



JAG BERHAD
(Company No. 439230-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of JAG Berhad (“JAG” or the “Company”) will be held at Permai 1, 1st Floor, Kota Permai Golf and Country Club, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan, on Thursday, 26 October 2017 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION NO. 1

PROPOSED BONUS ISSUE OF UP TO 123,364,158 NEW ORDINARY SHARES IN JAG (“JAG SHARES” OR “SHARES”) (“BONUS SHARES”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 13 EXISTING JAG SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF SHARES”)

“THAT approval be and is hereby given to the Board of Directors of the Company (“Board”) to issue up to 123,364,158 Bonus Shares on the basis of 1 Bonus Share for every 13 existing JAG Shares held by the shareholders of the Company on the Entitlement Date (“**Entitled Shareholders**”);

AND THAT the Board be and is hereby authorised to capitalise a total sum of up to RM12,336,416 from the Company’s share premium account for the purpose of the Proposed Bonus Issue of Shares;

AND THAT such Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing JAG Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares;

AND THAT fractional entitlements arising from the Proposed Bonus Issue of Shares shall be disregarded and dealt with by the Board at its absolute discretion in such manner as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.”

ORDINARY RESOLUTION NO. 2

PROPOSED ISSUE OF UP TO 246,728,316 FREE WARRANTS (“WARRANTS 2017/2020”) ON THE BASIS OF 2 WARRANTS 2017/2020 FOR EVERY 13 EXISTING JAG SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES (“PROPOSED FREE WARRANTS ISSUE”)

“THAT approval be and is hereby given to the Board to issue up to 246,728,316 Warrants 2017/2020 on the basis of 2 Warrants 2017/2020 for every 13 existing JAG Shares held by the Entitled Shareholders on the same Entitlement Date as the Proposed Bonus Issue of Shares;

AND THAT approval be and is hereby given to the Board to issue the Warrants 2017/2020 and such additional Warrants 2017/2020 as may be required or permitted to be issued as a consequence of the adjustments based on the indicative principal terms of the Warrants 2017/2020 as set out in the circular to shareholders dated 10 October 2017 (“**Circular**”) and the terms and conditions of a deed poll to be executed by the Company (“**Deed Poll**”);

AND THAT approval be and is hereby given to the Board to allot and issue such number of JAG Shares credited as fully paid-up arising from the exercise of the Warrants 2017/2020 during the exercise period of the Warrants 2017/2020 in accordance with the terms of the Deed Poll;

AND THAT the holders of the Warrants 2017/2020 will not be entitled to any voting rights and in any form of distribution and/or offer of further securities in the Company until and unless such holders of the Warrants 2017/2020 exercise their Warrants 2017/2020 into new JAG Shares;

AND THAT the new JAG Shares, arising from the exercise of the Warrants 2017/2020 shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing JAG Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date of allotment and issuance of the new JAG Shares;

AND THAT the Board be and is hereby entitled to deal with all or any fractional entitlements of the Warrants 2017/2020 that may arise from the Proposed Free Warrants Issue, in such manner as the Board deems fit and expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Free Warrants Issue;

AND THAT the Board be and is hereby authorised to enter into and execute the Deed Poll constituting the Warrants 2017/2020 and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll;

AND THAT the proceeds to be derived from the exercise of Warrants 2017/2020 to be utilised in the manner as set out in Section 2.2.5 of the Circular and the Board be and are hereby authorised to revise the utilisation of the proceeds as they may deem fit and in the interest of the Company.”

BY ORDER OF THE BOARD JAG BERHAD

CHUA SIEW CHUAN (MAICSA 0777689)
CHENG CHIA PING (MAICSA 1032514)

Company Secretaries

Kuala Lumpur
10 October 2017

Notes:

- For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 47(f) of the Articles of Association of the Company and Section 34(1) of Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) to issue a General Meeting Record of Depositors as at 20 October 2017. Only a depositor whose name appears on the Record of Depositors as at 20 October 2017 shall be entitled to attend the said meeting or appoint proxies to attend, participate and/or speak and/or vote on his/her behalf.
- A member entitled to attend and vote at the EGM is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company. A proxy need not be a member. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- A member shall, subject to Notes (4) and (5) below, be entitled to appoint up to 2 proxies to attend and vote at the EGM. Where a member appoints 2 proxies, the appointments shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint not more than 2 proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in 1 securities account (“**omnibus account**”) as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer’s Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or the certificate of authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company located at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time set for holding the EGM or any adjournment thereof.