



JAYCORP Berhad (459789-X)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth (20th) Annual General Meeting of the members of the Company will be held at Meeting Room 3, Level 2, Holiday Inn Melaka, Jalan Syed Abdul Aziz, 75000 Melaka, Malaysia on Wednesday, 12 December 2018 at 10.30 a.m. for the following purposes: -

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 July 2018 together with the Directors' and Auditors' Reports thereon. **Please refer to Note A.**
- To approve the payment of a first and final single tier dividend of 5.0 sen per ordinary share for the financial year ended 31 July 2018. **Ordinary Resolution 1**
- To approve the payment of Directors' fees totalling RM810,000 for the financial year ended 31 July 2018. **Ordinary Resolution 2**
- To approve the payment of Directors' fees and benefits payable to the Directors totalling RM1,284,000 from 1 August 2018 and up to the date of the Twenty-first Annual General Meeting ("AGM"). **Ordinary Resolution 3**
- To re-elect Yeo Ayk Ke who retires in accordance with the Articles of Association of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 4**
- To re-elect Omar bin Musa who retires in accordance with the Articles of Association of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 5**
- To re-elect Nadja binti Jema Khan who retires in accordance with the Articles of Association of the Company and being eligible, has offered herself for re-election. **Ordinary Resolution 6**
- To re-appoint Messrs Crowe Malaysia (formerly known as Crowe Horwath) as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

As Special Business

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

- Retention of Independent Directors
To retain the following Directors who have served for more than twelve (12) years as Independent Non-Executive Directors of the Company:
9.1 Asgari bin Mohd Fuad Stephens **Ordinary Resolution 8**
9.2 Omar bin Musa **Ordinary Resolution 9**
- AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
"THAT subject always to the Companies Act 2016 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company." **Ordinary Resolution 10**
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Securities, the Mandate be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature from time to time with the Related Parties as specified in Section 2.3. of the Circular to Shareholders dated 19 November 2018, provided that such transactions are in the ordinary course of business, on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and the RRPT are not to the detriment of the minority shareholders of the Company;
AND THAT such authority shall commence upon the passing of the resolution and to be in force until:-
 - the conclusion of the next AGM of the Company, at which time the shareholders' mandate will lapse, unless the authority is renewed by a resolution passed at the meeting;
 - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
 - revoked or varied by resolution passed by the shareholders in a general meeting;whichever is the earlier.
THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Mandate contemplated and/or authorised by the ordinary resolution." **Ordinary Resolution 11**
- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK")**
"THAT subject to the Act, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and the approval of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the total retained profits available for dividend, for the purpose of and 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 Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company;
THAT an amount not exceeding the retained profits account be allocated by the Company for the proposed share buy-back;
THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them; **Ordinary Resolution 12**
- PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY**
"THAT approval be and is hereby granted for the Company to revoke its existing Memorandum and Article of Association with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Part C of the Statement/Circular to Shareholders dated 19 November 2018 be and is hereby adopted as the Constitution of the Company with immediate effect;
AND THAT the Directors of the Company be and are hereby authorised to assent any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all such acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption, for and on behalf of the Company." **Special Resolution 1**

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a first and final single tier dividend of 5.0 sen per ordinary share for the financial year ended 31 July 2018 will be paid on 28 December 2018 to Depositors registered in the Record of Depositors at the close of business at 5.00 p.m. on 18 December 2018.

