



JAG BERHAD
(Formerly known as Infotek Alliance Berhad)
(Company No. 439230-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of JAG Berhad (*formerly known as Infotek Alliance Berhad*) ("**JAG**" or "**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, 15 June 2015 at 10:00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO THIRTY PER CENTUM (30%) OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME ("PROPOSED SIS")

"THAT subject to the provisions of the Companies Act, 1965, approval be and is hereby given for the Company and the Directors of the Company to:

- establish and administer the Proposed SIS which involves the granting of options to all eligible persons of the Company and its subsidiaries ("**Group**") including Directors of our Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed SIS ("**Eligible Persons**") as set out in the Bylaws, a draft of which is set out in **Appendix I** of the circular to shareholders dated 1 June 2015 ("**Bylaws**");
- allot and issue from time to time such number of new ordinary shares of RM0.10 each in JAG ("**JAG Shares**") as may be required to be issued pursuant to the exercise of the options under the Proposed SIS provided that the aggregate number of JAG Shares to be allotted and issued shall not exceed thirty per centum (30%) of the total issued and paid-up share capital of the Company (excluding treasury shares, if any) at any one time during the duration of the scheme;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("**Bursa**") for the listing of and quotation for the new JAG Shares which may from time to time be allotted and issued pursuant to the Proposed SIS and such new JAG Shares will, upon allotment, issuance and full payment, *rank pari passu* in all respects with the then existing issued and paid-up shares of the Company save and except that the new JAG Shares will not be entitled to any dividends, rights, allotments or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of such new JAG Shares; and
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the Bylaws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the Bylaws from time to time as may be required or deemed necessary in accordance with the provisions of the Bylaws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTIONS 2 TO 12:

(PROPOSED GRANTING OF SIS OPTIONS (AS DEFINED HEREIN) TO THE DIRECTORS AND MAJOR SHAREHOLDERS OF JAG AND THE PERSONS CONNECTED WITH THEM)

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF SIS OPTIONS TO DATIN TAN SIEW CHING

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datin Tan Siew Ching, being the Chairperson and Executive Director of the Company, options to subscribe for new JAG Shares ("**SIS Options**") and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Datin Tan Siew Ching, as long as Datin Tan Siew Ching either solely or collectively through persons connected with her (as defined in the ACE Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF SIS OPTIONS TO DATO' NG MEOW GIAK

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Ng Meow Giak, being the Executive Director of the Company, who is also a major shareholder of JAG, SIS Options and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Dato' Ng Meow Giak, as long as Dato' Ng Meow Giak either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF SIS OPTIONS TO ROY THEAN CHONG YEW

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Roy Thean Chong Yew, being the Independent Non-Executive Director of the Company, SIS Options and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Roy Thean Chong Yew, as long as Roy Thean Chong Yew either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF SIS OPTIONS TO DATUK MD. HASSIM BIN PARDI

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datuk Md. Hassim Bin Pardi, being the Independent Non-Executive Director of the Company, SIS Options and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Datuk Md. Hassim Bin Pardi, as long as Datuk Md. Hassim Bin Pardi either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF SIS OPTIONS TO EWE CHUAN SENG

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ewe Chuan Seng, being the Independent Non-Executive Director of the Company, SIS Options and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Ewe Chuan Seng, as long as Ewe Chuan Seng either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF SIS OPTIONS TO DATO' NG AIK KEE

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Ng Aik Kee, being the Managing Director of Jarling Metal Industries Sdn. Bhd. ("JMI"), a wholly-owned subsidiary of the Company, who is also a major shareholder of JAG, SIS Options and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Dato' Ng Aik Kee, as long as Dato' Ng Aik Kee either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF SIS OPTIONS TO NG YAW LONG

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ng Yaw Long, being the Operation Director of JMI, who is also a major shareholder of JAG, SIS Options and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Ng Yaw Long, as long as Ng Yaw Long either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 9

PROPOSED GRANTING OF SIS OPTIONS TO TEH CHIN CHING

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Teh Chin Ching, being the Finance Director of JMI, a wholly-owned subsidiary of the Company, who is also a substantial shareholder of JAG and mother to Dato' Ng Aik Kee, Dato' Ng Meow Giak and Ng Yaw Long, SIS Options and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Teh Chin Ching, as long as Teh Chin Ching either solely or collectively through persons connected with her (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 10

PROPOSED GRANTING OF SIS OPTIONS TO DATIN LAI CHOW MEE

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datin Lai Chow Mee, being the Marketing Executive of JMI, who is also the spouse of Dato' Ng Aik Kee, SIS Options and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Datin Lai Chow Mee, as long as Datin Lai Chow Mee either solely or collectively through persons connected with her (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 11

PROPOSED GRANTING OF SIS OPTIONS TO DATIN NGIAN SHIAU FEI

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datin Ngian Shiau Fei, being the Marketing Executive of JMI, who is also the spouse of Dato' Ng Meow Giak, SIS Options and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Datin Ngian Shiau Fei, as long as Datin Ngian Shiau Fei either solely or collectively through persons connected with her (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 12

PROPOSED GRANTING OF SIS OPTIONS TO BEH TIEN LING

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Beh Tien Ling, being the Marketing Executive of JMI, who is also the spouse of Ng Yaw Long, SIS Options and if such options are accepted and exercised, to allot and issue such number of new JAG Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than sixty per centum (60%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Beh Tien Ling, as long as Beh Tien Ling either solely or collectively through persons connected with her (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of JAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

BY ORDER OF THE BOARD

JAG BERHAD

(Formerly known as Infotek Alliance Berhad)

CHUA SIEW CHUAN (MAICSA 0777689)

CHENG CHIA PING (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

1 June 2015

Notes:

- For the purpose of determining a member who shall be entitled to attend this EGM, 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 ("SIDCA") to issue a General Meeting Record of Depositors as at 9 June 2015. Only a depositor whose name appears on the Record of Depositors as at 9 June 2015 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on the agenda of the meeting.
- 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/member(s) 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 (4) and (5) below, be entitled to appoint more than two (2) proxies to attend and vote at the EGM. 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 SIDCA, 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 SIDCA which is exempted from compliance with the provisions of subsection 25A(1) of SIDCA, 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 notarially certified copy thereof, must be deposited at the Registered Office of the Company located at Level 7, Menara Milenium, Jalan Dato' Onofre, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof.