

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

Summary of Minutes of the Extraordinary General Meeting of the Company duly convened and 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.

1. ADDRESSED BY CHAIRMAN

The Chairman, on behalf of the Board of Directors, welcomed the shareholders and proxies present to the Extraordinary General Meeting (“**EGM**”) of the Company.

The Chairman informed that the notice convening the EGM of the Company had been circulated to all shareholders and advertised in The Star on 28 August 2020. With the permission from the shareholders and proxies present, the notice convening the meeting was taken as read. As the requisite quorum being present, the Chairman called the meeting to order.

The Chairman informed the shareholders and proxies present that the purpose of the EGM was to seek shareholders’ approval for the proposed private placement of up to 218,031,900 new ordinary shares of Johan Holdings Berhad (“**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”)

The Circular to Shareholders dated 28 August 2020 containing relevant information on the Proposed Private Placement was tabled.

The Chairman informed the shareholders and proxies present that as stated in the Circular to Shareholders, the Proposed Private Placement was undertaken by the Company to raise funds for business and investment opportunities and to diversify into new businesses for the Group. As stated in the Circular to Shareholders, the Issue Price at RM0.063 per Placement Share was determined by the Board (save for the Interested Directors) based on the 5-day volume weighted average market price of Johan Shares up to and including 3 July 2020, being the last trading date immediately preceding the date of the announcement in relation to the Proposed Private Placement, of RM0.063 per Johan Share.

JOHAN HOLDINGS BERHAD

Registration No. 192001000038 (314-K)

Summary of Minutes of the Extraordinary General Meeting held on Tuesday, 15 September 2020 at 10:00 a.m. – Cont'd

As highlighted in the Circular to Shareholders, Puan Sri Datin Tan Swee Bee and the Chairman are deemed interested Directors and interested major shareholders in the Proposed Private Placement. In addition, Sky Wealth Ventures Limited and Mustika Manis Sdn Bhd are interested major shareholders in the Proposed Private Placement. Accordingly, they were abstain from voting and had ensured that the persons connected with them, were abstain from voting in respect of their direct and/or indirect shareholdings in the Company, on both Ordinary Resolutions 1 and 2 to be tabled at the EGM.

The Chairman opened the floor for questions and there were no questions raised in relation to the Proposed Private Placement.

2. POLL VOTING

The Chairman informed the shareholders and proxies present that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), all the resolutions set out in the Notice of EGM were required to be passed by way of poll. The Company had appointed Propoll Solutions Sdn Bhd as Poll Administrator to conduct voting by electronic polling and Symphony Merchant Sdn Bhd as Scrutineers to verify the poll results.

The Chairman invited the representative of the Poll Administrator to explain to the shareholders and proxies present on the electronic polling process.

Having concluded on the briefing by the representative of the Poll Administrator, the Chairman next proceeded to deal with the business on hand.

3. POLL RESULTS

All the resolutions tabled at the EGM of the Company were duly passed by the shareholders of the Company and the poll results of the resolutions as summarised below:-

	FOR		AGAINST	
	No. of shares	%	No. of shares	%
<u>Ordinary Resolution 1</u> Proposed Private Placement	91,243,500	100	-	-
<u>Ordinary Resolution 2</u> 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	91,243,500	100	-	-

JOHAN HOLDINGS BERHAD

Registration No. 192001000038 (314-K)

Summary of Minutes of the Extraordinary General Meeting held on Tuesday, 15 September 2020 at 10:00 a.m. – Cont'd

4. CLOSURE

There being no other business to transact, the Chairman thanked the shareholders and proxies present for their attendance and declared the meeting closed at 10.10 a.m.