

**Notice of the Seventeenth Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of JMR Conglomeration Bhd. ("JMR" or the "Company") will be held at Jintan 1 Room, Parkroyal Penang Resort, Batu Ferringhi Beach, 11100 Penang, Malaysia on Thursday, 22nd day of August, 2019 at 11.30 a.m. for the transaction of the following business:

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and Auditors thereon. | Ordinary Resolution 1 |
| 2. To approve the payment of Directors' fees of RM82,000.00 for the financial year ended 31 March 2019. | Ordinary Resolution 2 |
| 3. To approve the payment of Directors' fees up to an amount not exceeding RM120,000.00 for the financial year ending 31 March 2020. | Ordinary Resolution 3 |
| 4. To approve the payment of benefits payable to the Directors of the Company up to an amount not exceeding RM40,000.00 from 23 August 2019 until the next Annual General Meeting of the Company. | Ordinary Resolution 4 |
| 5. To re-elect the following Directors who retire pursuant to Article 109 of the Company's Articles of Association and being eligible, have offered themselves for re-election: - | Ordinary Resolution 5 |
| (a) Dato' Ir Dr Goh Yong Chee | Ordinary Resolution 6 |
| (b) Tan Yen Yeow | Ordinary Resolution 6 |
| 6. To re-appoint Messrs. PKF as Auditors of the Company until the next Annual General Meeting and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modification, as Ordinary Resolution/ Special Resolutions:

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| 7. AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ISSUE SHARES
"THAT, subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued." | Ordinary Resolution 7 |
| 8. PROPOSED CHANGE OF COMPANY'S NAME
"That the name of the Company be changed from "JMR Conglomeration Berhad." to "Jade Marvel Group Berhad" effective from the date of the Notice of Registration of New Name to be issued by the Companies Commission of Malaysia to the Company.
And that the Memorandum and Articles of Association of the Company be amended accordingly wherever the name of the Company appears.
And that the Directors and the Secretary of the Company be and are hereby authorised to take all such necessary steps to give effect to the Proposed Change of Company's Name and to carry out all the necessary formalities in effecting the Proposed Change of Company's Name." | Special Resolution 1 |
| 9. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY TO REPLACE THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION ("PROPOSED ADOPTION OF NEW CONSTITUTION")
"THAT the Company's existing Memorandum and Articles of Association be replaced in its entirety with a new Constitution as set out in Appendix A.
And that the Directors and Secretary of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all things and take all such steps as may be considered necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution." | Special Resolution 2 |
| 10. To transact any other business of 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**OOI YOONG YOONG (MAICSA 7020753)**Secretary
Penang
23 July 2019**Notes:****Appointment of Proxy**

- A member of the Company entitled to attend, speak and vote is entitled to appoint any person as his proxy to attend, speak and vote in his stead. There is no restriction as to the qualification of the proxy.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 39 Salween Road, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
- The instrument appointing a proxy shall be in writing under the hands of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, (a) under its Seal or (b) under the hands of its attorney duly authorised and in the case of (b), be supported by a certified true copy of the power of attorney.
- A Member shall not, subject to Paragraph (5) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- Where a Member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.

General Meeting Record of Depositors

- Only a depositor whose name appears on the Record of Depositors of the Company as at 15 August 2019 shall be entitled to attend this Annual General Meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

Ordinary Business

- Ordinary Resolution 2 – Proposed payment of Directors' fees up to an amount not exceeding RM120,000.00 for the financial year ending 31 March 2020**
The proposed Ordinary Resolution 2 is to facilitate the payment of Directors' fees on current year basis. In the event, the Directors' fees proposed is insufficient, the Board will seek the approval from the shareholders at the next Annual General Meeting for additional fees to meet the shortfall.
- Ordinary Resolution 3 – Proposed payment of benefits payable to the Directors of the Company up to an amount not exceeding RM40,000.00 from 23 August 2019 until the next Annual General Meeting of the Company**
The proposed Ordinary Resolution 3, if passed, will enable the Company to pay meeting allowance and other benefit to the Directors of the Company. The total estimated amount of benefits payable to the Directors of the Company is calculated based on the number of scheduled Board's and Board Committees' meetings from 23 August 2019 until the next Annual General Meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.
- Ordinary Resolutions 4 and 5 – Re-election of Directors**
Article 109 of the Company's Articles of Association states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each Annual General Meeting. Each Director shall retire from office at least once in every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.
In determining the eligibility of the Directors to stand for re-election at the forthcoming Annual General Meeting, the Nominating Committee has assessed the Directors and satisfied with the assessment.
The Board approved the Nomination Committee's recommendation for the re-election of the retiring Directors pursuant to Article 109 of the Company's Articles of Association at the forthcoming Annual General Meeting of the Company. During a Board Meeting, all the retiring Directors have consented to their re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the forthcoming Annual General Meeting.
- Ordinary Resolution 6 – Re-appointment of Auditors**
The Audit Committee has assessed the suitability and independence of the external auditors and recommended the re-appointment of Messrs. PKF as external auditors of the Company until the next Annual General Meeting of the Company. The Board has in turn at its meeting held on 11 July 2019, reviewed the recommendation of the Audit Committee and recommended the same to be tabled to the shareholders for approval at the forthcoming Annual General Meeting of the Company. The Board and the Audit Committee collectively agreed that Messrs. PKF have met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Special Business

- Ordinary Resolution 7 - Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares**
The proposed Ordinary Resolution 7, if passed, will give authority to the Board of Directors to issue and allot ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.
As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting which will lapse at the conclusion of the Sixteenth Annual General Meeting.
This renewed general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
- Special Resolution 1 – Proposed Change of Company's Name**
The Board of Directors proposed to change the Company's name from "JMR Conglomeration Berhad" to "Jade Marvel Group Berhad", in order to move forward with its new corporate and business strategies.
The proposed Special Resolution 1, if passed, will allow the Company to change its name to "Jade Marvel Group Berhad", which will take effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company.
- Special Resolution 2 – Proposed Adoption of New Constitution of the Company to Replace the Existing Memorandum and Articles of Association ("Proposed Adoption of New Constitution")**
The Proposed Adoption of New Constitution is undertaken primarily to streamline the existing Memorandum and Articles of Association with the Companies Act 2016 which came into effect on 31 January 2017. The Proposed Adoption of New Constitution is also undertaken to align the clauses and articles of the existing Memorandum and Articles of Association with the revised Listing Requirements issued by Bursa Malaysia Securities Berhad on 29 November 2017, to provide clarity to certain provisions thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

Voting at Seventeenth Annual General Meeting

- Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of Seventeenth Annual General Meeting will be put to vote on a poll.