

JOHAN HOLDINGS BERHAD
Registration No. 192001000038 (314-K)
(Incorporated in Malaysia)

28 April 2020

To: The shareholders of Johan Holdings Berhad

NOTIFICATION TO SHAREHOLDERS OF THE POSTPONEMENT OF EXTRAORDINARY GENERAL MEETING OF JOHAN HOLDINGS BERHAD ("JOHAN" OR THE "COMPANY")

The Circular to Shareholders dated 10 March 2020 (the "Circular") was despatched to all shareholders of the Company to provide relevant information on the proposed disposal by Prestige Ceramics Sdn Bhd ("PCSB"), a wholly owned subsidiary of the Company, of a piece of freehold land measuring 112,396 square metres in Puchong, Selangor Darul Ehsan to Aspect Potential Sdn Bhd ("APSB"), for a total consideration of RM127,000,000 to be satisfied via a combination of cash consideration and payments in kind ("Proposed Disposal").

The Notice of Extraordinary General Meeting ("EGM") was enclosed in the Circular dated 10 March 2020 to seek the approval from shareholders for the Ordinary Resolution pertaining to the Proposed Disposal to be tabled at the EGM to be held on 25 March 2020.

However, due to the implementation of Movement Control Order ("MCO") by the Government from 18 March 2020 to 28 April 2020, the Board of Directors of Johan (the "Board") had on 20 March 2020 and 13 April 2020 announced that the EGM to be postponed to 15 April 2020 and 30 April 2020, respectively. At present, the MCO is further extended by another 2 weeks to 12 May 2020, as announced by the Government on 23 April 2020.

Pursuant to the above, the Board wishes to inform that the EGM is now postponed to the date, time and venue as set out below:-

Date: **Wednesday, 13 May 2020**
Time: **2.30 p.m.**
Meeting: Fully Virtual Meeting*
Venue: Tricor Conference Room
Level 30, Tower A, Vertical Business Suite Avenue 3
Bangsar South, No. 8 Jalan Kerinchi
59200 Kuala Lumpur
Wilayah Persekutuan

* The EGM will be convened via fully virtual meeting, and will be carried out in the manner as guided by the Securities Commission Malaysia Guidance on the Conduct of General Meetings for Listed Issuers dated 18 April 2020 ("SC Guidance"). Pursuant to the SC Guidance and Section 327 (2) of the Companies Act, 2016, the Chairman shall present at the main venue of the EGM to chair the EGM. Shareholders will NOT be physically present at the Venue on the day of the EGM. However, Shareholders shall register their attendance to the EGM remotely by using the Remote Participation and Voting ("RPV") Facilities, the procedures for registration are set out in the enclosed Administrative Details of the Postponed EGM.

The Board wishes to inform that the parties of the conditional sale and purchase agreement dated 27 November 2019 ("SPA"), entered into between PCSB and APSB in relation to the Proposed Disposal had on 24 April 2020 mutually agreed to amend several terms of the SPA as a result of the MCO. The amended salient terms of the Letters of Agreement are set out in the attached Appendix A.

The revised Notice of EGM and the Proxy Form are enclosed herewith for your information and attention. Other than the amendments as mentioned above, all other information stated in the Circular dated 10 March 2020 remain unchanged, and there is no material development within Johan and its subsidiaries from the latest practicable date of the Circular up to today.

Thank you.

By Order of the Board
TEH YONG FAH
Group Secretary
SSM PC No.: 201908003410
MACS 00400

Salient terms of the Letters of Agreement

Unless otherwise defined herein all capitalised terms used herein shall have the same meaning referred to in the SPA.

