

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.



Registration No. 192001000038 (314-K)

(Incorporated in Malaysia)

NOTICE TO WARRANT HOLDERS 2021/2024

IN RELATION TO THE

EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2021/2024 ("WARRANT(S)")

(STOCK NAME: JOHAN-WB)

(STOCK CODE: 3441WB)

IMPORTANT RELEVANT DATES:

Last date and time for trading of Warrants	: Tuesday, 2 July 2024 at 5.00 p.m.
Date and time of suspension of trading of Warrants	: Wednesday, 3 July 2024 at 9.00 a.m.
Last date and time for transfer into depositor's CDS account	: Friday, 12 July 2024 at 4.30 p.m.
Last date and time of exercise of Warrants	: Friday, 19 July 2024 at 5.00 p.m.
Date and time of expiry of Warrants	: Friday, 19 July 2024 at 5.00 p.m.
Date and time for delisting of Warrants	: Monday, 22 July 2024 at 9.00 a.m.

This Notice is dated 13 June 2024

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Notice:-

"Board"	: The Board of Directors of Johan
"Bursa Depository"	: Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)]
"Bursa Securities"	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"CDS"	: Central Depository System
"Deed Poll"	: The deed poll executed by Johan on 3 June 2021 to constitute the Warrants 2021/ 2024 and to govern the rights of holders of the Warrants 2021/ 2024
"Exercise Money"	: The amount payable by the Warrant Holder calculated by multiplying the Exercise Price with the aggregate number of new Johan share(s) in respect of which the Exercise Rights are being exercised
"Exercise Notice"	: Form for Warrant Holders to exercise their Exercise Rights as enclosed in this Notice
"Exercise Period"	: The period commencing on and including the date of issuance of the Warrants and ending on the Expiry Date. Any Warrants which are not exercised at the close of business of the Expiry Date will thereafter lapse and cease to be valid
"Exercise Price"	: RM0.25, only payable in respect of each new Johan Share to which a Warrant Holder will be entitled to subscribe upon exercise of the Exercise Rights
"Exercise Rights"	: The rights conferred on a Warrant Holder to subscribe for 1 new Johan Share for each Warrant held at the Exercise Price at any time during the Exercise Period upon the terms and conditions of the Deed Poll
"Expiry Date"	: The close of business at 5.00 p.m. in Malaysia on Friday, 19 July 2024, being the last Market Day preceding the third (3rd) anniversary of the issue date of the Warrants on 22 July 2021
"Johan" or the "Company"	: Johan Holdings Berhad [Registration No. 192001000038 (314-K)]
"Johan Share(s)"	: Ordinary share(s) in Johan
"LPD"	: 4 June 2024, being the latest practicable date prior to the issuance of this Notice
"Market Day(s)"	: A day on which the stock market of Bursa Securities is open for trading of securities
"Notice"	: This notice to Warrant Holders dated 13 June 2024 in relation to the expiry and last date for the exercise of Warrants 2021/2024
"Record of Depositors"	: The record of securities holders provided by Bursa Depository to the Company under the Rules of Bursa Depository
"RM" and "sen"	: Ringgit Malaysia and sen, respectively
"Share Registrar"	: Johan Management Services Sdn Bhd [Registration No. 197901003043 (47300-V)]

DEFINITIONS

- "Warrant(s)" or "Warrants 2021/2024" : 389,342,813 warrants issued by Johan on 22 July 2021, pursuant to the terms and conditions of the Deed Poll dated 3 June 2021, which remain unexercised before the Expiry Date
- "Warrant Holder(s)" : Holder(s) of Warrants whose name is registered in the Warrant Record of Depositors of Johan

All references to "**you**" or "**yours**" in this Notice are to be the Warrant Holder(s). Words importing the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders. Reference to persons shall include a corporation, unless otherwise specified. Any reference in this Notice to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise specified.

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Johan Holdings Berhad

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

Registered Office
11th Floor, Wisma E&C
No. 2, Lorong Dungun Kiri
Damansara Heights
50490 Kuala Lumpur

13 June 2024

Board of Directors

Tan Sri Dato' Tan Kay Hock (*Chairman & Chief Executive*)
Puan Sri Datin Tan Swee Bee (*Group Managing Director*)
Dato' Ahmad Khairummuzammil Bin Mohd Yusoff (*Non-Independent Non-Executive Director*)
Tan Poh Meng (*Independent Non-Executive Director*)
Mahathir Bin Mahzan (*Independent Non-Executive Director*)

To: The Warrant Holders of Johan

Dear Sir/ Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2021/2024

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll, the Exercise Rights of the Warrants will expire at **5.00 p.m. on Friday, 19 July 2024**.

Accordingly, all Warrant Holders intending to exercise their Warrants are advised to submit the enclosed Exercise Notice to the Share Registrar of the Company **not later than 5.00 p.m. on the Expiry Date**.

The total number of Warrants outstanding as at 4 June 2024, being the LPD prior to the issuance of this Notice is 389,342,813.

WARRANT HOLDERS SHOULD NOTE THAT WARRANTS WHICH ARE NOT EXERCISED BY 5.00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID, AND SHALL CEASE TO BE EXERCISABLE THEREAFTER.

ACCORDINGLY, THE WARRANTS WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON MONDAY, 22 JULY 2024.

