

**JAKS RESOURCES BERHAD**

585648-T

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of 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, Petaling Jaya, 47301 Selangor Darul Ehsan on Thursday, 22 June 2017 at 10.00 a.m. for the purpose of considering the following businesses:

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who are retiring pursuant to the Company's Article of Association :
 - Dato' Azman Bin Mahmood (Article 101)
 - Dato' Razali Merican Bin Naina Merican (Article 101)
- To approve the payment of Directors' Fees of RM5,000 per month for each of the Non-Executive Directors for the financial year ending 31 December 2017.
- To approve the payment of Meeting Attendance Allowances of RM1,500 per meeting for each Director and an additional RM500 per meeting for the Chairman of the meeting with effect from February 2017 until otherwise resolved.
- To appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.
- To consider and if thought fit, pass the following resolution:

ORDINARY RESOLUTION:**Authority to allot shares pursuant to Section 76 of the Companies Act, 2016**

"THAT pursuant to Section 76 of the Companies Act, 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

LEONG OI WAH (MAICSA 7023802)**Company Secretary**Petaling Jaya
28 April 2017**Notes:**

- 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.
- 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.
- The instrument appointing proxy shall be in writing under the hands of the appointed or of his attorney duly authorised in writing or, if such be executed appointed is a corporation under its common seal, or the hand of its attorney.
- 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 at least 48 hours before the time appointed for holding the meeting or adjourned meeting.
- Depositors who appear in the Record of Depositors as at 15 June 2017 shall be regarded as Member of the Company entitled to attend the Fifteenth Annual General Meeting or appoint a proxy to attend and vote on his behalf.

NOTES:**Resolution 6:**

The proposed Resolution 6 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 28 June 2016. The Company had utilised the earlier mandate for the private placement of 43,836,100 ordinary shares of the Company on 24 March 2017 and raised proceeds of RM59,617,096. The status of utilisation of proceeds as at 31 March 2017 is as follows.

Proposed utilisation of proceeds	Proceeds raised RM'000	Utilised as at 31.3.2017 RM'000	Timeframe for utilisation RM'000
On-going projects undertaken by JRB and its subsidiaries ("JRB Group" or "Group")	34,000	-	Within 12 months
Working capital	24,326	14,500	Within 6 months
Estimated expenses relating to the Proposed Private Placement	1,291	-	Within 3 months
	59,617	14,500	

The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions or the issuance of shares as consideration for the acquisition of assets.