No.	Existing terms in SPA dated 27 November 2019	Additional terms to the SPA agreed by the parties of the SPA on 24 April 2020
1.	Conditional Period – means the period of 4 months commencing from the date of this SPA with an automatic extension of one month thereafter or such extended period as may be mutually agreed upon by the Parties in writing.	Conditional Period – is to be extended for such a period of time equivalent to the entire enforcement period of the movement control order (MCO) without any liability on the part of the Vendor.
2.	In the event that the Transferor of the Existing Properties fails to complete the sale and disposal of any of the Existing Properties in accordance with Clause 6B.5 below prior to the expiry of the First Tranche Payment Period or the Extended First Tranche Payment Period (as the case may be), the Purchaser shall in lieu thereof, pay to the Vendor the cash sum(s) equivalent to the sale price of such Existing Properties (as specified in Appendix A or Appendix B) simultaneously with the payment of the Balance First Tranche Cash Payment which shall take place on or before the expiry of the First Tranche Payment Period or the Extended First Tranche Payment Period, as the case may be.	That the Purchaser shall be given an extension of time equivalent to a period of three (3) months from the Unconditional Date (“ Gravitas Extended Completion Period ”) without the imposition of any Late Payment Interest or any liability whatsoever on the part of the Purchaser to deliver the written confirmation from the Transferor of the Existing Properties or their solicitors confirming that the instrument(s) of transfer in relation to each and every Gravitas Factory Lots in favour of the Vendor have been successfully presented for registration at the relevant land office/ registry of titles together with certified true copies of the official presentation receipt(s) confirming the same
3	the Vendor and/or the Vendor’s Solicitors shall deliver the said Transfer Documents or cause the same to be delivered to the Purchaser’s Solicitors within five (5) Business Days upon the Vendor’s Solicitors receipt of the First Tranche Cash Payment in full together with Late Payment Interest (if any) from the Purchaser in accordance with Clause 6A.1 provided that (a) (b) the sale and purchase of the Existing Properties shall have been completed in accordance with Clause 6B.5 and/or where applicable, the Purchaser shall have paid to the Vendor the cash sum(s) equivalent to the sale price of the Existing Properties in accordance with Clause 6B.4; and (b) the Vendor shall have received the Corporate Guarantee in accordance with Clause 6D.1.	That during the First Tranche Payment Period or the Extended First Tranche Payment Period (as the case may be), the Purchaser shall: <ul style="list-style-type: none"> <li data-bbox="798 1299 1431 1400">i. pay the Balance First Tranche Cash Payment to the Vendor’s Solicitors as stakeholders in accordance with Clause 6A.1.3 of the SPA; <li data-bbox="798 1422 1431 1624">ii. complete the sale and purchase of the USJ One Retail Lots in accordance with Clause 6B.5(b) of the SPA or where applicable, pay the Vendor the cash sum(s) equivalent to the sale price of the USJ One Retail Lots in accordance with Clause 6B.4 of the SPA; and <li data-bbox="798 1646 1431 1713">iii. deliver vacant possession of the Gravitas Factory Lots. <p data-bbox="798 1736 1431 1917">That the Vendor and/or the Vendor’s Solicitors shall deliver the said Transfer Documents or cause the same to be delivered to the Purchaser’s Solicitors within five (5) Business Days upon the Purchaser’s fulfilment of all its obligations stipulated in the paragraph above.</p>

Salient terms of the Letters of Agreement

No.	Existing terms in SPA dated 27 November 2019	Additional terms to the SPA agreed by the parties of the SPA on 24 April 2020
4.	<p>First Tranche Payment Period means the time period of:-</p> <p>(a) four (4) months from the date of this Agreement; or</p> <p>(b) thirty (30) days commencing from the Unconditional Date,</p> <p>whichever shall be the later;</p> <p>Extended First Tranche Payment Period means the period of one (1) month commencing from the day next following the expiry of the First Tranche Payment Period.</p>	<p>That if there is a movement control order being enforced by the Government or there is other supervening event(s) which is beyond the control of either Party occurring on or after the Unconditional Date, then the number of days (i.e. duration) of such movement control order being enforced or such supervening event(s) having occurred; shall be added to the First Tranche Payment Period, the Extended First Tranche Payment Period and/ or the Gravitas Extended Completion Period without the imposition of any Late Payment Interest or any liability whatsoever on the part of the Purchaser.</p>

Note: Copies of the Letters of Agreement together with the list of other documents listed under Item 8 in Appendix V of the Circular dated 10 March 2020 are available for inspection at the Company's Registered Office at 11th Floor, Wisma E&C, No. 2, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur from the date of this Notification up to and including the date of the postponed EGM.

Please communicate with the Company Secretary via email : darrenteh@johanholdings.com.my for arrangement to do so during MCO period.

JOHAN HOLDINGS BERHAD
Registration No. 192001000038 (314-K)
(Incorporated in Malaysia)

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 as a fully virtual general meeting at Tricor Conference Room of Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan (the "Broadcast Venue") on Wednesday, 13 May 2020, at 2.30 p.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 ("APSB") and the variation in SPA terms mutually agreed by the parties to the SPA on 24 April 2020 (the "Letters of Agreement"). The amended salient terms of the Letters of Agreement are set out in the Appendix A of the Notification of Postponement of the EGM dated 28 April 2020.

