

JOHAN HOLDINGS BERHAD

Registration No. 192001000038 (314-K)

(“Johan” or the “Company”)

Minutes of Extraordinary General Meeting of the Company duly convened and held at George Kent Technology Centre, 1115, Blok A, Jalan Puchong, Taman Meranti Jaya, 47120 Puchong, Selangor Darul Ehsan on Friday, 22 May 2026 at 10:00 a.m.

- Present : **Board of Directors**
Tan Sri Dato’ Tan Kay Hock (*Chairman of the Meeting*)
Puan Sri Datin Tan Swee Bee (Puan Sri Tan)
Dato’ Ahmad Khairummuzammil Bin Mohd Yusoff (Dato’ Ahmad K)
– *Via Video Conferencing*
Mr Tan Poh Meng (PM Tan)
Mr. Mahathir Bin Mahzan (Mahathir)
- Present : **Shareholders and Proxies**
As per attendance list
- In Attendance : **Company Secretary**
Mr Teh Yong Fah
- Assistant Company Secretary**
Ms Gan Lee Mei
- By Invitation : **UOB Kay Hian (M) Sdn Bhd (“UOBKH”)**
Mr Hargobind Singh
Mr Tee Grevson
- KGV International Property Consultants (M) Sdn Bhd (“KGVI”)**
Mr Anthony Chua
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1. CHAIRMAN

On behalf of the Board of Directors (“the Board”), the Chairman welcomed all shareholders and proxies present at the Meeting (“Members”).

The Chairman then introduced the Board members present, namely Puan Sri Tan, PM Tan and Mahathir, as well as Dato’ Ahmad K, who attended via video conferencing, together with the Company Secretary and representatives from UOBKH and KGVI.

2. QUORUM AND NOTICE OF MEETING

With the requisite quorum present, the Chairman called the Meeting to order. The Chairman informed that the Circular to Shareholders containing the Notice convening the EGM of the Company had been duly circulated to all shareholders. The Notice of EGM was also published in The Star on 30 April 2026. As there were no objections from the floor, the Notice was taken as read.

JOHAN HOLDINGS BERHAD

Registration No. 192001000038 (314-K)

Minutes of the EGM held on Friday, 22 May 2026 at 10.00 a.m. – Cont'd

3. VOTING AND MEETING PROCEDURES

The Chairman informed the Meeting that, in accordance with the Bursa Malaysia Securities Berhad Listing Requirements, all resolutions set out in the Notice of Meeting are to be voted upon by way of poll.

The Chairman further informed that Propoll Solutions Sdn Bhd had been appointed as the Poll Administrator to conduct the electronic polling process, while Symphony Corporate Services Sdn Bhd had been appointed as the Independent Scrutineers to verify the poll results. A video presentation on the electronic polling procedures was then presented at the Meeting.

4. ORDINARY RESOLUTION

PROPOSED DISPOSAL BY LUMUT PARK RESORT SDN BHD ("LPR" OR THE "VENDOR"), A 80%-OWNED SUBSIDIARY OF JOHAN TO GOLDEN PEAK HOSPITALITY & CONSULTANCY SDN BHD ("GPHC" OR THE "PURCHASER") OF A HOTEL KNOWN AS 'THE ORIENT STAR LUMUT' BEARING POSTAL ADDRESS OF LOT 203 & 366, JALAN ISKANDAR SHAH, 32200, LUMUT, PERAK, MALAYSIA, TOGETHER WITH ALL FIXTURES AND FITTINGS, AND SITUATED ON THE LEASEHOLD LAND HELD UNDER PAJAKAN NEGERI NO. 157959, LOT 1025, BANDAR LUMUT, DAERAH MANJUNG, NEGERI PERAK ("HOTEL"), A LEASEHOLD LAND HELD UNDER PAJAKAN NEGERI NO. 157958, LOT 1024, BANDAR LUMUT, DAERAH MANJUNG, NEGERI PERAK ("LAND 1"), A LEASEHOLD LAND HELD UNDER PAJAKAN NEGERI NO. 256916, LOT 1106, BANDAR LUMUT, DAERAH MANJUNG, NEGERI PERAK ("LAND 2") AND A LEASEHOLD LAND HELD UNDER PAJAKAN NEGERI NO. 256917, LOT 1107, BANDAR LUMUT, DAERAH MANJUNG, NEGERI PERAK ("LAND 3"), FOR A TOTAL DISPOSAL CONSIDERATION OF RM47,429,630 TO BE SATISFIED ENTIRELY IN CASH ("PROPOSED DISPOSAL")

The Chairman informed that the purpose of this EGM was to seek shareholders' approval for the Ordinary Resolution in respect of the Proposed Disposal by LPR of a hotel known as The Orient Star Lumut, together with all fixtures and fittings, as well as three adjoining parcels of land located in Bandar Lumut ("the Properties"), for a total consideration of RM47,429,630. The property has been valued at RM48.8 million by GKVI.

