



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

## NOTICE OF 20TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 20th Annual General Meeting of 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 Monday, 21 May 2018 at 10:00 a.m. for the transaction of the following business:-

### AGENDA

#### Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. **(Refer to Note 8)**
- To re-elect Mr. Ewe Chuan Seng, a Director who retires in accordance with Article 67 of the Company's Articles of Association, and being eligible, has offered himself for re-election. **Resolution 1**
- To re-elect Datin Tan Siew Ching, a Director who retires in accordance with Article 67 of the Company's Articles of Association, and being eligible, has offered herself for re-election. **Resolution 2**
- To re-appoint Messrs. Russell Bedford LC & Company as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to determine their remuneration. **Resolution 3**
- To approve the Directors' fees payable to the Directors of the Company of up to RM122,400/- for the financial year ending 31 December 2018. **Resolution 4**

#### Special Business

To consider and, if thought fit, with or without any modification, to pass the following as Ordinary Resolutions:-

- ORDINARY RESOLUTION**  
**PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230(1)(B) OF THE COMPANIES ACT 2016** **Resolution 5**  
"THAT the benefits payable to the Directors up to an amount of RM37,500/- for the period from 22 May 2018 until the next Annual General Meeting of the Company in year 2019 pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved for payment."
- ORDINARY RESOLUTION**  
**AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016** **Resolution 6**  
"THAT pursuant to the Companies Act 2016, the Articles of Association of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company;"
- ORDINARY RESOLUTION**  
**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY** **Resolution 7**  
"THAT, subject to the compliance with Section 127 of the Companies Act 2016 ("the Act") and all other applicable laws, rules and regulations, provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company ("Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of Shares to be purchased and held pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company including the Shares previously purchased and retained as treasury shares (if any), upon such terms and conditions as set out in the Statement to Shareholders dated 20 April 2018; AND THAT such authority shall commence immediately upon the passing of this Resolution and until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held unless revoked or varied by ordinary resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of ACE Market Listing Requirements of Bursa Securities and any other relevant authorities; AND THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company's retained profits based on the latest audited financial statements of the Company for the financial year ended 31 December 2017 of RM1,302,442/-; AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the Shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends and/or to transfer them for the purposes of or under an employee's share scheme and/or to transfer them as purchase consideration in such manner as may be permitted and prescribed by the provisions of ACE Market Listing Requirements of Bursa Securities, the Act and any other relevant authorities; AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to implement, finalise and give full effect to the aforesaid with full powers to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company;"
- To transact any other business that may be transacted at an Annual General Meeting, due notice of which shall have been given in accordance with the Companies Act 2016 and the Articles of Association of the Company.

#### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN** that the single-tier final dividend of RM0.001 per ordinary share in respect of the financial year ended 31 December 2017 will be payable on 7 June 2018 to depositors who are registered in the Record of Depositors at the close of business on 28 May 2018, if approved by members at the forthcoming 20th Annual General Meeting on 21 May 2018.

A Depositor shall qualify for entitlement only in respect of:-

- Securities transferred into the Depositor's Securities Account before 4:00 p.m. on 28 May 2018 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

**CHUA SIEW CHUAN (MAICSA 0777689)**

**CHENG CHIA PING (MAICSA 1032514)**

Company Secretaries

Kuala Lumpur

20 April 2018

#### Notes:

##### (A) Information for Shareholders/Proxies

- For the purpose of determining a member who shall be entitled to attend this 20th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 47(1) of the Articles of Association of the Company and Section 34(1) of Securities Industry Act, 1991 ("SICDA") to issue a General Meeting Record of Depositors as at 14 May 2018. Only a depositor whose name appears on the Record of Depositors as at 14 May 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company. A proxy needs 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 not, subject to Notes (4) and (5) below, be entitled to appoint more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints two (2) proxies, the appointment 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 two (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 one (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 appointor or his attorney duly authorised in writing. In the event the appointor is a corporation, the instrument appointing a proxy must be either under the appointor'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 other authority (if any), under which it is signed or a notariably certified copy thereof, must be deposited at the office of the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time set for holding the Annual General Meeting or any adjournment thereof.

