

JOHAN HOLDINGS BERHAD
(Company No. 192001000038 (314-K))

EXERCISE NOTICE FOR WARRANTS 2021/2024

[To be executed and lodged with the Registrar for the exercise of the Warrants]

- Full Title : Warrants 2021/2024 to subscribe for new ordinary shares in Johan Holdings Berhad (Company No. 192001000038 (314-K)) ("**Company**") constituted by an instrument by way of deed poll dated 3 June 2021 ("**Deed Poll**") executed by the Company.
- Exercise Period : A period commencing on and including the date of the first issuance of the Warrants and ending at 5.00 p.m. in Kuala Lumpur on the Expiration Date, unless such date is not a Market Day, in which event the period shall end on the immediately preceding Market Day, but excluding such period(s) during which the Register of Warranholders may be closed pursuant to the conditions as set out in the Deed Poll
- Expiration Date : The date preceding the 3rd anniversary of the date of first issuance of the Warrants
- Exercise Price : RM0.25 for each ordinary share, subject to the adjustment(s) in accordance with the Conditions.

The Warranholder(s) is/are entitled, upon and subject to the provisions of the Deed Poll at any time during the Exercise Period as set out in the Deed Poll, to exercise the exercise rights of the Warrants. At the expiry of the Exercise Period as set out in the Deed Poll, any Warrants which have not been exercised will lapse and cease to be valid for any purpose.

*[All information given above must be as per the information in the records of Bursa Malaysia Depository Sdn. Bhd. ("**Depository**")]*

(To be executed and lodged with the Registrar to exercise the exercise rights of the number of Warrants to which the Warranholder is entitled to)

To : The Registrar of Johan Holdings Berhad (Company No. 192001000038 (314-K))
Johan Management Services Sdn Bhd
11th Floor, Wisma E&C,
No. 2 Lorong Dungun Kiri
Damansara Heights
50490 Kuala Lumpur

**** NAME**

**** NEW IDENTITY CARD NO./ PASSPORT NO./ ARMED FORCES IDENTITY CARD NO./POLICE PERSONNEL IDENTITY CARD NO./ COMPANY REGISTRATION NO.**

**** OLD IDENTITY CARD NO. (IN THE CASE OF AN INDIVIDUAL)**

**** CORRESPONDENCE ADDRESS**

**** CONTACT NUMBER**

**** ADA CODE**

**** BRANCH CODE**

**** ACCOUNT NUMBER**

**** SECURITIES CODE**

TO : JOHAN HOLDINGS BERHAD (COMPANY NO. 192001000038 (314-K)) ("**COMPANY**")

I/We, the undersigned,

- i. hereby confirm and declare that all information provided by me/us herein are true and correct;
- ii. hereby confirm and declare that the information indicated with asterisks (**) is identical with the information in the records of Depository with regard to my/our Securities Account and further agree and confirm that in the event the information aforesaid differs from the information in Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- iii. hereby irrevocably elect, upon and subject to the conditions as set out in the Deed Poll, to exercise my/our exercise rights in relation to the type and number of Warrants specified below and to subscribe and make payment as provided below for such number of new ordinary shares in the Company ("**Shares**") to be issued upon the exercise of the Warrants to which this Exercise Notice relates at the Exercise Price for each new Shares, and agree to accept such new Shares subject to the terms of the Constitution of the Company;
- iv. hereby make payment in full for such new Shares in the number specified below by banker's draft/ cashier's order drawn on a bank operating in Malaysia / money order or postal order issued by a post office in Malaysia or by way of online transfer made out in favour of "**JOHAN HOLDINGS BERHAD**" (crossed "**A/C Payee Only**", where relevant) and amount to RM..... together with payments of all other fees including stamp duty (if any) and taxes payable in respect of the exercise of the exercise rights unless the Company is mandatorily obliged to make such payments pursuant to the Deed Poll or as required by Bursa Securities;

