

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.*