

NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting ("4th AGM" or "AGM") of Jishan Berhad ("Jishan" or the "Company") will be held virtually from the Conference Room of Jishan, Lot 20575, Mukim 7, Jalan Bukit Panchor, 14300 Nilong Tebal, Pulau Pinang (formerly known as Lot 20384) as the **Broadcast Venue** and via the VirtualAGM e-portal at www.vpoll.com.my (Domain Registration No. D1A457149) on Friday, 16 June 2023 at 2.30 p.m. for the transaction of the following business:

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
- To approve the payment of Directors' Fees of not exceeding RM 24,000.00 to each Executive Director for the period from 17 June 2023 to the 5th AGM of the Company:-
 - Ng Eng Siong **Ordinary Resolution 2**
 - Khor Keow Kuang **Ordinary Resolution 3**
 - Ang Chee Beng **Ordinary Resolution 4**
 - Cheah Teik Hee **Ordinary Resolution 5**
 - Toh Mei Yong **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 17 June 2023 to the 5th AGM of the Company. **Ordinary Resolution 7**
- 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:-
 - Ng Eng Siong **Ordinary Resolution 8**
 - Ang Chee Beng **Ordinary Resolution 9**
- To re-appoint Messrs. BDO PLT as Auditors of the Company 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:

- AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ISSUE SHARES** **Ordinary Resolution 10**

"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, deem 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.

And That pursuant to Section 85 of the Act read together with Article 13.2 of the Company's Constitution, approval be and is hereby given to the Company to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act."

- 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")** **Ordinary Resolution 11**

"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 28 April 2023, 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:-

- 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;
 - 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
 - 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.

- 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

28 April 2023

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 4th 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 4th 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 ("VirtualAGM"). **Please follow the "VirtualAGM User Guide" which are set out in the Administrative Guide of Fourth Annual General Meeting in order to participate remotely via RPV.**

- 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.
- 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either:-
 - under the corporation's seal; or
 - 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.
- 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.
- 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.
- 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 B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the 4th AGM or any adjournment thereof.
- Please ensure **ALL** the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Wednesday, 14 June 2023 at 2.30 p.m.**

General Meeting Record of Depositors

- Only a depositor whose name appears on the Record of Depositors of the Company as at **6 June 2023** 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 2022

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 17 June 2023 to the 5th 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 17 June 2023 to the 5th 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 17 June 2023 to the 5th 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 17 June 2023 to the 5th AGM of the Company.

15. Ordinary Resolutions 7 and 8 – 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.

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 Directors 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 9 – 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 10 - Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares

The proposed Ordinary Resolution 10, 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 4th Annual General Meeting.

By voting in favour, the shareholders of the Company will waive their statutory pre-emptive right and thus will allow the Directors to issue new shares to any person under the General Mandate without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

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 11 - 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 28 April 2023 for further information.