

Johan Holdings Berhad

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Johan Holdings Berhad ("**Johan**" or the "**Company**") will be conducted in fully virtual manner through live streaming and online remote participation from the broadcast venue at Boardroom of Johan, 11th Floor, Wisma E&C, No. 2, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur ("**Broadcast Venue**") on Monday, 31 May 2021 at 3.00 p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY DYNACARE SDN BHD ("DYNACARE"), A WHOLLY-OWNED SUBSIDIARY OF JOHAN, OF A PARCEL OF INDUSTRIAL LAND BEARING TITLE PARTICULARS PN 296104, LOT 15528, MUKIM LUMUT, DISTRICT OF MANJUNG, PERAK DARUL RIDZUAN ("SUBJECT PROPERTY") FROM SMALL MEDIUM ENTERPRISE DEVELOPMENT BANK MALAYSIA BERHAD ("SME BANK") FOR A PURCHASE CONSIDERATION OF RM27,300,000 TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED ACQUISITION")

"**THAT**, subject to the approvals of all relevant authorities and/ or parties being obtained in respect of the Proposed Acquisition, approval be and is hereby given for Dynacare to acquire the Subject Property for a purchase consideration of RM27,300,000. The purchase consideration shall be satisfied entirely via cash in accordance with the terms and conditions of the conditional sale and purchase agreement dated 29 March 2021 entered into between Dynacare and SME Bank;

AND THAT the Board of Directors of Johan ("**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 aforesaid Proposed Acquisition 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 and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF JOHAN AND ITS SUBSIDIARIES TO INCLUDE THE MANUFACTURING, SALE AND DISTRIBUTION OF GLOVES ("GLOVES BUSINESS") ("PROPOSED DIVERSIFICATION")

"**THAT**, subject to the approvals of the relevant authorities/ parties for the Proposed Diversification being obtained, approval be and is hereby given to Johan and its subsidiaries to diversify the existing principal activities to include the manufacturing, sale and distribution of gloves;

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 Diversification 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 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 Diversification."

ORDINARY RESOLUTION 3

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 389,342,813 NEW ORDINARY SHARES IN JOHAN ("JOHAN SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARES") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 2 EXISTING JOHAN SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER, TOGETHER WITH 389,342,813 FREE DETACHABLE WARRANTS IN JOHAN ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR, AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"**THAT**, subject to the approvals of all relevant authorities and/or parties (if required) being obtained, where required, approval be and is hereby given to the Board to undertake the Proposed Rights Issue with Warrants as follows:-

- i. to provisionally allot and issue by way of a renounceable rights issue of 389,342,813 Rights Shares together with 389,342,813 Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at 5.00 p.m. on an entitlement date to be determined and announced later by our Board ("**Entitlement Date**") ("**Entitled Shareholders**") and/or their renounee(s), on the basis of 1 Rights Share for every 2 existing Johan Shares held by the Entitled Shareholders together with 1 Warrant at an exercise price of RM0.25 for every 1 Rights Share subscribed by the Entitled Shareholders and/ or their renounee(s) at an issue price of RM0.10 per Rights Share and on such terms and conditions and in such manner as our Board may determine;
- ii. to enter into and execute a deed poll ("**Deed Poll**") with full powers to assent to any condition, modification, revaluation, variation and/or amendments (if any) as our Board may deem fit, necessary and/or expedient or as may be imposed by the relevant authorities and to take all steps as it may consider necessary and do all acts, deeds and things as it may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll and all provisions and adjustments contained therein;
- iii. to allot and issue such Rights Shares together with Warrants as may be required to give effect to the Proposed Rights Issue with Warrants, including any persons entitled on renunciation of the provisional allotments;
- iv. to allot and issue such number of new Johan Shares arising from the exercise of the Warrants, from time to time during the tenure of the Warrants, in accordance with the provisions of the Deed Poll; and
- v. to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation for the Rights Shares, the Warrants and the new Johan Shares which may from time to time be allotted and issued arising from the exercise of the Warrants;

THAT any Rights Shares together with Warrants which are not taken up or validly taken up shall be made available for excess applications to the Entitled Shareholders and/ or their renounee(s) who have applied for the excess Rights Shares with Warrants, and are intended to be allocated on a fair and equitable basis;

THAT the Rights Shares, Warrants, and new Johan Shares to be issued pursuant to the exercise of Warrants (if any) shall be listed on the Main Market of Bursa Securities;

THAT any fractional entitlements of the Rights Shares together with Warrants arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and dealt with in such manner as our Board shall in its sole and absolute discretion deems fit and expedient, and is in the best interests of the Company;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in the circular to the shareholders dated 12 May 2021 ("**Circular**"), and our Board be and is hereby authorised with full power to vary the manner and/or purposes of utilisation of such proceeds in such manner as our Board, may at its absolute discretion, deem fit, necessary, expedient and/or in the best interest of the Company, subject to the approval of the relevant authorities, where required;

