



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

## NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 19th 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 Wednesday, 14 June 2017 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 2016 together with the Reports of the Directors and Auditors thereon. **(Refer to Note 8)**
- To re-elect Dato' Ng Meow Giak, 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. **Resolution 1**
- To re-elect 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. **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. **Resolution 3**
- To approve the payment of Directors' fees amounting to RM96,000/- in total for the financial year ended 31 December 2016. **Resolution 4**
- To approve the Directors' fees payable to the Directors of the Company of up to RM115,200/- for the financial year ending 31 December 2017. **Resolution 5**

#### Special Business

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

- ORDINARY RESOLUTION**  
**PAYMENT OF BENEFIT PAYABLE TO THE DIRECTORS UNDER SECTION 230(1)(B) OF THE COMPANIES ACT 2016**  
"THAT the benefits payable to the Directors up to an amount of RM38,000/- for the period from 1 January 2017 until the next Annual General Meeting of the Company in year 2018 pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved for payment." **Resolution 6**
- ORDINARY RESOLUTION**  
**AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**  
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;  
AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."  
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 2016 and the Articles of Association of the Company. **Resolution 7**

#### BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 077689)

CHENG CHIA PING (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

28 April 2017

#### Notes:

##### (A) Information for Shareholders/Proxies

- For the purpose of determining a member who shall be entitled to attend this 19th 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 7 June 2017. Only a depositor whose name appears on the Record of Depositors as at 7 June 2017 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. 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 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 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 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 2016

- This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

##### (C) Resolutions 1 and 2 - Re-election of Directors

- In determining the eligibility of the Directors to stand for re-election at the forthcoming 19th 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") Dato' Ng Meow Giak and Mr. Roy Thean Chong Yew for the 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 Mr. Roy Thean Chong Yew, the Independent Non-Executive Director, therefore they recommended the same be tabulated to the shareholders for approval at the forthcoming 19th Annual General Meeting of the Company under Resolutions 1 and 2 respectively.  
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) Resolution 3 - Re-appointment of Auditors

- 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 2017. The Board has in turn reviewed the recommendation of the AC and recommended the same be tabulated to the shareholders for approval at the forthcoming 19th Annual General Meeting of the Company under Resolution 3.

##### (E) Resolutions 4 and 5 - Payment of Directors' Fees

- The Proposed Directors' fees for the financial year ended 31 December 2016 was RM96,000/- (2015: RM96,000/-) comprises the following:-

Directors' Fees	Financial Year Ended 31 December 2016
Non-Executive Directors	RM24,000/- per person per annum
Audit Committee Chairman	Additional RM12,000 per annum
Nomination Committee Chairman	Additional RM6,000 per annum
Remuneration Committee Chairman	Additional RM6,000 per annum

The Resolution 4, if approved, will authorise the payment of Directors' fees pursuant to Article 74 of the Articles of Association of the Company.

The Proposed Directors' fees payable to the Directors of the Company for the financial year ending 31 December 2017 shall be up to RM115,200/- only, comprises the following:-

Directors' Fees	Financial Year Ended 31 December 2017
Non-Executive Directors	RM28,800/- per person per annum
Audit Committee Chairman	Additional RM14,400 per annum
Nomination Committee Chairman	Additional RM7,200 per annum
Remuneration Committee Chairman	Additional RM7,200 per annum

The Resolution 5, if approved, will authorise the Directors' fees payable to the Directors for the financial year ending 31 December 2017 pursuant to Article 74 of the Articles of Association of the Company.

#### Explanatory Notes to Special Business:

##### (F) Resolution 6 - Payment of Benefits Payable to the Directors

- Under Resolution 6, the benefits payable to the Directors pursuant to Section 230(1)(b) of the Companies Act, 2016 has been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company and in accordance with Directors' Remuneration Policy of the Company for the applicable period of between 1 January 2017 to the next Annual General Meeting of the Company in year 2018. The benefits comprised solely of meeting allowance, which will only be accorded based on actual attendance of meetings by the Directors:-

	Financial Year Ending 31 December 2017
Meeting Allowances for Non-Executive Directors	RMS00/- per meeting

##### (G) Resolution 7 - Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

- The Company wishes to renew the mandate on the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 at the 19th 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 17 June 2016 (hereinafter referred to as the "Previous Mandate").

Pursuant to the Previous Mandate, the Company has undertaken a private placement exercise which first tranche of 28,600,000 new ordinary shares which were issued at the issued price of RM0.105 per placement share and was listed on 29 March 2017. The proceeds raised from the said private placement exercise were RM3,003,000/-.

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

	Status of utilisation	Amount utilised RM	Amount unutilised RM
Repayment of bank borrowings	Pending	2,986,890	-
Estimated expenses in relation to the Private Placement	Pending	16,110	-
<b>Total</b>		<b>3,003,000</b>	<b>-</b>

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.