- v. hereby authorise you to instruct Depository to debit the number of the Warrants specified below from my/our Securities Account(s) in the exercise of my/our rights herein in accordance with the provisions of the Deed Poll;
- vi. hereby confirm that the Warrants for the exercise of the rights are or have been designated as "free securities" in my/our Securities Account(s);
- vii. where I/ we am/are entitled to receive new Shares upon the exercise of my/our rights herein, I/we hereby authorise you to instruct the Depository to credit the number of new Shares specified below into my/our Securities Account(s) stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein;
- viii. hereby confirm that after the submission of this form to the Company, I/we shall not dispose, transfer or charge the Warrants intended for the exercise of rights herein, until the exercise is completed by debiting of the Warrants from my/our Securities Account(s) or the exercise is rejected by the Company, whichever shall be applicable;
- ix. hereby undertake to fully indemnify the Company and Registrar against any loss, damage, liability, cost or expense (including legal costs on a solicitor and client basis) that may be suffered or incurred by the Company or the Registrar as a result of any demand, actions or proceedings made in respect of or arising from the debiting of the Warrants from our/my Securities Account(s), in reliance by you on this Exercise Notice; and
- x. hereby declare and agree that I/we have complied with all exchange control provisions, the provisions of the Securities Industry (Central Depositories) Act, 1991 and all other legal requirements applicable to the exercise of the exercise rights.

Source account for debiting of Warrants

Securities Code	Type of Securities	Quantity	CDS Account Number ADA & Branch Code/ Account Number															

Target account for debiting of Warrants

Securities Code	Type of Securities	Quantity	CDS Account Number ADA & Branch Code/ Account Number															

Dated the _____ day of _____

(For individuals only)

Signature(s) :

Name(s) :

(For corporations only)

The execution of this Exercise Note)
 By the Warrantholder)
 Was duly effected in a manner authorised)
 By its constitution under its common seal)
 Which the said common seal was hereunto duly)
 Affixed in the presence of)

Notes:-

- i. No share certificate will be issued to the Depositor as the result of any exercise of rights herein.
- ii. No Warranholder shall be allowed to instruct crediting of new Shares into a Securities Account other than one of those from which the securities are to be debited.
- iii. In exercising the exercise rights, compliance must be made with any exchange control or other statutory requirement for the time being applicable.
- iv. A corporation completing this Exercise Notice is required to: (a) affix its common seal in accordance with its Constitution or (b) execute this Exercise Notice in accordance with Section 66 of the Act in the absence of common seal, and a copy of the certified true copy of the resolution of its directors authorising the use and affixation of its common seal or the execution of this Exercise Notice, as the case may be, must be lodged together with this Exercise Notice with the Registrar.
- v. Terms and expressions used in this Exercise Notice shall have the same meaning as defined in the Deed Poll constituting the issue of the Warrants.
- vi. Exercise rights means the right of a Warranholder to subscribe for one (1) new Share for every Warrant held at the Exercise Price, in accordance with the provisions of the Deed Poll.
- vii. The requisite processing fees of which for the time being is RM5.00 only is payable by the Warranholder together with the Exercise Price, payable to "Johan Management Services Sdn Bhd"
- viii. The attention of Warranholders are drawn to the Malaysian Code on Take-overs and Mergers 2016 and the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia and relevant practice notices, if any, and provisions of the Capital Markets and Services Act 2007 as amended from time to time. The Warranholders should consider the implications of these provisions before the exercise of their respective exercise rights. In particular, a Warranholder should note that he may be under an obligation to extend a takeover offer of the Company if:
 - (a) he and the persons acting in concert with him have obtained control in the Company; or
 - (b) he and the persons acting in concert with him hold more than 33% but not more than 50% of the voting shares or voting rights of the Company, and acquire, by exercise of exercise rights in any period of six (6) months, additional new Shares which carry more than two per centum (2%) of the voting shares or voting rights in the Company.
- ix. "ADA" means Authorised Depository Agent.
- x. "Market Day" means a day on which Bursa Securities is open for trading in securities in Malaysia.

REGISTRAR AND TRANSFER OFFICE:

Johan Management Services Sdn Bhd
11th Floor, Wisma E&C,
No. 2 Lorong Dungun Kiri
Damansara Heights
50490 Kuala Lumpur

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