



JAYCORP Berhad
(Registration No. 199801003663 (459789-X))

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting ("21st AGM") 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 Friday, 13 December 2019 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 2019 together with the Directors' and Auditors' Reports thereon. **Please refer to Note A.**
- To approve the payment of a final single tier dividend of 7.0 sen per ordinary share for the financial year ended 31 July 2019. **Ordinary Resolution 1**
- To approve the payment of Directors' Fees totalling RM847,000 for the financial year ended 31 July 2019. **Ordinary Resolution 2**
- To approve the payment of Directors' Fees and Benefits payable to the Directors up to RM1,292,000 to the Directors from 1 August 2019 until the next AGM. **Ordinary Resolution 3**
- To re-elect Yeo Eck Liong who retires in accordance with Clause 125 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 4**
- To re-elect Lim Poh Teot who retires in accordance with Clause 125 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 5**
- To re-elect Muaz bin Jema Anton Khan who retires in accordance with Clause 125 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 6**
- To appoint Crowe Malaysia PLT (converted from a conventional partnership, Crowe Malaysia) 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 the Board for a cumulative term of more than twelve (12) years as Independent Non-Executive Directors of the Company:

- 9.1 Asgari bin Mohd Fuad Stephens
- 9.2 Omar bin Musa

Ordinary Resolution 8
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 Constitution 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 RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT the Company and/or its subsidiaries ("the Group") be and is/are hereby authorised to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("Related Parties") as specified in Section 2.3 of the Circular to Shareholders dated 19 November 2019 ("Circular"), provided that such arrangements and/or transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the Group's day-to-day operations;
- carried out in the ordinary course of business on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- not detrimental to the minority shareholders.

("Recurrent Related Party Transactions ("RRPT") Mandate");

AND THAT the RRPT Mandate, unless revoked or varied by the Company in a general meeting, shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interest of the Company to give effect to the RRPT Mandate."

Ordinary Resolution 11

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT subject always to the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 19 November 2019 ("Circular"), provided that such transactions are necessary for day-to-day operations and carried out in the ordinary course of business and at arms-length basis on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

THAT the authority conferred by such mandate shall continue to be in force until:

- the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resolution."

Ordinary Resolution 12

- 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 Constitution 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 13

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a final single tier dividend of 7.0 sen per ordinary share for the financial year ended 31 July 2019 will be paid on 31 December 2019 to Depositors registered in the Record of Depositors at the close of business at 5.00 p.m. on 19 December 2019.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 19 December 2019 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 2019

Kuala Lumpur

Notes:

A. This Agenda is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 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.

1. 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 9 December 2019. Only a depositor whose name appears on the Record of Depositors as at 9 December 2019 shall be entitled to attend the said meeting or appoint proxies to attend and vote on his/her stead.

2. 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.

3. 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.

4. A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.

5. 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 Act 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 21st 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

The Board of Directors has through the Nominating Committee conducted an assessment of independence of the following Directors who have each served as Independent Director for a cumulative term of more than twelve (12) years and recommended them to continue to act as Independent Directors based on the following justifications:

- Asgari bin Mohd Fuad Stephens
- Omar bin Musa

Justifications:

- they have met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and are therefore able to give independent opinion to the Board;
- being Directors for more than twelve (12) years have enabled them to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess tremendous insight and knowledge of the Company's operations;
- they have contributed sufficient time and exercised due care during their tenure as Independent Directors;
- they have discharged their professional duties in good faith and also in the best interest of the Company and shareholders;
- they have vigilantly safeguarded the interests of the minority shareholders of the Company;
- they have the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner;
- they have never compromised on their independent judgment;
- they have provided objective views on the performance of the Executive Director and Management in meeting the agreed goals and objectives; and
- they have ensured that there were effective checks and balances in Board proceedings.

Pursuant to the Malaysian Code on Corporate Governance, the Company would apply the two-tier voting process in seeking shareholders' approval to retain Independent Directors beyond twelve (12) years of tenure.

Ordinary Resolution 10 pursuant to Sections 75 and 76 of the Act

The proposed adoption of Ordinary Resolution 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 Act, from the date of the above Meeting, to allot ordinary shares of not more than ten percent (10%) of the total number of issued shares of the Company for the time being, 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 Twentieth AGM held on 12 December 2018, which will lapse at the conclusion of the 21st AGM. Hence, no proceeds were raised therefrom.

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

This resolution is primarily to give flexibility to the Board of Directors to enter into recurrent related party transactions of revenue or trading nature with the Directors/Major Shareholders or persons connected with the Directors/Major Shareholders ("Renewal RRPT Mandate").

Further information of Renewal RRPT Mandate is contained in the Circular to Shareholders dated 19 November 2019.

Ordinary Resolution 12 on Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

This resolution is primarily to give flexibility to the Board of Directors to enter into recurrent related party transactions of revenue or trading nature with the Directors/Major Shareholders or persons connected with the Directors/Major Shareholders ("New RRPT Mandate").

Further information of New RRPT Mandate is contained in the Circular to Shareholders dated 19 November 2019.

Ordinary Resolution 13 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 2019.

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 8 to 11 - Directors' Profile in the Company's Annual Report 2019.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.