



## JAG BERHAD

(formerly known as Infotech Alliance Berhad)  
(Incorporated in Malaysia)  
(Company No. 439230-A)

### NOTICE OF 17<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 17th 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, 18 May 2015 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 2014 together with the Reports of the Directors and Auditors thereon. (Refer to Note 1)
- To re-elect Mr. Roy Thean Chong Yew, 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. Ordinary Resolution 1
- To re-elect Mr. Ewe Chuan Seng, a Director who retires in accordance with Article 72 of the Company's Articles of Association, and being eligible, has offered himself for re-election. Ordinary 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. Ordinary Resolution 3
- To approve the payment of Directors' fees amounting to RM91,365.60 for the financial year ended 31 December 2014. Ordinary Resolution 4

##### Special Business

- To consider and, if thought fit, to pass the following as Ordinary Resolution:-

##### Ordinary Resolution

##### - Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

Ordinary Resolution 5

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals from the relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors of the Company may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

**AND THAT** the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the ACE Market of Bursa Malaysia Securities Berhad **AND** be hereby authorised to do all such acts and things including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate."

- 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, 1965 and the Articles of Association of the Company.

##### BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

CHENG CHIA PING (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

23 April 2015

##### Notes:

- This agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Therefore, this agenda item is not put forward for voting.
- For the purpose of determining a member who shall be entitled to attend this 17th Annual General Meeting, the Company shall be requesting 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 11 May 2015. Only a depositor whose name appears on the Record of Depositors as at 11 May 2015 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 and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. 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 (5) and (6) 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 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 other authority (if any), under which it is signed or a notorially certified copy thereof, must be deposited at the Company's Registered office located at Level 7, Menara Milenium, Jalan Damanlela, 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.

##### Abstention from Voting

- All the Directors who are shareholders of the Company and entitled to Directors' fees will abstain from voting on Ordinary Resolution 4 concerning Directors' fees at the Annual General Meeting.

##### Special Business

##### 10. Ordinary Resolution 5 – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution 5 proposed under agenda item 6 above is a renewal of the general mandate for issuance of new ordinary shares pursuant to Section 132D of the Companies Act, 1965, which was granted by the shareholders at the last Annual General Meeting. The Company had been granted a general mandate by its shareholders at the last Annual General Meeting of the Company held on 16 June 2014 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company (hereinafter referred to as the "Previous Mandate").

Pursuant to the Previous Mandate, the Company has undertaken a private placement exercise which has been completed on 14 October 2014 where 94,222,200 new ordinary shares of RM0.10 each have been issued at the issued price of RM0.175 per placement share. The proceeds raised from the said private placement exercise was RM 16,488,885.

The details of utilisation of the proceeds from the abovementioned corporate exercise were as follow:-

	Status of Utilisation	Amount Utilised RM'000	Amount Unutilised RM'000
Repayment of bank borrowings	Fully	12,000	0
Capital expenditure	Fully	1,398	0
Working capital	Partially	426	2,545
Estimated expenses in relation to the proposal	Fully	120	0
<b>Total:</b>		<b>13,944</b>	<b>2,545</b>

The proposed Ordinary Resolution 5, if passed, will give the Directors of the Company, from the date of the above Meeting, the authority to issue and allot ordinary shares from the unissued share capital of the Company up to an amount not exceeding in total ten per centum (10%) of the total issued share capital of the Company for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company. There will be no adverse effect on the share price in such cases, as the new issuance would not be priced at a discount of more than ten per centum (10%) of the weighted average market price for five (5) market days before the price-fixing date. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The abovesaid mandate will provide the Directors certain flexibilities when the need arises to issue additional shares for any possible fund raising activities, including but not limited to funding future investment projects, working capital and/or acquisitions and, in addition to enhancing efficiency in implementing the same, it will reduce the time and cost that would be involved in seeking shareholders' approval for such issue of shares.