

JKGLAND

JKG LAND BERHAD

(Company No. 154232-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of JKG Land Berhad (“JKG” or the “Company”) will be held at Bukit Kiara Equestrian and Country Resort, Dewan Perdana, 1st Floor, Sports Complex, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Thursday, 2 March 2017 at 11.00 a.m. or any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without any modifications:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 1,516,620,000 NEW ORDINARY SHARES IN JKG (“JKG SHARES”) (“RIGHTS SHARES”) ON THE BASIS OF 2 RIGHTS SHARES FOR EVERY 1 EXISTING JKG SHARE HELD ON AN ENTITLEMENT DATE AND AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE”)

“THAT approval be and is hereby given for the Company to undertake the Proposed Rights Issue as follows:

- (i) to provisionally issue and allot by way of renounceable rights issue of 1,516,620,000 Rights Shares to the shareholders of the Company (“Entitled Shareholders”) whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board (“Entitlement Date”) and/or their renounee(s), on the basis of 2 Rights Shares for every 1 existing JKG Share held on the Entitlement Date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine; and
- (ii) to issue and allot in registered form to the Entitled Shareholders (and/or their renounee(s), as the case may be) who subscribe for and are allotted the Rights Shares at an issue price to be determined by the Board on such Entitlement Date;

THAT any Rights Shares which are not taken up or not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons as the Board shall determine at its absolute discretion;

THAT the Rights Shares shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

THAT the proceeds from the Proposed Rights Issue be utilised for the purposes as set out in Section 2.6 of the Circular to the shareholders of the Company dated 15 February 2017 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement and complete the Proposed Rights Issue, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection therewith in order to give full effect to the Proposed Rights Issue;

THAT the Rights Shares will, upon allotment and issuance, rank equally in all respects with the then existing JKG Shares, save and except that they will not be entitled to any dividend, rights, allotment and/or other forms of distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the Rights Shares;

THAT the Board be and is hereby authorised to deal with all or any of the fractional entitlements of the Rights Shares arising from the Proposed Rights Issue, which are not taken up or not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit, necessary or expedient in the best interest of the Company (including without limitation to disregard such fractional entitlements altogether);

AND THAT this resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue.”

BY ORDER OF THE BOARD

Lim Geok Heok (MACS No. 00951)
Ho Sok Leng (MAICSA No. 7043167)
Secretaries

Kuala Lumpur
15 February 2017

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to 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. Where a member of the Company is an exempt authorised nominee 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. Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
3. 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 common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. The Proxy Form shall be deposited with the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the EGM shall be entitled to attend and vote at the EGM or appoint a proxy to attend, speak and vote on his behalf.