



JERASIA CAPITAL BERHAD (503248-A)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth ("17th") Annual General Meeting ("AGM") of the Company will be held at Topas Room, Ground Floor, The Saujana Hotel Kuala Lumpur, Saujana Resport, Jalan Lapangan Terbang SAAS, 40150 Selangor Darul Ehsan, Malaysia on Tuesday, 28 November 2017 at 10:00 a.m. for the following purposes:-

AGENDA

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| <p>1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and the Auditors thereon.</p> | <p>(Please refer to Explanatory Note 1)</p> | <p>• has not been within the last two (2) years and is not an officer (except as a non-executive director) of the said Corporation ["officer" includes a director, secretary, employee, receiver who is also a manager not appointed by the Court, and liquidator not appointed by the Court or creditors];</p> |
| <p>2. To approve the payment of Directors' fees amounting to RM170,000 for the financial year ended 30 June 2017.</p> | <p>(Resolution 1)</p> | <p>• is not a major shareholder of the said Corporation;</p> |
| <p>3. To approve the payment of Directors' benefits up to an amount of RM20,000 from 31 January 2017 until the next AGM of the Company.</p> | <p>(Resolution 2)</p> | <p>• is not a family member of any executive director, officer or major shareholder of the said Corporation;</p> |
| <p>4. To re-elect the following Directors who are retiring in accordance with Article 81 of the Company's Articles of Association and being eligible, had offered themselves for re-election:-</p> | <p>(Resolution 3)
(Resolution 4)</p> | <p>• is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;</p> |
| <p>(a) Dato' Sri Mohd Haniff bin Abd Aziz; and
(b) Mr. Andrew Hong Tat Beng.</p> | <p>(Resolution 3)
(Resolution 4)</p> | <p>• has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or</p> |
| <p>5. To re-appoint the following Directors as Directors of the Company:-</p> | <p>(Resolution 5)
(Resolution 6)
(Resolution 7)</p> | <p>• has not been engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange;</p> |
| <p>(a) Dato' Nik Mohamed Din bin Datuk Nik Yusoff;
(b) Dato' Dr. Yong Yuan Tan; and
(c) Dato' Tan Yik Huay.</p> | <p>(Resolution 5)
(Resolution 6)
(Resolution 7)</p> | <p>• has not been engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange;</p> |
| <p>6. To re-appoint Messrs. SJ Grant Thornton as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to determine their remuneration.</p> | <p>(Resolution 8)</p> | <p>(b) Dato' Nik Mohamed Din has not been involved in any business or other relationship which could hinder the exercise of independent judgement, objectivity or his ability to act in the best interests of the Company;</p> |

As Special Business

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions:-

7. **ORDINARY RESOLUTION NO. 1**
- **RETENTION OF DATO' NIK MOHAMED DIN BIN DATUK NIK YUSOFF AS AN INDEPENDENT DIRECTOR OF THE COMPANY**
- (Resolution 9)**
- "THAT approval be and is hereby given to retain Dato' Nik Mohamed Din Bin Datuk Nik Yusoff, who has served the Board as an Independent Director of the Company for a cumulative term of more than nine (9) years, to retain his office as an Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."
8. **ORDINARY RESOLUTION NO. 2**
- **RETENTION OF DATO' TAN YIK HUAY AS AN INDEPENDENT DIRECTOR OF THE COMPANY**
- (Resolution 10)**
- "THAT approval be and is hereby given to retain Dato' Tan Yik Huay, who has served the Board as an Independent Director of the Company for a cumulative term of more than nine (9) years, to retain his office as an Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."
9. **ORDINARY RESOLUTION NO. 3**
- **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**
- (Resolution 11)**
- "THAT subject to compliance with Section 127 of the Companies Act 2016 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("Bursa Securities") as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing total number of issued shares in the ordinary share capital of the Company and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Statement to Shareholders dated 27 October 2017.
- THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in a general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of Bursa Securities Main Market Listing Requirements and any other relevant authorities.
- AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Bursa Securities Main Market Listing Requirements and any other relevant authorities."
10. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

