



## Notice of the Eighteenth Annual General Meeting

**NOTICE IS HEREBY GIVEN** THAT the Eighteenth Annual General Meeting ("18<sup>th</sup> AGM") of JADE MARVEL GROUP BERHAD (formerly known as JMR Conglomeration Bhd.) ("JMGB" or the "Company") will be held at Jintan 1 Room, Parkroyal Penang Resort, Batu Ferringhi Beach, 11100 Penang, Malaysia on Wednesday, 23rd day of September, 2020 at 10.30 a.m. for the transaction of the following business:

### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
- To approve the payment of Directors' fees up to an amount not exceeding RM150,000.00 for the financial year ending 31 March 2021. **Ordinary Resolution 2**
- To approve the payment of benefits payable to the Directors of the Company up to an amount not exceeding RM45,000.00 from 24 September 2020 until the next Annual General Meeting of the Company. **Ordinary Resolution 3**
- To re-elect the following Directors who retire pursuant to Article 18.3 of the Company's Constitution and being eligible, have offered themselves for re-election: - **Ordinary Resolution 4**
  - Mr. Lim Tze Ming
  - Mr. Loh Seong Yew
- To re-elect the following Directors who retire pursuant to Article 18.10 of the Company's Constitution and being eligible, have offered themselves for re-election: - **Ordinary Resolution 5**
  - Mr. Goh Chin Heng
  - Encik Mohd Syafeeq Bin Mohd
- 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 resolution, with or without modification, as an Ordinary Resolution:

- 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 Constitution 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**
- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016. **Ordinary Resolution 8**

### By Order of the Board

**OOI YOUNG YOUNG (SSM PC NO. 202008002042/MAICSA 7020753)**

Secretary  
Penang  
24 August 2020

### 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 Georgetown, 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 September 2020 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 1 – Proposed payment of Directors' fees up to an amount not exceeding RM150,000.00 for the financial year ending 31 March 2021**

The proposed Ordinary Resolution 1 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 2 – Proposed payment of benefits payable to the Directors of the Company up to an amount not exceeding RM45,000.00 from 24 September 2020 until the next Annual General Meeting of the Company**

The proposed Ordinary Resolution 2, 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 24 September 2020 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 3, 4, 5 and 6 – Re-election of Directors**

Article 18.3 of the Company's Constitution 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.

Article 18.10 of the Company's Constitution states that the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but the total number of Directors shall not at any time exceed the number fixed in accordance with the Constitution. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

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 18.3 and 18.10 of the Company's Constitution 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 7 – 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 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 8 - Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares**

The proposed Ordinary Resolution 8, 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 Seventeenth 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.

#### Voting at Eighteenth 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 18<sup>th</sup> AGM will be put to vote on a poll.

#### General Meeting Arrangements

Due to the constant evolving Coronavirus Disease (COVID-19) situation in Malaysia, we may be required to change the arrangements of our 18<sup>th</sup> AGM at short notice. Kindly visit Bursa Malaysia Securities Berhad's website or the Company's website at [www.jademarvel.com.my](http://www.jademarvel.com.my) for the latest updates on the status of the said meeting.

#### COVID-19 Outbreak Measure Notes

The health and safety of our members and staff who will attend the AGM are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the AGM.

- All attendees must sanitise their hands and will be required to wear face masks, undergo temperature check, provide contact details and make health declaration prior to entering the meeting venue.
- All attendees are required to practise social distancing of 1 meter throughout the AGM and only allowed to sit at the place arranged by the Company.
- Shareholders/proxies who are feeling unwell or have been placed on quarantine orders or stay-at-home notices, are advised to refrain from attending the AGM in person.
- Any attendee with body temperature at 37.5°C and above or exhibits flu-like symptoms will not be allowed to enter the meeting hall.
- Shareholders are encouraged to appoint the Chairman of the Meeting to act as proxy to attend and vote at the AGM on their behalf by submitting the proxy form with predetermined voting instruction.
- There will be no refreshment and no door-gift provided to the attendees.
- Shareholders/proxies are advised to arrive early at the AGM venue given that the above-mentioned precautionary measures may cause delay in the registration process.
- Shareholders are required to register ahead of the AGM to allow the Company to make the necessary arrangements in relation to the meeting i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants. Thus, kindly RSVP your intention to attend the AGM by email to [hq@jademarvel.com.my](mailto:hq@jademarvel.com.my).