



## JAYCORP BERHAD

(Company No. 459789-X)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Jaycorp Berhad ("**Jaycorp**" or "**Company**") will be held at Meeting Room 3, Level 2, Holiday Inn Melaka, Jalan Syed Abdul Aziz, 75000 Melaka, Malaysia, on Thursday, 14 December 2017 at 11.30 a.m., or immediately following the conclusion or the adjournment (as the case may be) of our Nineteenth Annual General Meeting which will be held at the same venue and on the same day at 10.30 a.m., whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

#### **PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF JAYCORP AND ITS SUBSIDIARIES ("JAYCORP GROUP") TO INCLUDE CONSTRUCTION AND PROPERTY DEVELOPMENT**

**"THAT** subject to the approvals being obtained from all relevant authorities and/or parties, approval be and is hereby given for the Jaycorp Group to diversify its principal activities to include construction and property development ("**Proposed Diversification**");

**AND THAT** the Directors of the Company be and are hereby authorised to act for and on behalf of the Company to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

By Order of the Board

**Tai Yit Chan (MAICSA 7009143)**  
**Chan Su San (MAICSA 6000622)**  
Company Secretaries

Selangor Darul Ehsan  
29 November 2017

#### Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead at the same meeting. Where a member of the Company is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. A proxy may, but need not be, a member of the Company.
2. 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.  
*An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.*
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at JA 1880, Batu 22 1/2, Parit Perawas, Sungai Rambai, 77400 Melaka, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
4. A power of attorney or certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney.
5. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 6 December 2017 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at the meeting and entitled to appoint proxy or proxies.
6. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the notice of the meeting will be put to vote by way of poll.