



JAKS RESOURCES BERHAD

(Company No: 585648-T)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of JAKS Resources Berhad (“**JRB**” or the “**Company**”) will be held at Grand Pacific Event Hall, 3rd Floor, Evolve Concept Mall, Pacific Place @ Ara Damansara, Jalan PJU 1A/4, Ara Damansara, 47301, Petaling Jaya, Selangor Darul Ehsan on Tuesday, 28 June 2016 at 11.00 a.m., or immediately after the conclusion or any adjournment thereof of the Fourteenth (14th) Annual General Meeting of JRB which will be held at 10.30 a.m. at the same venue, on the same day, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

PROPOSED TERMINATION OF THE COMPANY’S EXISTING EMPLOYEES’ SHARE OPTION SCHEME (“ESOS 2008”) (“PROPOSED ESOS 2008 TERMINATION”) Ordinary Resolution 1

“**THAT**, subject to the passing of Ordinary Resolution 2, the Board of Directors of JRB (“**Board**”) be and is hereby authorised to terminate the ESOS 2008 which was effective since 28 April 2008.

AND THAT the Directors of JRB be and are hereby authorised to do all such acts as they may consider necessary or expedient to give effect to the Proposed ESOS 2008 Termination with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities.”

PROPOSED ESTABLISHMENT OF A NEW LONG-TERM INCENTIVE PLAN OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME (“PROPOSED LTIP”) Ordinary Resolution 2

“**THAT**, subject to the approvals of all relevant authorities and the passing of Ordinary Resolution 1, the Board be and is hereby authorised to establish, implement and administer the Proposed LTIP for the benefit of the eligible Directors and senior management of the Company and its subsidiaries (excluding subsidiaries which are dormant) (“**Group**”) who meets the criteria of eligibility for participation in the Proposed LTIP (“**Eligible Persons**”) in accordance with the proposed by-laws (“**By-Laws**”) which is set out in **Appendix I** of the Company’s circular to shareholders dated 11 May 2016 (“**Circular**”);

THAT, the Directors be and are hereby authorised to allot and issue from time to time such number of new ordinary shares of RM1.00 each in JRB (“**JRB Share(s)**”) as may be required to be issued to the Eligible Persons who have accepted the offer of Share Options (“**Share Option Grant**”) and/or the grant of new JRB Shares under the SGP (“**SGP Grant**”) (the Share Option Grant and SGP Grant are collectively referred to as “**LTIP Grant**”) under the Proposed LTIP, provided always that the total number of new JRB Shares to be allotted and issued shall not exceed fifteen percent (15%) of the issued and paid-up share capital of JRB (excluding treasury shares) at any point in time during the duration of the Proposed LTIP and that such new JRB Shares shall, upon allotment and issuance, rank equally in all respects with the then existing JRB Shares, save and except that they shall not be entitled to any dividend, right, allotment and/or any other distribution that may be declared, made or paid to the shareholders of JRB, the entitlement date of which is prior to the date on which the new JRB Shares are credited into the central depository system accounts of the respective Eligible Persons who have accepted the LTIP Grant, upon vesting of their LTIP Grant under the Proposed LTIP;

THAT, in relation to the SGP Grant, the Directors be authorised to capitalise the relevant amount out of the retained profits of the Company or share premium account of the Company and to apply the same for the purposes of issuing the new JRB Shares under the SGP Grant;

THAT, the Board be and is hereby authorised to add, modify and/or amend the Proposed LTIP, By-Laws and all rules, regulations and administration relating to the Proposed LTIP and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed LTIP, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;

THAT, the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed LTIP and the terms of the By-Laws;

THAT, the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the “By-Laws”) as set out in **Appendix I** of the Circular as it may deem fit and/or as may be required by the relevant regulatory authorities;

AND THAT the By-Laws of the Proposed LTIP, as set out in **Appendix I** of the Circular, which are in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and are hereby approved.”

PROPOSED GRANT TO EXECUTIVE DIRECTORS

“**THAT**, subject to the passing of Ordinary Resolutions 1 and 2, the Directors of the Company be and are hereby authorised at any time, and from time to time, to award the following Executive Directors of JRB with such number of Shares in the Company which will be vested to him and to allot and issue and/or deliver such number of Share Options, or combinations thereof pursuant to the Proposed LTIP, provided always that not more than ten percent (10%) (or such percentage as permitted by the relevant authorities) of the Shares available under the Proposed LTIP shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed LTIP as set out in **Appendix I** of the Circular.

- (i) Ang Lam Poah (Chief Executive Officer);
 - (ii) Dato’ Razali Merican Bin Naina Merican (Executive Director); and
 - (iii) Ang Lam Aik (Executive Director).”
- Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5

PROPOSED GRANT TO NON-EXECUTIVE DIRECTORS

“**THAT**, subject to the passing of Ordinary Resolutions 1 and 2, the Directors of the Company be and are hereby authorised at any time, and from time to time, to award the following Non-Executive Directors and to allot and issue and/or deliver such number of Share Options and the new Shares arising therefrom, pursuant to the Proposed Share Option Plan, provided always that not more than ten percent (10%) (or such percentage as permitted by the relevant authorities) of the Shares available under the Proposed LTIP shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed LTIP as set out in **Appendix I** of the Circular.

- (i) Tan Sri Datuk Hussin Bin Haji Ismail (Chairman/Independent Non-Executive Director);
 - (ii) Dato’ Azman Bin Mahmood (Independent Non-Executive Director); and
 - (iii) Liew Jee Min @ Chong Jee Min (Independent Non-Executive Director).”
- Ordinary Resolution 6
Ordinary Resolution 7
Ordinary Resolution 8

PROPOSED GRANT TO DATUK ANG KEN SENG, BEING PERSON CONNECTED TO THE DIRECTORS OF THE COMPANY

Ordinary Resolution 9

“**THAT**, subject to the passing of Ordinary Resolutions 1 and 2, the Directors of the Company be and are hereby authorised at any time, and from time to time, to award Datuk Ang Ken Seng with such number of Shares in the Company which will be vested to him and to allot and issue and/or deliver such number of Share Options, or combinations thereof pursuant to the Proposed LTIP, provided always that not more than ten percent (10%) (or such percentage as permitted by the relevant authorities) of the Shares available under the Proposed LTIP shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed LTIP as set out in **Appendix I** of the Circular.

By Order of the Board

LEONG OI WAH (MAICSA 7023802)

Company Secretary

Petaling Jaya

11 May 2016

Notes:-

1. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy or in the case of a corporation a duly authorised representative to attend and to vote in his stead. The proxy need not be a Member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. When a member appoints two or more proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
3. The instrument appointing proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing or, if such appointer is a corporation under its common seal, or the hand of its attorney.
4. The instrument appointing a proxy together with the power of attorney (as the case may be) must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia at least 48 hours before the time appointed for holding the meeting or adjourned meeting.
5. A depositor who appears in the Record of Depositors as at 20 June 2016 shall be regarded as member of the Company entitled to attend the Extraordinary General Meeting or appoint a proxy.