

## NOTICE OF POSTPONED EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Postponed Extraordinary General Meeting of Johan Holdings Berhad ("Johan" or "Company") will be held at George Kent Technology Centre, 1115, Jalan Puchong, Taman Meranti Jaya, 47120 Puchong, Selangor Darul Ehsan on Wednesday, 15 April 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:-

### ORDINARY RESOLUTION

**PROPOSED DISPOSAL BY PRESTIGE CERAMICS SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF JOHAN HOLDINGS BERHAD ("JOHAN" OR THE "COMPANY") OF A PIECE OF FREEHOLD LAND MEASURING APPROXIMATELY 112,396 SQUARE METRES, HELD UNDER GRN 150651, LOT NO. 1115, BATU 15, JALAN PUCHONG, 47100 PUCHONG, SELANGOR DARUL EHSAN TO ASPECT POTENTIAL SDN BHD, FOR A TOTAL DISPOSAL CONSIDERATION OF RM127,000,000 TO BE SATISFIED VIA A COMBINATION OF CASH AND PAYMENTS IN KIND ("PROPOSED DISPOSAL")**

**"THAT** subject to approvals of all relevant authorities and/ or parties being obtained, approval be and is hereby given for Prestige Ceramics Sdn Bhd ("PCSB") to proceed with, carry out and implement the Proposed Disposal in accordance with the terms and conditions of the conditional sale and purchase agreement dated 27 November 2019 ("SPA"), entered into between PCSB and Aspect Potential Sdn Bhd. The salient terms of the SPA are set out in Appendix II of the Circular to shareholders of Johan dated 10 March 2020 ("Circular");

**AND THAT** the Board be and is hereby authorised to take all such steps, do all acts, deeds and things and to execute all necessary documents, as may be required to give effect to and complete the Proposed Disposal 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 complete the Proposed Disposal."

By Order of the Board

TEH YONG FAH  
Group Secretary  
SSM PC No.: 201908003410  
MACS 00400

Kuala Lumpur  
20 March 2020

### Notes:-

- A member of the Company entitled to attend, participate, speak and vote is entitled to appoint not more than two proxies to attend, participate, speak and vote instead of him. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing proxy/proxies shall be in writing under the hand of the appointer or his attorney or if such an appointer is a corporation under its Common Seal or the hands of its attorney. A proxy need not be a member of the Company.*
  - 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
  - The instrument appointing proxy/proxies and the power of attorney (if any) under which it is signed or an office copy or notarially certified copy thereof shall be deposited at the registered office of the Company at 11<sup>th</sup> Floor, Wisma E&C, No. 2 Lorong Dungun Kiri, Damansara Heights 50490 Kuala Lumpur not less than 48 hours before the time stipulated for holding the meeting or adjourned meeting (as the case may be).*
  - In respect of deposited securities, only members whose names appear on the Record of Depositors on 6 April 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.*
- \* *Please note that a member of the Company shall use the Proxy Form which had been despatched earlier together with the Circular to Shareholders dated 10 March 2020, for appointment of proxy / proxies to attend the Postponed Extraordinary General Meeting. The last date and time for lodging the Proxy Form will be on Monday, 13 April 2020 at 10.00 a.m.*