THAT the Rights Shares shall, upon allotment and issuance, rank equally in all respects with the existing Johan Shares, save and except that the Rights Shares shall 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 Rights Shares;

THAT the new Johan Shares to be issued arising from the exercise of Warrants (if any) will, upon allotment and issuance, rank equally in all respects with the existing Johan Shares, save and except that the new Johan Shares to be issued arising from the exercise of the Warrants (if any) will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new Johan Shares;

THAT our Board be and is hereby authorised to sign and execute all documents, enter into any arrangements, agreements and/ or undertakings with any party or parties, do all things as may be required to give effect to the Proposed Rights Issue with Warrants with full powers to assent to any conditions, variations, modifications and/ or amendments including to vary the manner and/ or the purpose of the utilisation of proceeds arising from the Proposed Rights Issue with Warrants, if necessary, 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 such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants in the best interest of the Company;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue to be in full force and effect until the Rights Shares together with Warrants and the new Johan Shares to be issued arising from the exercise of Warrants (if any) to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued."

ORDINARY RESOLUTION 4

PROPOSED OFFER TO GEORGE KENT (MALAYSIA) BERHAD ("GEORGE KENT") TO SUBSCRIBE FOR 40% EQUITY INTEREST IN DYNACARE AT THE ISSUE PRICE OF RM1.00 PER ORDINARY SHARE AND THE COMPANY TO HOLD THE BALANCE OF 60% EQUITY INTEREST ("PROPOSED OFFER TO SUBSCRIBE")

"**THAT**, subject to the passing of Ordinary Resolution 2, the approvals of all relevant authorities and/ or parties (where required) being obtained, approval be and is hereby given: (i) for the Company to offer to George Kent for George Kent to subscribe for such number of new ordinary shares in Dynacare, representing approximately 40.0% equity interest of the enlarged issued share capital in Dynacare, a wholly- owned subsidiary of Johan, at an issue price of RM1.00 per ordinary share in Dynacare ("**George Kent Subscription**") with the balance 60% equity interest of the enlarged issued share capital in Dynacare held by the Company ("**Equity Participation Ratio**"); and (ii) after the completion of the George Kent Subscription, for the Company and George Kent to increase their respective equity contribution into Dynacare up to RM100,000,000 in such manner as the Board, may at its absolute discretion, deem fit, necessary, expedient and/or in the best interest of the Company, subject to the approval of the relevant authorities, where required, such that the Equity Participation Ratio is maintained at all times;

THAT, the intended equity of RM100,000,000 is intended to be used as the capital investment of Dynacare to undertake the Gloves Business and will be utilised for the purposes as set out in Section 5.3, Part A of the Circular;

AND THAT the Board be and is further authorised to do all acts, deeds and things and execute and deliver, on behalf of the Company, all necessary documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Offer to Subscribe with full powers to assent to or make any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Offer to Subscribe"

ORDINARY RESOLUTION 5

PROPOSED RIGHT TO GEORGE KENT TO BUILD THE MANUFACTURING PLANT AND INSTALLATION OF MACHINERY FOR THE GLOVES BUSINESS ("GLOVES MANUFACTURING PLANT") ON THE SUBJECT PROPERTY FOR A CONTRACT SUM OF APPROXIMATELY RM624,100,000 PLUS OR MINUS 10% (EXCLUDING SALES AND SERVICE TAX) ("PROPOSED RIGHT TO EXECUTE THE WORKS")

"**THAT**, subject to the passing of Ordinary Resolutions 1 and 2, the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board to award the right to George Kent to build the Gloves Manufacturing Plant on the Subject Property for an expected period of twenty-four (24) months or such extended period as may be provided under the contract for a global contract sum of approximately RM624,100,000 plus or minus 10% (excluding sales and service tax);

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Right to Execute the Works with full powers to assent to or make any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Right to Execute the Works".

By Order of our Board

TEH YONG FAH

Group Secretary
SSM PC No.: 201908003410
MACS 00400

Kuala Lumpur
12 May 2021

Notes:-

1. *The Boardcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016, which requires the Chairman of the Meeting to be present at the main venue of this EGM. Members /proxies will not be allowed to be physically present at the Broadcast Venue on the day for this EGM. Therefore members/proxies are strongly advised to participate and vote remotely at this EGM through live streaming and online remote voting facilities provided by Propoll Solutions Sdn Bhd, the poll administrator of this EGM, via our Share Registrar's website at www.johanmanagement.com.my.*

Please read and follow the procedures in the Administrative Guide for this EGM in order to participate and/ or vote remotely.

2. *A member of the Company entitled to participate, speak and vote is entitled to appoint not more than two proxies to 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.*
3. *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.*
4. *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, or e-mailed to the Company at johanms1@outlook.com not less than 48 hours before the time stipulated for holding the meeting or adjourned meeting (as the case may be).*
5. *In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 May 2021 (General Meeting Record of Depositors) shall be eligible to participate in the meeting or appoint proxy(ies) to participate and/or vote on his/her behalf..*