Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Mandates")**
 The proposed resolution, if passed, will allow the Group to enter recurrent related party transactions of a revenue or trading nature.
 This authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held (but will not extend to such extension as may be allowed by law) or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.
 Please refer to the Circular to Shareholders dated 17 May 2022 for further information.