



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

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 18th 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 Friday, 17 June 2016 at 10:00 a.m. for the transaction of the following business:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. **(Refer to Note 8)**
2. 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. **Ordinary Resolution 1**
3. To re-elect Datuk Md. Hassim Bin Pardi, 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 2**
4. 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**
5. To approve the payment of Directors' fees amounting to RM96,000.00 for the financial year ended 31 December 2015. **Ordinary Resolution 4**

Special Business

6. To consider and, if thought fit, to pass the following as Ordinary and Special Resolutions:-

ORDINARY RESOLUTION

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

"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 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."

Ordinary Resolution 5

7. SPECIAL RESOLUTION

- Proposed Amendment to the Articles of Association of the Company

"THAT the following proposed amendment to the Articles of Association of the Company be and is hereby approved and adopted:-

Special Resolution

Article No.	Existing Article	Proposed Article
113	<p>(1) A copy of every balance sheet and profit and loss account which is to be laid before the Company in general meeting (including every document required by law to be annexed thereto) together with a copy of the Auditors' report relating thereto and of the Directors' report shall not more than four months after the close of the financial year. The Company must issue to its shareholders an annual report relating to it within six (6) months after the expiry of its financial year end in printed form or in CD-ROM form or in such other form of electronic media and be sent to every Member of, and every holder of debenture of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Office. The required number of copies of each of these documents shall at the same time be sent to the Exchange.</p> <p>(2) In the event that the annual report is sent in CD-ROM form or in such other form of electronic media and a member requires a printed form of such document, the Company shall send such document to the member within four (4) Market days from the date of receipt of the member's request. Notwithstanding the above, annual audited accounts together with the auditors' and directors' report shall be filed with Bursa Securities for public release within four (4) months after the expiry of its financial year end.</p>	<p>(1) A copy of every balance sheet and profit and loss account which is to be laid before the Company in general meeting (including every document required by law to be annexed thereto) together with a copy of the Auditors' report relating thereto and of the Directors' report in printed form or in electronic format and be sent to every Member of, and every holder of debenture of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Office.</p> <p>(2) In the event that the annual report is sent in electronic format and a member requires a printed form of such document, the Company shall send such document to the member within four (4) Market days from the date of receipt of the member's request.</p>

AND THAT the Directors and Secretaries of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendment to the Articles of Association of the Company."

8. 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 077689)

CHENG CHIA PING (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

29 April 2016

Notes:

(A) Information for Shareholders/Proxies

1. For the purpose of determining a member who shall be entitled to attend this 18th 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 10 June 2016. Only a depositor whose name appears on the Record of Depositors as at 10 June 2016 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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 office of the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd. 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.

Explanatory Notes to Ordinary Business:-

(B) Audited Financial Statements for the financial year ended 31 December 2015

8. 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.

(C) Re-election of Directors

9. In determining the eligibility of the Directors to stand for re-election at the forthcoming 18th Annual General Meeting, the Nominating 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 Datin Tan Siew Ching and Datuk Md. Hassim Bin Pardi for 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 Datuk Md. Hassim Bin Pardi, the Independent Non-Executive Director. 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) Re-appointment of Auditors

10. The Audit Committee ("AC") have assessed the suitability 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 2016. 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 18th Annual General Meeting of the Company under **Ordinary Resolution 3**.

(E) Payment of Directors' Fees

11. The Proposed Directors' fees for the financial year ended 31 December 2015 was RM96,000.00 (2014: RM91,365.60). The **Ordinary Resolution 4**, if approved, will authorise the payment of Directors' fees pursuant to Article 74 of the Articles of Association of the Company.

(F) Abstention from Voting

12. Any Director referred to in **Ordinary Resolutions 1 and 2**, who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election at the 18th Annual General Meeting of the Company.
13. Any Directors of the Company who are shareholders of the Company will abstain from voting on **Ordinary Resolution 4** in relation to payment of Directors' fees at the 18th Annual General Meeting of the Company.

Explanatory Notes to Special Business:

(G) Ordinary Resolution 5 - Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

14. The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the 18th 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 18 May 2015 (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

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) Special Resolution - Proposed Amendment to the Articles of Association of the Company ("Proposed Amendment")

15. The Proposed Amendment is to streamline the Articles of Association of the Company with the recent amendments to the ACE LR of Bursa Securities.