The Chairman informed the Meeting that a total of eight (8) proxy forms had been received from shareholders holding an aggregate of 479,596,894 ordinary shares, representing 41.06% of the Company's total issued shares. These shareholders had appointed the Chairman as their proxy to vote in favour of the Ordinary Resolution in respect of the Proposed Disposal to be considered at the Meeting. In addition, Puan Sri Tan was also proxy in respect of 350,408,140 ordinary shares, representing 30% of the Company's total issued shares, to vote in favour of the Ordinary Resolution at this EGM. Together, shareholders holding a total of 830,005,034 shares, representing 71.06 % of the total issued shares of 1,168,028,440 of the Company, have appointed the Chairman and Puan Sri Tan to vote in favour of the Ordinary Resolution to be considered at this meeting,

The Circular to Shareholders dated 30 April 2026 ("the Circular") which sets out the relevant details of the Proposed Disposal was duly tabled at the Meeting.

JOHAN HOLDINGS BERHAD

Registration No. 192001000038 (314-K)

Minutes of the EGM held on Friday, 22 May 2026 at 10.00 a.m. – Cont'd

The Chairman informed that LPR had on 16 February 2026 entered into a conditional Sale and Purchase Agreement (“SPA”) with GPHC and Bujang Holdings Sdn Bhd in relation to the Proposed Disposal.

As at the date of the Circular, the remaining conditions precedent under the SPA were the approvals of the shareholders of LPR and Johan.

For information, LPR had obtained its shareholders’ approval at the EGM held on 20 May 2026. Upon obtaining the approval of Johan’s shareholders at this Meeting, all conditions precedent under the SPA will be fulfilled and the SPA will become unconditional. The completion of the Proposed Disposal is expected to take place no later than the end of September 2026.

The disposal consideration will be satisfied entirely in cash and is intended to be utilised for working capital purposes, as set out in item 3 of the Circular.

As there were no questions raised, the Chairman tabled the following Ordinary Resolution, the full text of which were set out in the Notice of the EGM, to be voted on by poll:

“THAT subject to the approvals of the relevant authorities and/ or other parties having been obtained, and the relevant conditions precedent stipulated in the conditional sale and purchase agreement dated 16 February 2026 (“SPA”) entered into between the Vendor, the Purchaser and Bujang Holdings Sdn Bhd (being the ultimate shareholder of the Purchaser) for the Proposed Disposal being obtained and fulfilled, approval be and is hereby given for the Vendor to dispose the Hotel, Land 1, Land 2 and Land 3 (collectively referred to as the “Subject Properties”) to the Purchaser for a cash consideration of RM47,429,630, in accordance with the terms and conditions of the SPA including any modifications, variations, amendments and/ or additions thereto;

THAT the proceeds arising from the Proposed Disposal be utilised for the purposes set out in Section 3 of the circular to shareholders in relation to the Proposed Disposal dated 30 April 2026, and the Board of Directors of the Company (“Board”) be and is hereby empowered and authorised with full powers to vary the manner and/ or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary, expedient and/ or appropriate in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to enter into any arrangements, transactions, agreements and/ or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/ or appropriate to implement and give full effect to and to complete the Proposed Disposal with full powers to assent to and give effect to any conditions, modifications, variations and/ or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/ or as may be imposed or permitted by any relevant authorities in connection with the Proposed Disposal.”

The results of the poll were as follows:

	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution – Proposed Disposal	830,868,834	100	-	-

JOHAN HOLDINGS BERHAD

Registration No. 192001000038 (314-K)

Minutes of the EGM held on Friday, 22 May 2026 at 10.00 a.m. – Cont'd

Based on the poll results, the Chairman declared that the Ordinary Resolution was unanimously carried.

5. OTHER ORDINARY BUSINESS

The Company Secretary confirmed that no notice had been received to transact any other business.

6. CONCLUSION OF MEETING

There being no other business to transact, the Chairman thanked the Members for their participation at the EGM and declared the meeting closed at 10.12 a.m.

Confirmed as the correct record
of proceedings thereat,

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CHAIRMAN
Dated : 22 May 2026