

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 218,031,900 NEW ORDINARY SHARES OF JOHAN ("JOHAN SHARE(S)" OR "SHARE(S)") ("PLACEMENT SHARE(S)"), REPRESENTING UP TO APPROXIMATELY 35% OF THE TOTAL NUMBER OF JOHAN SHARES, TO THE FOLLOWING PARTIES:-

- I. MUSTIKA MANIS SDN BHD OF UP TO 81,460,487 PLACEMENT SHARES AND KURNIA MENANG SDN BHD OF UP TO 74,276,613 PLACEMENT SHARES, AT AN ISSUE PRICE OF RM0.063 PER PLACEMENT SHARE; AND**
- II. THIRD-PARTY PLACEE(S), WHO QUALIFY UNDER SCHEDULES 6 AND 7 OF THE CAPITAL MARKETS AND SERVICES ACT 2007, TO BE IDENTIFIED AT A LATER STAGE OF UP TO 62,294,800 PLACEMENT SHARES, AT AN ISSUE PRICE TO BE DETERMINED LATER.**

("PROPOSED PRIVATE PLACEMENT")

"THAT subject to the passing of the Ordinary Resolution 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to allot and issue up to 218,031,900 Placement Shares, representing up to approximately 35% of the total number of Johan Shares, to the following parties:-

- i. Mustika Manis Sdn Bhd of up to 81,460,487 Placement Shares and Kurnia Menang Sdn Bhd of up to 74,276,613 Placement Shares, at an issue price of RM0.063 per Placement Share; and
- ii. Third-party placee(s), who qualify under Schedules 6 and 7 of the Capital Markets and Services Act 2007, to be identified at a later stage of up to 62,294,800 Placement Shares, at an issue price to be determined later.

THAT the Placement Shares will, upon allotment and issuance, rank equally and carry the same rights with the existing Johan Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares.

THAT the proceeds of the Proposed Private Placement be utilised for the purpose as set out in the circular to shareholders dated 28 August 2020 ("**Circular**"), and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board deems fit, necessary and/ or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities. Pursuant to Paragraph 9.19(32) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**"), the Company will make an immediate announcement to Bursa Securities should there be any deviation by 5% or more from the original utilisation of proceeds as set out in the Circular. Further, pursuant to Paragraph 8.22 of the Listing Requirements, in the event that the deviation from the original utilisation of proceeds is deemed as a material variation, the Company will seek its shareholders' approval for the variation at an extraordinary general meeting to be convened.

THAT the Placement Shares shall be listed on the Main Market of Bursa Securities.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement 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 to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement."

ORDINARY RESOLUTION 2

PROPOSED PLACEMENT OF 81,460,487 PLACEMENT SHARES TO MUSTIKA MANIS SDN BHD AND PROPOSED PLACEMENT OF 74,276,613 PLACEMENT SHARES TO KURNIA MENANG SDN BHD

"THAT, subject to the passing of the Ordinary Resolution 1, and the approvals of the relevant authorities for the Proposed Private Placement, including the approval from Bursa Securities for the listing and quotation for the Placement Shares on the Main Market of Bursa Securities, having been obtained, approval be and is hereby given to the Board for the following:-

- i. to place out 81,460,487 Placement Shares to Mustika Manis Sdn Bhd; and
- ii. to place out 74,276,613 Placement Shares to Kurnia Menang Sdn Bhd,

provided always that the interested Directors, namely Tan Sri Dato' Tan Kay Hock and Puan Sri Datin Tan Swee Bee (collectively, the "**Interested Directors**"), have abstained and will continue to abstain from all deliberation and voting on the Proposed Private Placement at all Board meetings. In addition, the interested major shareholders, namely the Interested Directors, Mustika Manis Sdn Bhd and Sky Wealth Ventures Limited, will also abstain from voting and will also ensure that the persons connected with them, will abstain from voting in respect of their direct and/ or indirect shareholdings in the Company, on the resolutions pertaining to the Proposed Private Placement to be tabled at the EGM."

By Order of the Board**TEH YONG FAH**Group Secretary
SSM PC No.: 201908003410
MACS 00400Kuala Lumpur
28 August 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 registered office of the Company at 11th 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).
4. In respect of deposited securities, only members whose names appear on the Record of Depositors on 7 September 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.