##### Explanatory Notes to Ordinary Business:-

##### (B) Audited Financial Statements for the financial year ended 31 December 2017

- This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

##### (C) Resolutions 1 and 2 - Re-election of Directors

- In determining the eligibility of the Directors to stand for re-election at the forthcoming 20th Annual General Meeting, the Nomination Committee ("NC") considering the requirements under Rule 2.20A of the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") recommended Mr. Ewe Chuan Seng and Datin Tan Siew Ching for the re-election as Directors pursuant to Article 67 of the Articles of Association of the Company ("Retiring Directors"). The Board has conducted a separate assessment and satisfied with the independence of Mr. Ewe Chuan Seng, the Independent Non-Executive Director, therefore they recommended the same be tabled to the shareholders for approval at the forthcoming 20th Annual General Meeting of the Company under Resolutions 1 and 2 respectively. All the Retiring Directors have consented to their re-election, and abstained from deliberation and voting in relation to their individual re-election at the NC Meeting, where applicable and Board of Directors' Meeting, respectively.

##### (D) Resolution 3 - Re-appointment of Auditors

- The Audit Committee ("AC") has assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of Messrs. Russell Bedford LC & Company as External Auditors of the Company for the financial year ending 31 December 2017. The Board has in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming 20th Annual General Meeting of the Company under Resolution 3.

##### (E) Resolution 4 - Payment of Directors' Fees

- The Proposed Directors' fees payable to the Directors of the Company for the financial year ending 31 December 2018 shall be up to RM122,400/- only, comprise the following:-

#### Directors' Fees

	Financial Year Ending 31 December 2018
Non-Executive Directors	RM28,800/- per person per annum
Audit Committee Chairman	Additional RM14,400 per annum
Nomination Committee Chairman	Additional RM7,200 per annum
Remuneration Committee Chairman	Additional RM7,200 per annum
Risk Management Committee Chairman	Additional RM7,200 per annum
The Resolution 4, if approved, will authorise the Directors' fees payable to the Directors for the financial year ending 31 December 2018 pursuant to Article 74 of the Articles of Association of the Company.	

##### Explanatory Notes to Special Business:

##### (F) Resolution 5 - Benefits Payable to the Directors

- Under Resolution 5, the benefits payable to the Directors pursuant to Section 230(1)(b) of the Companies Act 2016 had been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the benefits payable are in the best interest of the Company and in accordance with Directors' Remuneration Policy of the Company for the applicable period between 22 May 2018 until the next Annual General Meeting of the Company in year 2019. The benefits comprised solely of meeting allowance, which will only be accorded based on actual attendance of meetings by the Directors:-

	Financial Year Ending 31 December 2018
Meeting Allowances for Non-Executive Directors	RM500/- per meeting

##### (G) Resolution 6 - Authority to Issue Shares pursuant to the Companies Act 2016

- The Company wishes to renew the mandate on the authority to issue shares pursuant to the Companies Act 2016 at the 20th Annual General Meeting of the Company (hereinafter referred to as the "General Mandate"). The Company had been granted a general mandate by its shareholders at the last Annual General Meeting of the Company held on 14 June 2017 (hereinafter referred to as the "Previous Mandate"). Pursuant to the Previous Mandate, the Company had undertaken a private placement of 28,600,000 new ordinary shares which were issued at the issue price of RM0.12 each and was listed on 19 July 2017. The proceeds raised from the said private placement exercise were RM3,432,000/-. The details of utilisation of the proceeds from the abovementioned corporate exercise were as follow:-

	Status of utilisation	Amount utilised RM	Amount unutilised RM
Repayment of bank borrowings	Fully	2,682,797	-
Working capital	Fully	691,327	-
Estimated expenses in relation to the Private Placement	Fully	57,876	-
<b>Total</b>		<b>3,432,000</b>	<b>-</b>

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

##### (H) Resolution 7 - Proposed Renewal of Share Buy-Back Authority

- The proposed adoption of the Resolution 7 is to renew the authority granted by the shareholders of the Company at the Extraordinary General Meeting held on 14 June 2017. The proposed renewal will allow the Directors to exercise the power of the Company to purchase not more than 10% of the total number of issued shares of the Company any time within the time period stipulated in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.