AND THAT the Board be and is hereby authorised to take all such steps, do all acts, deeds and things including all acts, deeds and things to give effect to the intention of the Parties 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
28 April 2020

Notes:-

1. *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.*
2. *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.*
3. *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 office of Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur not less than 48 hours before the time stipulated for holding the meeting or adjourned meeting (as the case may be). You may also submit the proxy appointment electronically via TIIH Online website at <https://tiih.online> not less than 48 hours before the time stipulated for holding the meeting or adjourned meeting (as the case may be).*
4. *In respect of deposited securities, only members whose names appear on the Record of Depositors on 5 May 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.*

** The Proxy Form that has been deposited to the Company prior to Notification of Postponement of the EGM dated 28 April 2020 shall remain valid unless a Revised Proxy Form superseding the previous Proxy Form is deposited to the Company.*

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PROXY FORM

I/ We (full name in capital letters)

NRIC/ Passport No. of (full address)

being a *member of Johan Holdings Berhad, do hereby appoint (full name in capital letters)

NRIC/ Passport No. of (full address)

or failing him/ her, (full name in capital letters)

NRIC/ Passport No. of (full address)

or failing him/ her, the Chairman of the meeting as *my/ our proxy to attend and vote for *me/ us on my/ our behalf at the Postponed Extraordinary General Meeting of the Company to be held at Tricor Conference Room of Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 13 May 2020, at 2.30 p.m. and at any adjournment thereof.

*My/ our proxy is to vote on a poll as indicated below with an "X"

ORDINARY RESOLUTION	FOR	AGAINST
ORDINARY RESOLUTION : PROPOSED DISPOSAL		

*Strike out whichever not applicable

(Please indicate with a cross ("X") in the appropriate box against the Ordinary Resolution on how you wish your proxy/proxies to vote. If this proxy form is returned without any indication as to how the proxy/proxies shall vote, the proxy/proxies will vote or abstain as he/they think fit.)

Dated this _____ day of _____ 2020

Number of shares held	
CDS Account No.	

For appointment of 2 proxies, the percentage of shareholdings to be represented by the proxies:		
	No. of Shares	Percentage
1 st Proxy		%
2 nd Proxy		%
Total:		100 %

.....
Signature of Shareholder(s)/ Common seal

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 office of Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur not less than 48 hours before the time stipulated for holding the meeting or adjourned meeting (as the case may be). You may also submit the proxy appointment electronically via TIIH Online website at <https://tiih.online> not less than 48 hours before the time stipulated for holding the meeting or adjourned meeting (as the case may be). Please refer to the Administrative Details for the procedures on the electronic submission of proxy appointment.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 5 May 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.

* The Proxy Form that has been deposited to the Company prior to Notification of Postponement of the EGM dated 28 April 2020 shall remain valid unless a Revised Proxy Form superseding the previous Proxy Form is deposited to the Company.

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AFFIX
STAMP

TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD
Unit 32-01, Level 32, Tower A,
Vertical Business Suite,
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi,
59200 Kuala Lumpur,
Wilayah Persekutuan Kuala Lumpur,
Malaysia

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ADMINISTRATIVE DETAILS OF THE POSTPONED EXTRAORDINARY GENERAL MEETING (“EGM”)

As a precautionary measure amidst the Covid-19 outbreak, the EGM will be conducted mainly through live streaming and online remote participation using Remote Participation and Voting (“RPV”) Facilities as the safety of our members, Directors, staff and other stakeholders who are deemed to attend the EGM is of paramount importance to us.

RPV Facilities

1. The EGM will be conducted through live streaming and online remote voting. You are encouraged to attend the EGM by using the RPV Facilities. With the RPV Facilities, you may exercise your rights as a shareholder of the Company to participate (including to pose questions to the Board) and vote at the EGM.
2. Shareholders/Proxies/Corporate Representative are strongly advised to participate and vote remotely at the EGM using the RPV Facilities which are available on Tricor Investor & Issuing House Service Sdn Bhd’s (“Tricor”) TIIH Online website at <https://tiih.online>.
3. Proxies or Corporate representative who wish to use the RPV facilities at the EGM, please ensure the duly executed proxy forms or the original certificate of appointment of its corporate representative are to be submitted to Tricor **not later than Monday, 11 May 2020 at 2.30 p.m.**
4. Shareholders/Proxies/Corporate Representative are to read and follow the procedures for the RPV Facilities as summarised below:-

