



NOTICE IS HEREBY GIVEN THAT the Sixth (6th) 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 **Friday, 28 June 2019** at **10.00 a.m.** for the following purposes:

AGENDA

As Ordinary Business

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| 1 To receive the Audited Financial Statements for the financial year ended 31 December 2018 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 2019. | Resolution 1 |
| 3 To approve the payment of Directors' benefits of RM64,000 for the period from 29 June 2019 up to the next AGM of the Company. | Resolution 2 |
| 4. To approve the additional payment of Directors' benefits of RM29,000 for the period from 28 June 2018 to 28 June 2019. | Resolution 3 |
| 5 To re-elect the following Directors who retire as Directors of the Company pursuant to Article 122 of the Company's Constitution | |
| (i) Mr. Yuen Choong Lai | Resolution 4 |
| (ii) Mr. Siew Mun Lout | Resolution 5 |
| (iii) Mr. Ang Wei Zhen | Resolution 6 |
| 6 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 7 |

As Special Business

- 7 To consider and if thought fit, to pass the following Ordinary/Special Resolutions :-
- 7.1 **Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** Resolution 8
- "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."
- 7.2 **Special Resolution** Resolution 9
- Proposed Adoption of the new Constitution of the Company**
- "THAT the draft new set of the Constitution of the Company in the form and manner as set out in Appendix A attached herewith be and is hereby approved and adopted as the new Constitution of the Company.
- AND THAT, the Directors of the Company be and are hereby authorized to assent to any modification, variation and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give effect to the adoption of the new Constitution of the Company."
- 8 To transact any other matter for which due notice shall have been given in accordance with the Company's Constitution 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 2019

NOTES:

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| (a) Only members whose names appear in the Record of Depositors as at 24 June 2019 will be entitled to attend and vote at the meeting. | number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. |
| (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. | (d) 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, under its common seal, or the hand of its attorney duly authorised. |
| (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 | (e) The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Boardroom 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 29 June 2019 up until the conclusion of the next Annual General Meeting of the Company to be held in 2020 in accordance with the remuneration structure set out below:-

Remuneration Structure:	Annual Fee (RM)	Allowance per Meeting (RM)
Chairman of the Board	48,000	1,000
Chairman of Audit and Risk Management Committee	46,000	1,000
Non-Executive Director of the Board/Member of Board Committee	40,000	1,000

C. Resolution 3 – Additional Directors' Fee and Benefits Payable to Non-Executive Directors for the period from 28 June 2018 to 28 June 2019.

The additional payment of Non-Executive Directors' benefits amounting to RM29,000 was in excess of the earlier approved amount of RM32,000 for the period commencing from 28 June 2018 to 28 June 2019. The request for additional benefits is required due to the additional meetings held.

D. Resolution 8 - Authority to Allot and Issue Shares

The Directors did not issue any new shares pursuant to the existing mandate which will lapse at the conclusion of the 6th AGM.

The proposed Resolution 8, 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 (10%) 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.

E. Resolution 9 - Proposed Adoption of a new Constitution

The Special Resolution, if passed will streamline the Company's Constitution with the new provisions of the Companies Act 2016, amendments made to Main Market Listing Requirements and enhance administrative efficiency.

The Board proposed that the existing Constitution be revoked in its entirety and the proposed new Constitution of the Company as set out in "Appendix A" be adopted as the new Constitution of the Company. The Proposed Adoption shall take effect once it has been passed by a majority or not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 6th AGM.