YEOW SZE MIN (MAICSA 7065735)

Company Secretaries

Kuala Lumpur

Dated: 27 October 2017

Explanatory Notes:-

1. **Item 1 of the Agenda**
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 of the shareholders for the Audited Financial Statements and only requires the Audited Financial Statements to be laid at the Meeting. Therefore, this Agenda item is not put forward for voting.
2. **Item 3 of the Agenda**
The proposed Resolution 2 is to approve and facilitate the payment of Directors' benefits during the financial year as and when the benefits are due to be paid. Directors' benefits include meeting allowances, which are calculated based on the current Board size and the number of scheduled Board and Board Committee meetings for the period from 31 January 2017 up to the next AGM of the Company. In the event the proposed amount is insufficient (e.g. due to additional meetings to be convened or enlarged Board size), approval will be sought at the next AGM for the additional benefits to meet the shortfall.
- Special Businesses**
3. **Items 7 and 8 of the Agenda** - Retention of Independent Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012 ("MCCG 2012")
- (i) **Dato' Nik Mohamed Din Bin Datuk Nik Yusoff**
The Board of Directors has vide the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Nik Mohamed Din Bin Datuk Nik Yusoff ("Dato' Nik Mohamed Din") who has served as an Independent Director for a cumulative term of more than nine (9) years and recommended him to continue in office as an Independent Director based on the following justifications:-
- (a) Dato' Nik Mohamed Din has fulfilled the definition of an independent director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MainLR")
- is not an executive director of the Company or any related corporation of the Company (each corporation is referred to as "said Corporation");
- (b) Dato' Nik Mohamed Din does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.
- (ii) **Dato' Tan Yik Huay**
The Board of Directors has vide the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Tan Yik Huay ("Dato' Tan") who has served as an Independent Director for a cumulative term of more than nine (9) years and recommended him to continue in office as an Independent Director based on the following justifications:-
- (e) Dato' Tan has fulfilled the definition of an independent director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad MainLR
- is not an executive director of the Company or any related corporation of the Company (each corporation is referred to as "said Corporation");
 - has not been within the last two (2) years and is not an officer (except as a non-executive director) of the said Corporation ["officer" includes a director, secretary, employee, receiver who is also a manager not appointed by the Court, and liquidator not appointed by the Court or creditors];
 - is not a major shareholder of the said Corporation;
 - is not a family member of any executive director, officer or major shareholder of the said Corporation;
 - is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;
 - has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or
 - has not been engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange;
- (f) Dato' Tan has not been involved in any business or other relationship which could hinder the exercise of independent judgement, objectivity or his ability to act in the best interests of the Company;
- (g) Dato' Tan has no potential conflict of interest, whether business or non-business related with the Company;
- (h) Dato' Tan has not established or maintained any significant personal or social relationship, whether direct or indirect, with the Group Managing Director and Executive Directors, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with his duties and expected of him to carry out his duties as an independent director; and
- Dato' Tan does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.
4. **Item 9 of the Agenda** - Proposed Renewal of Authority for the Company to Purchase Its Own Shares
The Proposed Resolution 11 is intended to allow the Company to purchase its own shares of up to 10% of the total number of issued shares in the ordinary share capital of the Company at any time within the time period stipulated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements.
Please refer to the Statement to Shareholders dated 27 October 2017 for further information.
- Notes to the Notice of the 17th AGM:-**
1. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 21 November 2017 shall be eligible to attend the Meeting.
 2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy (subject always to a maximum of two (2) proxies) to attend and vote instead of him. A proxy may, but need not also be a member of the Company. A member may appoint any person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at the Meeting.
 3. A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint at least one (1) but 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.
 4. Where a member 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.
 5. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportions of shareholdings to be represented by each proxy must be specified in order for the appointments to be valid.
 6. 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.
 7. The instrument appointing a proxy and the power of attorney or other authority, if any, must be deposited at the registered office of the Company 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 Meeting or any adjournment thereof.