PROCEDURES	ACTION
BEFORE THE DAY OF THE EGM	
(a) Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, access the website at https://tiih.online. Register as a user under “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online
(b) Submit your request	<ul style="list-style-type: none"> • Registration is open and will continue to be opened until 2.30 p.m., 11 May 2020, Monday. • Login in with your user ID and password and select the corporate event: “(REGISTRATION) JOHAN EGM”. Read and agree to the Terms & Conditions and confirm the Declaration. • Insert the CDS account number and indicate the number of shares. • Submit to register your remote participation. • System will send an e-mail to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the General Meeting ROD as at 5 May 2020, the system will send you an e-mail to approve or reject your registration for remote participation.
ON THE DAY OF THE EGM (Wednesday, 13 May 2020)	
(c) Login to TIIH Online	Login with your user ID and password for remote participation at the EGM at any time from 2.10 p.m. i.e. 20 minutes before the commencement of EGM on Wednesday, 13 May 2020 at 2.30 p.m.

JOHAN HOLDINGS BERHAD

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PROCEDURES	ACTION
ON THE DAY OF THE EGM (Wednesday, 13 May 2020)	
(d) Participate through Live Streaming	<ul style="list-style-type: none">• Select the corporate event: “(LIVE STREAMING MEETING) JOHAN EGM” to engage in the proceedings of the EGM remotely.• If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will try to respond to relevant questions submitted by remote participants during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.• Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
(e) Online Remote Voting	<ul style="list-style-type: none">• Select the corporate event: “(REMOTE VOTING) JOHAN EGM”.• Read and agree to the Terms & Conditions and confirm the Declaration.• Voting session commences from 2.30 p.m., Wednesday, 13 May 2020 until a time when the Chairman announces the completion of the voting session of the EGM.• Select the CDS account that represents your shareholdings.• Indicate your votes for the resolutions that are tabled for voting.• Confirm and submit your votes.
(f) End of remote participation	<ul style="list-style-type: none">• Upon the announcement by the Chairman on the closure of the EGM, the Live Streaming will end.

Records of Depositors (“ROD”)

5. Only a depositor whose name appears on the ROD as at 5 May 2020 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.

Proxy

6. Since the EGM will be conducted via a virtual meeting, a Shareholder can appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Revised Proxy Form.
7. The Revised Proxy Form can be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan not later than Monday, 11 May 2020 at 2.30 p.m.

You may also submit the proxy appointment electronically via TIIH Online website at <https://tiih.online> not later than Monday, 11 May 2020 at 2.30 p.m. Please do read and follow the following procedures to submit Proxy Form electronically:

	Procedure	Action
a	Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please do refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.

JOHAN HOLDINGS BERHAD

Registration No. 192001000038 (314-K)

	Procedure	Action
b	Proceed with submission of e-Proxy Form	<ul style="list-style-type: none">• After the release of the Notice of EGM by the Company, login with your user name (i.e. email address) and password.• Select the corporate event: "Submission of Proxy Form".• Read and agree to the Terms & Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.• Review and confirm your proxy(s) appointment.• Print e-proxy form for your record.

8. The Proxy Form that has been deposited to the Company prior to Notification of Postponement of the EGM dated 28 April 2020 shall remain valid unless a Revised Proxy Form superseding the previous Proxy Form is deposited to the Company.

Poll Voting

9. The voting on the resolution at the EGM will be conducted by poll. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic means and Symphony Merchant Sdn Bhd as Scrutineers to verify the poll results. Shareholders can proceed to vote on the resolution before the end of the voting session which will be announced by the Chairman of the meeting and submit your votes any time from the commencement of the EGM at 2.30 p.m. Kindly refer to item (e) of the above Procedures for RPV Facilities for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed.

Enquiry

10. If you have any general queries prior to the EGM, please contact the following persons during office hours i.e. from 8.30 a.m. to 5.30 p.m. (Monday to Friday):

Tricor Investor & Issuing House Services Sdn. Bhd.

General/Fax No/Email : +603-27839299 / +603-27839222 / is.enquiry@my.tricorglobal.com
Ms Lee Siew Li : +603-2783 9234 / Siew.Li.Lee@my.tricorglobal.com
En Zulhafri Bin Abdul Rahman : +603-2783 9287 / Zulhafri@my.tricorglobal.com

Johan Holdings Berhad

- 1) Mr Teh Yong Fah, Darren – Group Secretary
E-mail: darrenteh@johanholdings.com.my
- 2) Ms Genie Gan – Assistant Company Secretary
E-mail: geniegan@johanholdings.com.my