A depositor shall qualify for entitlement only in respect of: -

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 18 December 2018 in respect of ordinary transfers; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

BY ORDER OF THE BOARD

LIM SECK WAH (MAICSA 0799845)
M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)
Company Secretaries

Dated this: 19 November 2018
Kuala Lumpur

Notes:

- This Agenda is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements do not require formal approval of the shareholders. As such this item on the Agenda is not put forward for voting.
- For the purpose of determining a member who shall be entitled to attend and vote at the AGM, the Company shall be requesting the Record of Depositors as at 6 December 2018. Only a depositor whose name appears on the Record of Depositors as at 6 December 2018 shall be entitled to attend the said meeting or appoint proxies to attend and vote on his/her stead.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company.
- Where a member is an authorised nominee as defined under the Security 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 member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.
- The Form of Proxy must be deposited at the Registered Office of the Company at JA 1880, Batu 22½, Parit Perawas, Sungai Rambai, 77400 Melaka, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

Explanatory Notes:

Ordinary Resolutions 2 and 3 on Directors' Fees and Benefits

Section 230(1) of the Companies Act 2016 provides that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, shareholders' approval shall be sought at the 20th AGM on the Directors' fees and benefits under Resolutions 2 and 3.

The Directors' benefits comprise meeting allowance payable to Directors at each meeting.

Ordinary Resolutions 8 and 9 on Retention of Independent Directors

a. Asgari bin Mohd Fuad Stephens

Asgari bin Mohd Fuad Stephens was appointed an Independent Non-Executive Director on 16 September 2004. He has served the Company for more than twelve (12) years as at the date of the notice of the 20th AGM. However, he has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities. The Board, therefore, considers he to be independent and recommends him to remain as an Independent Non-Executive Director.

b. Omar bin Musa

Omar bin Musa was appointed an Independent Non-Executive Director on 19 July 2002. He has served the Company for more than twelve (12) years as at the date of the notice of the 20th AGM. However, he has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities. The Board, therefore, considers he to be independent and recommends him to remain as an Independent Non-Executive Director.

Ordinary Resolution 10 pursuant to Sections 75 and 76 of Companies Act 2016

The proposed adoption of Ordinary Resolution 10 is for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Companies Act 2016, from the date of the above Meeting, to allot ordinary shares of not more than ten percent (10%) from the unissued share capital of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next AGM of the Company.

This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund-raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

As at the date of this Notice, no new shares in the Company were issued under the provision of the general mandate granted to the Directors at the Nineteenth AGM held on 14 December 2017, which will lapse at the conclusion of the 20th AGM. Hence, no proceeds were raised therefrom.

Ordinary Resolution 11 on Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 11 proposed under item 11 of the Agenda if passed, will allow the Company and/or subsidiaries to enter into Recurrent Related Party Transactions in accordance with paragraph 10.09 of the Main Market Listing Requirement of Bursa Securities.

Further information is set out in the Circular to Shareholder dated 19 November 2018.

Ordinary Resolution 12 on Proposed Renewal of Authority for Share Buy-Back

This resolution will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. Further information on the Proposed Renewal of Share Buy-Back are set out in the Share Buy-Back Statement dated 19 November 2018.

Special Resolution 1 - Proposed Adoption of the New Constitution of the Company

The proposed amendments to the existing Memorandum & Articles of Association (Constitution) of the Company (Proposed Amendments) are made in line with the Companies Act 2016, in compliance with the Main Market Listing Requirements of Bursa Securities and to enhance administrative efficiency.

In view of the substantial amount of Proposed Amendments, the Board had proposed that the existing Memorandum and Article of Association be altered or amended by the Company in its entirety and replaced by a new Constitution which incorporates all the Proposed Amendments (New Constitution) as set out in the Part C of the Statement/Circular to Shareholders dated 19 November 2018.

The shareholders' approval is sought for the Company to alter or amend the existing Memorandum and Article of Association in its entirety and replaced with the New Constitution in accordance with Section 36 (1) of the Companies Act 2016.

The proposed New Constitution of the Company is contained in the Circular to Shareholders dated 19 November 2018, shall take effect once the proposed special resolution 1 has been passed by a majority of not less than seventy-five per cent (75%) of such members who are entitled to vote and do vote in person or by proxy at the 20th AGM of the Company.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

Details of the Directors who are standing for re-election and re-appointment at this Annual General Meeting can be found on pages 10 to 14 Profile of the Board of Directors in the Company's Annual Report 2018.