



JAKS RESOURCES BERHAD

(Company No. 585648-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("**EGM**") of JAKS Resources Berhad ("**JRB**" or the "**Company**") will be held at Grand Pacific Event Hall, 3rd Floor, Evolve Concept Mall, Pacific Place @ Ara Damansara, Jalan PJU 1A/4, Ara Damansara, Petaling Jaya, 47301 Selangor Darul Ehsan on Thursday, 18 October 2018 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolution:-

ORDINARY RESOLUTION

PROPOSED RIGHTS ISSUE OF UP TO 278,164,186 WARRANTS ("WARRANT(S)**") IN JRB ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES IN JRB ("**JRB SHARE(S)**") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("**ENTITLEMENT DATE**") ("**PROPOSED RIGHTS ISSUE OF WARRANTS**")**

"THAT, subject to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the admission of the Warrants to the Official List of the Main Market of Bursa Securities, as well as the listing of and quotation for the Warrants and new JRB Shares to be issued pursuant to the exercise of the Warrants on the Main Market of Bursa Securities and the approval of other relevant authorities, the Board of Directors of the Company ("**Board**") be and is hereby authorised to:-

- (i) provisionally allot, by way of a renounceable rights issue, up to 278,164,186 Warrants to the shareholders of the Company whose names appear in the Record of Depositors at the close of business on the Entitlement Date ("**Entitled Shareholders**"), on the basis of 1 Warrant for every 2 existing JRB Shares held by the Entitled Shareholders for the purpose and utilisation of proceeds as disclosed in the circular to shareholders dated 3 October 2018 ("**Circular**"); and
- (ii) enter into and execute a deed poll ("**Deed Poll**") with full powers to assent to any condition, modification, revaluation, variation and/or amendments (if any) as the Board may deem fit, necessary and/or expedient or as may be imposed by the relevant authorities and to take all steps as it may consider necessary and do all acts, deeds and things as it may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll and all provisions and adjustments contained therein;

THAT, the Warrants and new JRB Shares to be issued pursuant to the exercise of the Warrants shall be listed on the Main Market of Bursa Securities;

THAT, the proceeds of the Proposed Rights Issue of Warrants be utilised for the purposes as set out in the Circular, and the Board be 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, subject (where required) to the approval of the relevant authorities;

THAT, the Board be and is hereby authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue of Warrants, in such manner as it shall in its absolute discretion deem fit and expedient, or in the best interest of the Company;

THAT, the Company shall allot and issue such number of additional warrants pursuant to the adjustments under the Deed Poll ("**Additional Warrants**") and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions in the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed/required/permitted by Bursa Securities and any other relevant authorities or parties or otherwise;

THAT, the Company shall allot and issue such appropriate number of new JRB Shares arising from the exercise by the holders of the Warrants in accordance with the provisions of the Deed Poll pursuant to the exercise of the Warrants and the exercise of Additional Warrants, and all new JRB Shares to be issued pursuant thereto will, upon allotment and issuance, rank equally in all respects with the existing JRB Shares, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of allotment of the new JRB Shares.

THAT, the Board be and is hereby authorised to take all such necessary steps and do all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of the Company all such transactions, arrangements, agreements (including underwriting agreements, if any) and/or documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Rights Issue of Warrants with full powers to assent to any condition, modification, variation and/or amendment to the terms of the Proposed Rights Issue of Warrants as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue of Warrants, including but not limited to determining and varying if deemed fit, necessary and/or expedient, the issue price and/or exercise price of the Warrants to be issued in connection with the Proposed Rights Issue of Warrants;

AND THAT, this resolution constitutes a 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 Warrants, Additional Warrants and new JRB Shares to be issued pursuant to or in connection with the Proposed Rights Issue of Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue of Warrants."

By Order of the Board,
JAKS RESOURCES BERHAD

LEONG OI WAH (MAICSA 7023802)
Company Secretary

Petaling Jaya
3 October 2018

Notes:-

1. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy or in the case of a corporation a duly authorised representative to attend and to vote in his stead. The proxy need not be a member of the Company.
2. Where a member appoints two or more proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
3. The instrument appointing proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing or, if such appointer is a corporation under its common seal, or the hand of its attorney.
4. The instrument appointing a proxy together with the power of attorney (as the case may be) must be deposited at the Share Registrar of the Company at 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 or alternatively at the Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur at least 48 hours before the time appointed for holding the meeting or adjourned meeting.
5. A depositor who appears in the Record of Depositors as at 15 October 2018 shall be regarded as member of the Company entitled to attend the Extraordinary General Meeting or appoint a proxy to attend and vote on his behalf.