



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth (5th) Annual General Meeting of **Ikhmas Jaya Group Berhad** ("IJGB" or "the Company") will be held at Zamrud 2 Room, The Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Selangor Darul Ehsan on Wednesday, 27 June 2018 at 10.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. *Please refer to Note A*
2. To approve the payment of Directors' Fee of RM174,000 for the financial year ending 31 December 2018. *Resolution 1*
3. To approve the payment of Directors' Benefits for an amount up to RM32,000 from 28 June 2018 up to the next AGM of the Company. *Resolution 2*
4. To re-elect the following Directors who retire as Directors of the Company pursuant to the Article 122 of the Company's Articles of Association
 - (i) Dato' Ang Cheng Siong *Resolution 3*
 - (ii) Dato' Ir. Dr. Khoo Ping Sen *Resolution 4*
 - (iii) Tan Ming-Li *Resolution 5*
5. To re-appoint Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration: *Resolution 6*
6. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Sections 75 and 76 of the Companies Act, 2016:

Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 *Resolution 7*

"THAT subject to Sections 75 and 76 of the Companies Act, 2016 and 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 of the number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain the 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 in accordance with Section 76 of the Companies Act, 2016."

7. To transact any other matter for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

By Order of the Board

CYNTHIA GLORIA LOUIS (MAICSA 7008306)
CHEW MEI LING (MAICSA 7019175)
Company Secretaries

Petaling Jaya

30 April 2018

NOTES:

- (a) Only members whose names appear in the Record of Depositors as at 20 June 2018 will be entitled to attend and vote at the meeting.
- (b) A member entitled to attend and vote at this meeting is entitled to appoint at least one proxy to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (c) 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.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, under its common seal, or the hand of its attorney duly authorised.
- (e) The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight hours before the time set for holding the meeting or any adjournment thereof.

Explanatory Notes

- A. 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. Hence, this Agenda item is not put forward for voting.
- B. **Resolutions 1 and 2 – Directors' Fee and Benefits Payable to Non-Executive Directors**

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the period commencing from 1 January 2018 up until the conclusion of the next Annual General Meeting of the Company to be held in 2019 in accordance with the remuneration structure set out below.

Remuneration Structure:	Annual Fees (RM)	Annual Meeting Allowance (RM)
Chairman of the Board	48,000	8,000
Non-Executive Director of the Board	40,000	8,000
Chairman of Audit Committee	46,000	8,000
Member of Audit Committee	40,000	8,000

C. Resolution 7 - Authority to Allot and Issue Shares

The proposed Resolution 7, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding ten per centum of the issued share of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next annual general meeting. This renewed mandate will provide flexibility to the Company for the allotment of shares for the purpose of funding working capital, future expansion, investment and/or acquisition(s) as deemed necessary.

As at the date of this notice and pursuant to the mandate granted to the Directors at the 4th Annual General Meeting held on 23 June 2017, the Company had on 22 August 2017 and 15 February 2018 issued and allotted 10,350,000 and 15,000,000 ordinary shares respectively, raising a total gross proceeds of RM15,795,000.00. Details of the utilisation of proceeds are set out in the Additional Compliance Information section of this Annual Report.