

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Company will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort Berhad, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 1 December 2022 at 9:30 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and the Auditors thereon. **(Refer to Explanatory Note 1)**
2. To approve the payment of Directors' fees amounting to RM139,776.00 for the financial year ended 30 June 2022. **(Resolution 1)**
3. To approve an amount of up to RM50,000.00 as benefits payable to the Non-Executive Directors from 2 December 2022 until the next Annual General Meeting of the Company to be held in year 2023. **(Resolution 2)**
4. To re-elect the following Directors who shall retire by rotation pursuant to Clause 117 of the Company's Constitution and being eligible, have offered themselves for re-election:
 - (a) Datin Wang Mei Ling **(Resolution 3)**
 - (b) Mr. Goh Kok Sing **(Resolution 4)**
5. To re-elect the following Directors who shall retire pursuant to Clause 116 of the Company's Constitution and being eligible, have offered themselves for re-election:
 - (a) Ms. Chong Kur Sen **(Resolution 5)**
 - (b) Ms. Chua Hui Chen **(Resolution 6)**
 - (c) Ms. Jamilah binti Kamal **(Resolution 7)**
6. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**
7. As Special Business:

To consider and, if thought fit, with or without any modifications, to pass the following resolutions as ordinary resolutions:

(a) ORDINARY RESOLUTION NO. 1
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

"**THAT** subject to the provisions of the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being; **THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities; **THAT** pursuant to Section 85 of the Act to be read together with Clause 13 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act; **AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 9)**

(b) ORDINARY RESOLUTION NO. 2
PROPOSED SHARE BUY-BACK OF UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

"**THAT** subject to the provisions of the Companies Act 2016 ("**Act**"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and any other applicable laws, guidelines, rules and regulations for the time being in force, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("**JF Shares**") as may be determined by the Directors from time to time through Bursa Malaysia Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate number of JF Shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the Company's total number of issued shares as at the point of purchase(s); **THAT** the maximum amount of funds to be allocated for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited/unaudited financial statements of the Company (where applicable) available at the time of the purchase(s); **THAT** authority be and is hereby given to the Directors to decide, at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any of the JF Shares so purchased by the Company in the following manners: (i) the JF Shares so purchased could be cancelled or transferred; or (ii) the JF Shares so purchased could be retained as treasury shares for distribution as dividends or bonus shares to the shareholders of the Company and/or be resold through Bursa Malaysia Securities in accordance with the relevant rules of Bursa Malaysia Securities and/or transferred in accordance with the Act and/or be cancelled subsequently; or (iii) combination of items (i) and (ii) above;

THAT the authority conferred by this resolution will be effective immediately from the passing of this resolution and shall continue to be in force until: (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time the said authority would lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or (c) the authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting, whichever occurs first; **AND THAT** the Directors be and are hereby authorised to take such steps as are necessary or expedient to implement or to effect the purchase(s) of the JF Shares with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto." **(Resolution 10)**

8. To transact any other ordinary business for which due notice have been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243)

Company Secretaries

Kuala Lumpur
26 October 2022

Explanatory Notes:
1) Audited Financial Statements for the financial year ended 30 June 2022

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the formal approval of the shareholders of the Company and hence, is not put forward for voting.

2) Resolution 2 – Directors' benefits

The Directors' benefits comprise the meeting allowances payable to the Non-Executive Directors. In determining the estimated total Directors' benefits, the size of the Board of Directors ("**Board**") and Board Committees and the number of meetings estimated to be held were taken into consideration.

3) Resolutions 3 and 4 – Re-election of Directors who retire by rotation pursuant to Clause 117 of the Constitution of the Company

Pursuant to Clause 117 of the Constitution of the Company, at every AGM of the Company, one-third (1/3rd) of the Directors for the time being or, if the number is not three (3) or a multiple of three (3), the number nearest to one-third (1/3rd) shall retire from office and be eligible for re-election. A Director retiring at a meeting shall retain office until the conclusion of the meeting. A retiring Director shall be eligible for re-election. Hence, two (2) out of seven (7) Directors are to retire in accordance with Clause 117 of the Constitution of the Company.

For the purpose of determining the eligibility of the Directors to stand for re-election at the Sixteenth AGM of the Company, the Board through its Nomination Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which includes the following: (i) Performance and effectiveness of the Board as a whole, Board Committees and individual Directors; and (ii) Fit and proper assessment.

Based on the results of the abovementioned evaluations, the Board considered the performance of Datin Wang Mei Ling and Mr. Goh Kok Sing (each referred to as "**retiring Director**") to be effective. The retiring Directors were able to meet the Board's expectations in terms of experience, expertise, integrity, competency, participation and contribution. Each retiring Director demonstrates a commitment to the role and has sufficient time to meet his/her commitment to the Company. The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board. The details of the retiring Directors are available in the Directors' Profile of the Annual Report 2022.

4) Resolutions 5 to 7 – Re-election of Directors who retire pursuant to Clause 116 of the Company's Constitution

Pursuant to Clause 116 of the Constitution of the Company, the Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, so long as the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with the Constitution of the Company. Any Director so appointed shall hold office only until the conclusion of the next AGM of the Company and shall be eligible for re-election at such meeting.

For the purpose of determining the eligibility of the Directors to stand for re-election at the Sixteenth AGM of the Company, the Board through its Nomination Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which includes the following: (i) Independence of the Independent Non-Executive Directors; and (ii) Fit and proper assessment.

Based on the results of the abovementioned evaluations, the Board considered that Ms. Chong Kur Sen, Ms. Chua Hui Chen and Ms. Jamilah binti Kamal were able to meet the Board's expectations in terms of experience, expertise, integrity, competency, participation and contribution. The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board. The details of the retiring Directors are available in the Directors' Profile of the Annual Report 2022.

5) Resolution 9 – Authority to issue shares pursuant to the Companies Act 2016 ("Act**")**

The proposed adoption of the Ordinary Resolution No. 1 is for the purpose of granting a renewed general mandate ("**General Mandate**") and empowering the Directors pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

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 Fifteenth AGM of the Company held on 2 December 2021 and which will lapse at the conclusion of the Sixteenth AGM of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

6) Resolution 10 – Proposed share buy-back of up to ten per centum (10%) of the total number of issued shares of the Company

The proposed adoption of Ordinary Resolution No. 2, if passed, will enable the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Unless revoked or varied by the Company in a general meeting, this authority will expire at the conclusion of the next AGM of the Company.

Please refer to the Statement to Shareholders dated 26 October 2022 for further information.

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 24 November 2022 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote in his/her stead. Where the member appoints two (2) proxies in relation to a Meeting, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
3. A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (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.
5. The instrument appointing a proxy shall be in writing under the hand of the member or of his/her attorney duly authorised in writing or, if the member is a corporation, under its common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting. The lodging of the Form of Proxy does not preclude any shareholder from attending and voting at the Meeting should any shareholder subsequently wishes to do so, provided a Notice of Termination of Authority to act as Proxy is given to the Company and deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the Meeting or any adjournment thereof. All resolutions set out in the Notice of Sixteenth AGM are to be voted by poll.