Warrant Holders are therefore advised to carefully read the procedures and information set out below:-

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

The trading of the Warrants on Bursa Securities will be suspended with effect from **9.00 a.m.** on **Wednesday, 3 July 2024** until the Expiry Date. The last day and time for trading of the Warrants will be at **5.00 p.m.** on **Tuesday, 2 July 2024**.

2. EXERCISE PRICE

The Exercise Price in respect of 1 Johan Share for each Warrant exercised is RM0.25. For illustration purposes, if you wish to exercise 100 Warrants into 100 Johan Shares, the total Exercise Money shall be RM25.

As at the LPD, the closing price of Warrants and Johan Shares are RM0.005 and RM0.055 respectively. The Warrants are currently out-of-money as the Exercise Price for each Warrant is RM0.25 and the price for 1 Johan Share is RM0.055. It will not be beneficial to Warrant Holders to exercise their Warrants.

3. PAYMENT OF THE EXERCISE MONEY

The remittance of the Exercise Money must be made in full and payable in Ringgit Malaysia by banker's draft or cashier's order or money order or postal order drawn on a bank or post office operating in Malaysia made in favour of "**JOHAN HOLDINGS BERHAD**" crossed "A/C Payee only" for the full amount of the Exercise Money payable in respect of the Warrants exercised, and endorsed on the reverse side with the name and CDS account number of the Warrant Holder.

4. EXERCISE OF WARRANTS 2021/ 2024

4.1 If you are a Warrant Holder and wish to exercise your Exercise Rights, you should:-

4.1.1 Complete and sign the Exercise Notice as enclosed in this Notice. Additional copies of the Exercise Notice can be obtained from the Company's Share Registrar, Johan Management Services Sdn Bhd, at 11th Floor, Wisma E&C, No. 2 Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur; and

4.1.2 Deliver the following documents to the Company's Share Registrar no later than 5.00 p.m. on the Expiry Date:-

- (a) The duly completed and signed Exercise Notice;
- (b) Remittance for the full Exercise Money as mentioned in Sections 2 and 3 of this Notice; and
- (c) Remittance for a processing fee of RM5.00 for each Exercise Notice submitted, payable by banker's draft or cashier's order or money order or postal order drawn on a bank or post office operating in Malaysia made in favour of "**JOHAN MANAGEMENT SERVICES SDN BHD**" crossed "A/C Payee Only" or in cash if you personally deliver the documents to the Share Registrar.

4.2 The Company shall within 8 Market Days of the date of receipt of the duly completed Exercise Notice together with the requisite payment:-

- 4.2.1 Allot and issue the relevant number of new Johan Shares arising from the exercise of Warrants to the relevant Warrant Holders;
 - 4.2.2 Despatch the notices of allotment to the relevant Warrant Holders stating the number of new Johan Shares that will be credited into the CDS account of the Warrant Holders; and
 - 4.2.3 Make an application to Bursa Securities for the listing and quotation of the new Johan Shares.
- 4.3 The new Johan Shares to be issued pursuant to the exercise of Warrants shall, upon allotment and issue, rank *pari passu* in all respects with the existing Johan Shares, except that the new Johan Shares will not be entitled to any rights, dividends, allotment and/ or any other forms of distribution that may be declared, made or paid prior to the date of allotment of such new Johan Shares.
- 4.4 The new Johan Shares arising from such exercise will be credited into the CDS accounts of the exercising Warrant Holders and no physical share certificate would be issued to the Warrant Holders in respect of the exercise.

5. BOOK CLOSURE DATE

- 5.1 Bursa Depository will not be accepting any request for transfer of Warrants for the period commencing **4.30 p.m. on Friday, 12 July 2024** until the Expiry Date.
- 5.2 Warrant Holders shall qualify for entitlement to subscribe for new Johan Shares in respect of the following:-
- (a) Warrants transferred into the depositors' CDS accounts before **4.30 p.m. on Friday, 12 July 2024** in respect of ordinary transfers; or
 - (b) Warrants bought on Bursa Securities on or before **5.00 p.m. on Tuesday, 2 July 2024**, being the last day for trading of the Warrants.

6. EXPIRY OF WARRANTS 2021/2024

Warrant Holders should note that:-

- (a) If their Exercise Rights are not exercised and the relevant Exercise Notice together with the remittance are not delivered to the Company's Share Registrar by **5.00 p.m. on the Expiry Date**, their rights will lapse and become null and void, and cease to be exercisable thereafter; and
- (b) All unexercised Warrants remaining in a depositor's CDS account as at **5.00 p.m. on the Expiry Date** will be debited from the respective depositor's CDS account on **Monday, 22 July 2024**.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board who collectively and individually accept full responsibility for the accuracy of the information contained in this Notice. The Board confirms that, after making all reasonable enquiries and to their best knowledge and belief, there are no other material facts the omission of which would make any statement herein misleading.

8. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning this Notice should be addressed to the Company's Share Registrar at:-

JOHAN MANAGEMENT SERVICES SDN BHD

Registration No. 197901003043 (47300-V)

11th Floor, Wisma E&C

No. 2 Lorong Dungun Kiri

Damansara Heights

50490 Kuala Lumpur

Telephone No. : (603) 2092 1858

Facsimile No. : (603) 2092 2812

Yours faithfully,

For and on behalf of the Board

JOHAN HOLDINGS BERHAD

TAN SRI DATO' TAN KAY HOCK

Chairman & Chief Executive

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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