

Johan Holdings Berhad

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

Dear Shareholders,

NOTICE TO SHAREHOLDERS OF THE VIRTUAL EXTRAORDINARY GENERAL MEETING ("EGM") OF JOHAN HOLDINGS BERHAD (THE "COMPANY")

We refer to the Notice of EGM of the Company dated 7 January 2021 for an EGM to be held on Friday, 29 January 2021 at 9.30 a.m. to consider a Special Resolution in relation to the proposed disposal by Johan Investment Private Limited, a wholly-owned subsidiary of the Company, of the entire equity interest in Diners Club (Singapore) Private Limited to Ezy Net Pte. Ltd. for a disposal consideration of SGD103,586,103 (equivalent to approximately RM313.98 million).

On 11 January 2021, the Government of Malaysia had announced on the implementation of movement control order ("MCO") in several states, including Selangor Darul Ehsan and Wilayah Persekutuan Kuala Lumpur, effective for 2 weeks from 13 January 2021 to 26 January 2021.

Pursuant to the above, the Company had decided to conduct the EGM **in fully virtual manner** through live streaming and online remote participation using remote participation and voting facilities provided by Propoll Solutions Sdn Bhd, the poll administrator of the EGM, via our share registrar's website at www.johanmanagement.com.my ("JMS Portal").

The particulars of the date, time and Broadcast Venue for the EGM of the Company are set out as follows:-

Date:	Time:	Broadcast Venue:
Friday, 29 January 2021	9.30 a.m.	Boardroom of Johan Holdings Berhad 11 th Floor, Wisma E&C No. 2 Lorong Dungun Kiri Damansara Heights 50490 Kuala Lumpur

Pursuant to the Securities Commission Malaysia Guidance Note, there will be no physical EGM venue for a fully virtual general meeting and the only venue involved is the Broadcast Venue where only essential individuals are permitted to be physically present to organise the fully virtual EGM. The Broadcast Venue is strictly for the purpose of complying with Section 327 (2) of the Companies Act, 2016 which stipulates that the Chairman shall be at the main venue of the EGM. No shareholders/proxies will be allowed to be physically present at the EGM.

Shareholders shall register their attendance to the EGM remotely in accordance with the registration procedure as set out in the Amended Administrative Guide for the EGM, which can be viewed and downloaded at the Company's website at www.johanholdings.com under Investor Relations – Extraordinary General Meeting or our share registrar's website at www.johanmanagement.com.my under Events.

The Company wishes to inform that shareholder(s) shall use the Proxy Form which had been circulated earlier together with the Circular to Shareholders dated 7 January 2021, for appointment of proxy/proxies to attend the EGM. Shareholder(s) who is/are unable to physically lodge the Proxy Form with the Company, can email the duly executed Proxy Form to our share registrar at johanms1@outlook.com not later than Wednesday, 27 January 2021 at 9.30 a.m.

Yours faithfully,
For and on behalf of **Johan Holdings Berhad**

TEH YONG FAH
Company Secretary
15 January 2021



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 of Johan Holdings Berhad ("**Johan**" or "**Company**") will be held at George Kent Technology Centre, 1115, Jalan Puchong, Taman Meranti Jaya, 47120 Puchong, Selangor Darul Ehsan on Friday, 29 January 2021 at 9.30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:-

SPECIAL RESOLUTION

PROPOSED DISPOSAL BY JOHAN INVESTMENT PRIVATE LIMITED, A WHOLLY-OWNED SUBSIDIARY OF JOHAN, OF THE ENTIRE EQUITY INTEREST IN DINERS CLUB (SINGAPORE) PRIVATE LIMITED TO EZY NET PTE. LTD. FOR A DISPOSAL CONSIDERATION OF SGD103,586,103 (EQUIVALENT TO APPROXIMATELY RM313.98 MILLION)

"THAT subject to approvals of all relevant authorities and/ or parties being obtained, approval be and is hereby given for Johan Investment Private Limited ("**J IPL**") to proceed with, carry out and implement the Proposed Disposal in accordance with the terms and conditions of the conditional share purchase agreement dated 24 December 2020 ("**SSA**"), entered into between JIPL and Ezy Net Pte. Ltd., Candypay Holdings Pte. Ltd. and Genesis Business Holdings Pte. Ltd. The salient terms of the SSA are set out in **Appendix II** of the Circular to shareholders of Johan dated 7 January 2021;

AND THAT the Board of Directors of Johan be and is hereby authorised to take all such steps, do all acts, deeds and things 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
7 January 2021

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 20 January 2021 (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.*