

JOHAN HOLDINGS BERHAD

(Company No. 314-K)

Summary of Minutes of the Ninety-Second Annual General Meeting of the Company duly convened and held at George Kent Technology Centre, 1115 Jalan Puchong, Taman Meranti Jaya, 47120 Puchong, Selangor Darul Ehsan on Wednesday, 21st June 2017 at 12:00 noon

1.0 ADDRESSED BY CHAIRMAN

The Chairman, on behalf of the Board of Directors, welcomed the shareholders and proxies present to the Ninety-Second Annual General Meeting (“92nd AGM”) of the Company.

The Chairman informed that the notice convening the 92nd AGM of the Company had been circulated to all shareholders on 30 May 2017. With the permission from the shareholders and proxies present, the notice convening the meeting was taken as read. As the requisite quorum being present, the Chairman called the meeting to order.

The Chairman informed that thirteen (13) proxy forms have been received from shareholders holding a total of 234,139,617 shares representing 37.59% of the total issued shares of the Company appointing the Chairman and proxies to vote in favour of all resolutions to be considered at this 92nd AGM.

2.0 POLL VOTING

The Chairman informed the Shareholders and proxies that the voting at the 92nd AGM would be conducted by way of electronic polling.

The Company had appointed Symphony Merchant Sdn Bhd as Poll Administrator to conduct the polling process and Sharepolls Sdn Bhd as Scrutineers to verify the poll results.

The Chairman invited the representative of the Poll Administrator to explain to the Shareholders and proxies present on the electronic polling process.

Having concluded on the briefing by the representative of the Poll Administrator, the Chairman next proceeded to deal with the business on hand.

3.0 AUDITED FINANCIAL STATEMENTS AND THE DIRECTORS' AND AUDITORS' REPORTS

The audited financial statements of the Company for the year ended 31st January 2017 and the Directors' and Auditors' Reports thereon were tabled for discussion. Shareholders and proxies present were invited to raise question on the audited financial statements and reports as tabled.

Mr Lim Bin Hoe inquired whether the Board of Directors will consider to venture into other businesses.

JOHAN HOLDINGS BERHAD (314-K)

Summary of Minutes of the Ninety-Second Annual General Meeting held on Wednesday, 21st June 2017 at 12:00 noon – Cont'd

The Chairman replied that the Board of Directors recognised the competitiveness in the current credit card business and had ceased the business of Diners Club Malaysia in December 2015. Diners Club Singapore performed better but still faced competition with banks. Nature's Farm Singapore had been disposed of due to the downturn in business and escalating rental of its operating outlets. The Chairman informed that the Board of Directors is exploring into new business to replace those loss making businesses which had been disposed of.

There being no other questions from shareholders, it was recorded that the audited financial statements of the Company for the year ended 31st January 2017 and the Directors' and Auditors' Reports thereon had been duly tabled and received by the Shareholders.

4.0 **POLL RESULTS**

All the resolutions tabled at the 92nd AGM of the Company were duly passed by the shareholders of the Company and the poll results of the resolutions as summarised below:-

	FOR		AGAINST	
	No. of shares	%	No. of shares	%
<u>Ordinary Resolution 1</u> To re-elect Mr Ooi Teng Chew as a Director	354,701,484	100	0	0
<u>Ordinary Resolution 2</u> To re-appoint Puan Sri Datin Tan Swee Bee as a Director	354,891,484	100	0	0
<u>Ordinary Resolution 3</u> To re-appoint Dato' Ahmad Khairummuzammil Bin Mohd Yusoff as a Director	354,901,484	100	0	0
<u>Ordinary Resolution 4</u> To re-appoint Tan Sri Dato' Seri Dr Ting Chew Peh as a Director	354,891,484	100	0	0
<u>Ordinary Resolution 5</u> To approve the payment of Directors' fees and benefits to Non-Executive Directors for financial year ended 31 January 2017	354,891,484	100	0	0
<u>Ordinary Resolution 6</u> Re-appointment of Deloitte PLT as the Company's Auditors and to authorise the Directors to fix their remuneration.	354,891,484	100	0	0

JOHAN HOLDINGS BERHAD (314-K)

Summary of Minutes of the Ninety-Second Annual General Meeting held on Wednesday, 21st June 2017 at 12:00 noon – Cont'd

	FOR		AGAINST	
	No. of shares	%	No. of shares	%
<u>Ordinary Resolution 7</u> Retention of Independent Non-Executive Director	354,884,484	100	0	0
<u>Ordinary Resolution 8</u> Authority to Directors to allot shares	295,499,384	100	0	0

5.0 CLOSURE

There being no other business to transact, the Chairman thanked the shareholders and proxies present for their attendance and declared the meeting closed at 12.25 p.m.