



## JADI IMAGING HOLDINGS BERHAD

(Company No. 526319-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** THAT the Extraordinary General Meeting ("EGM") of JADI Imaging Holdings Berhad ("JADI" or "Company") will be held at Mauna Lani B Room, Holiday Inn Glenmarie Kuala Lumpur, 1 Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan, on Thursday, 20 November 2014 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED BONUS ISSUE OF UP TO 309,812,224 ORDINARY SHARES OF RM0.10 EACH IN JADI ("JADI SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 3 EXISTING JADI SHARES HELD BY THE ENTITLED SHAREHOLDERS OF JADI AS AT 5.00 P.M. ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")**

"THAT subject to and conditional upon the approvals of all relevant regulatory authorities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of JADI ("Board") be and is hereby authorised to capitalise an amount of up to RM30,981,222 out of the share premium and retained earnings account of the Company, and to apply the same for the purposes of issuing and allotting up to 309,812,224 Bonus Shares credited as fully paid-up to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of 1 Bonus Share for every 3 existing JADI Shares held;

THAT any fractional entitlement of the Bonus Shares arising from the Proposed Bonus Issue shall be disregarded and shall be dealt with in such manner as the Board in their absolute discretion think fit and expedient, and in the best interest of the Company;

THAT the Bonus Shares, will upon allotment and issuance, rank pari passu in all respects with the existing JADI Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotment and/or other distributions that may be declared, made or paid prior to the relevant date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

#### ORDINARY RESOLUTION 2

**PROPOSED RENOUNCEABLE TWO-CALL RIGHTS ISSUE OF UP TO 309,812,224 JADI SHARES ("RIGHTS SHARES") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 3 EXISTING JADI SHARES HELD ON THE ENTITLEMENT DATE, TOGETHER WITH UP TO 103,270,741 FREE DETACHABLE WARRANTS ("WARRANTS 2014/2024") ON THE BASIS OF 1 WARRANT 2014/2024 FOR EVERY 3 RIGHTS SHARES SUBSCRIBED BY THE ENTITLED SHAREHOLDERS OF JADI, AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE, OF WHICH THE FIRST CALL OF RM0.08 PER RIGHTS SHARE WILL BE PAYABLE IN CASH UPON APPLICATION AND THE SECOND CALL OF RM0.02 PER RIGHTS SHARE WILL BE CAPITALISED FROM THE COMPANY'S RETAINED PROFITS ACCOUNT ("PROPOSED TWO-CALL RIGHTS ISSUE")**

"THAT subject to and conditional upon the approvals of all relevant regulatory authorities for the admission of the Warrants 2014/2024, listing of and quotation for the Rights Shares and Warrants 2014/2024, as well as the new JADI Shares to be issued arising from the exercise of the Warrants 2014/2024, the Board be and is hereby authorised to provisionally issue and allot by way of renounceable rights issue up to 309,812,224 Rights Shares on the basis of 1 Rights Share for every 3 existing JADI Shares held together with up to 103,270,741 Warrants 2014/2024 on the basis of 1 Warrant 2014/2024 for every 3 Rights Shares subscribed, at an issue price of RM0.10 per Rights Share, of which the first call of RM0.08 per Rights Share will be payable in cash upon application and the second call of RM0.02 per Rights Share will be capitalised from the Company's retained profits account, to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on a date to be determined and announced later by the Board;

THAT any fractional entitlement of the Rights Shares and Warrants 2014/2024 arising from the Proposed Two-Call Rights Issue shall be disregarded and shall be dealt with in such manner as the Board in their absolute discretion think fit and expedient, and in the best interest of the Company;

THAT any Rights Shares which are not taken up or which are not allotted for any reason shall be made available for excess application in such manner as the Board shall determine at its absolute discretion;

THAT the Rights Shares will, upon allotment and issuance, rank pari passu in all respects with the existing JADI Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotment and/or other distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the Rights Shares;

THAT the Board be and is hereby authorised to issue any additional Warrants 2014/2024 as may be required or permitted to be issued as a consequence of the adjustments under the provisions in the deed poll to be executed, constituting the Warrants 2014/2024 ("Deed Poll");

THAT the Board be and is hereby authorised to issue and allot up to 161,864,601 additional Warrants 2010/2015 to be issued pursuant to the adjustments in accordance with the provisions of the deed poll dated 27 September 2010 as a result of the Proposed Bonus Issue and the Proposed Two-Call Rights Issue ("Additional Warrants") and up to 161,864,601 new JADI Shares to be issued arising from the exercise of the Additional Warrants;

THAT the Board be and is hereby authorised to make the necessary adjustment to the existing exercise price and the number of Additional Warrants 2010/2015 to be issued in accordance with the deed poll dated 27 September 2010;

THAT the Board be and is hereby authorised to allot and issue any appropriate number of new JADI Shares arising from the exercise of the Warrants 2014/2024 and additional Warrants 2014/2024 (if any) by the holders of the Warrants 2014/2024 of their rights in accordance with the provisions of the Deed Poll;

THAT the new JADI Shares to be issued arising from the exercise of the Warrants 2014/2024 or Additional Warrants 2010/2015 shall, upon allotment and issuance, rank pari passu in all respects with the then existing JADI Shares, save and except that the new JADI Shares shall not be entitled to any dividends, rights, allotment and/or other distributions that may be declared, made or paid prior to the relevant date of allotment and issuance of the new JADI Shares;

THAT the proceeds from the Proposed Two-Call Rights Issue will be utilised for such purposes as set out in Section 2.2.8 of the Circular and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary or expedient;

THAT any one of the Directors of JADI be and is hereby authorised to enter into and execute the Deed Poll and to do all acts, deeds and things as he may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Two-Call Rights Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Two-Call Rights Issue."

#### BY ORDER OF THE BOARD

**WONG WAI FOONG (MAICSA 7001358)**

**LIM POH YEN (MAICSA 7009745)**

Company Secretaries

Kuala Lumpur  
31 October 2014

#### Notes:

1. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member shall be entitled to appoint a person, whether a member or not, as his proxy to attend and vote at a meeting of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
2. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
4. Where a member of the Company is an Exempt Authorised Nominee (referring to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA) which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy, with the power of attorney or any other authority (if any) under which it is signed or a notarially certified copy of such power of attorney and any authority, shall be deposited at the Registered Office of the Company at No.1, Jalan Peguam U1/25A, Seksyen U1, Hicom-Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan not less than forty eight (48) hours before the time appointed for holding the meeting or any adjourned meeting as the case may be.
7. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requested Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 74 of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 14 November 2014 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.