

JOHAN HOLDINGS BERHAD

Registration No. 192001000038 (314-K)

Summary of Minutes of the Ninety-Fifth Annual 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 Thursday, 30 July 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 Ninety-Fifth Annual General Meeting (“95th AGM”) of the Company.

The Chairman informed that the notice convening the 95th AGM of the Company had been circulated to all shareholders and advertised in The Star on 30 June 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 that as announced on 6 July 2020, the Company had proposed to undertake a Private Placement of up to 218,031,900 Placement Shares, and upon full placement of which it expected to raise about RM13.55 million. The proceeds were earmarked to be utilised for new business/ investment opportunities to increase the Group earnings to move away from solely relying on contributions from its hospitality and card services segment. A Circular to Shareholders in relation to the Proposed Private Placement would be despatched to shareholders in due course to provide the relevant information and to seek shareholders’ approval of the Proposed Private Placement of shares.

The Chairman informed that the cash proceeds generated from the sale of Prestige Ceramics Sdn Bhd’s land for RM127 million would strengthen the Group’s financial position and would provide the additional working capital of the Group’s operations and to fund other business opportunities going forward.

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 95th AGM 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.

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Summary of Minutes of the 95th AGM held on Thursday, 30 July 2020 at 10:00 a.m. – Cont'd**3. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2020 AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

The audited financial statements of the Company for the financial year ended 31 January 2020 and the Reports of the Directors and Auditors were tabled for discussion.

As no questions were raised from the floor, it was recorded that the audited financial statements of the Company for the financial year ended 31 January 2020 and the Report of Directors and Auditors had been duly tabled and received by the Shareholders.

4. POLL RESULTS

All the resolutions tabled at the 95th AGM 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> Re-election of Tan Sri Dato' Tan Kay Hock as a Director	347,874,957	100	-	-
<u>Ordinary Resolution 2</u> Re-election of Mr Ooi Teng Chew as a Director	347,674,957	100	-	-
<u>Ordinary Resolution 3</u> Approval of payment of Directors' fees and benefits to Non-Executive Directors for the financial year ended 31 January 2020	347,426,957	100	-	-
<u>Ordinary Resolution 4</u> Approval of payment of Directors' fees and benefits to Non-Executive Directors for the financial year ending 31 January 2021	347,874,957	100	-	-
<u>Ordinary Resolution 5</u> Re-appointment of Deloitte PLT as the Company's Auditors for the financial year ending 31 January 2021 and to authorise the Board of Directors to fix their remuneration	347,874,957	100	-	-

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	FOR		AGAINST	
	No. of shares	%	No. of shares	%
<u>Ordinary Resolution 6</u> Retention of Independent Non-Executive Director – Dato' Ahmad Khairummuzammil Bin Mohd Yusoff	347,874,957	100	-	-
<u>Ordinary Resolution 7</u> Retention of Independent Non-Executive Director – Mr Ooi Teng Chew	347,674,957	100	-	-
<u>Ordinary Resolution 8</u> Authorisation to Directors to allot shares	347,874,957	100	-	-

5. 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 10.20 a.m.