



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second (“22nd”) Annual General Meeting (“AGM”) of the members of the Company will be held on fully virtual and entirely via remote participation and voting at Broadcast Venue: Lot 17.03, 17th Floor, Menara KH, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Friday, 11 December 2020 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 2020 together with the Directors’ and Auditors’ Reports thereon.
Please refer to Note A.
- To approve the payment of final single tier dividend of 6.5 sen per ordinary share for the financial year ended 31 July 2020.
Ordinary Resolution 1
- To approve the payment of Directors’ Fees totalling RM804,800 for the financial year ended 31 July 2020.
Ordinary Resolution 2
- To approve the payment of Directors’ Fees and Benefits payable to the Directors up to RM1,368,600 to the Directors from 1 August 2020 until the next AGM.
Ordinary Resolution 3
- To re-elect Tan Sri Abdul Majid 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 4
- To re-elect Asgari Bin Mohd Fuad Stephens 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 Omar Bin Musa 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 re-elect Yeo Aik Tan who retires in accordance with Clause 130 of the Constitution of the Company and being eligible, has offered himself for re-election.
Ordinary Resolution 7
- To re-elect Bianca Daniella Lind who retires in accordance with Clause 130 of the Constitution of the Company and being eligible, has offered herself for re-election.
Ordinary Resolution 8
- To appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 9

AS SPECIAL BUSINESS

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

11. 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:-

- 11.1 Asgari Bin Mohd Fuad Stephens
Ordinary Resolution 10
- 11.2 Omar Bin Musa
Ordinary Resolution 11

12. AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 **Ordinary Resolution 12**

“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 twenty per centum (20%) 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 RESOLVED THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

13. PROPOSED RENEWAL SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE **Ordinary Resolution 13**

“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 17 November 2020 (“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.”

14. PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE **Ordinary Resolution 14**

“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, 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 a 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.”

15. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK”) **Ordinary Resolution 15**

“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.”

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a final single tier dividend of 6.5 sen per ordinary share for the financial year ended 31 July 2020 will be paid on 30 December 2020 to Depositors registered in the Record of Depositors at the close of business on 15 December 2020.

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

- shares transferred into the Depositor’s Securities Account before 4.00 p.m. on 15 December 2020 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) (SSM PC NO. 202008000054)
M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031) (SSM PC NO. 202008002193)
Company Secretaries

Dated this: 17 November 2020
Kuala Lumpur

Notes:

- This Agenda is meant for discussion only as under the provisions of Section 340(1)(a) of the 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.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxies from the public will be physically present at the meeting. Shareholders who wish to participate the AGM will therefore have to register via the link, <https://vps.megacorp.com.my/AQsC6j>. Kindly refer to the annexure of the Administrative Details for further information.
- The AGM will be conducted on fully virtual and entirely via remote participation and voting at Broadcast Venue, the Members are advised to refer to the Administrative Notes for the procedures to register and participate and vote in the virtual 22nd AGM.
- For the purpose of determining a member who shall be entitled to attend, speak and vote at the AGM, the Company shall be requesting the Record of Depositors as at 4 December 2020. Only a depositor whose name appears on the Record of Depositors as at 4 December 2020 shall be entitled to attend the said meeting or appoint proxy or 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 (2) 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 but not more than two (2) proxies 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 instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the Corporation’s Common Seal or under the hand of an officer or attorney so authorised.
- The Proxy Form must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to AGM-support.jaycorp@megacorp.com.my, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- All resolutions set out in this Notice of AGM will be put to vote by way of poll pursuant to Bursa Securities’ Main Market Listing Requirements.

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 22nd 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 10 and 11 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 12 pursuant to Sections 75 and 76 of the Act

The proposed Ordinary Resolution 12 seeks the shareholders’ approval of a general mandate for issuance of shares by the Company under Section 75 and 76 of the Act. Bursa Securities had vide its letter dated 16 April 2020, allowed a listed corporation to seek higher general mandate under paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities from the existing ten per centum (10%) to not more than twenty per centum (20%) of the total number of issued share capital of the Company (“20% General Mandate”) for such purposes as the Directors of the Company consider would be in the interest of the Company.

This 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated.

This 20% General Mandate, if passed, will provide flexibility for the Company and empower the Board to allot and issue new shares speedily in the Company up to an amount not exceeding in total twenty per centum (20%) of the total number of issued shares of the Company to meet its funding requirements for working capital, operational expenditure and for the purpose of the strategic development of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

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 Twenty-First AGM held on 13 December 2019, which will lapse at the conclusion of the 22nd AGM. Hence, no proceeds were raised therefrom.

Ordinary Resolution 13 on Proposed Renewal 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 17 November 2020.

Ordinary Resolution 14 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 17 November 2020.

Ordinary Resolution 15 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 17 November 2020.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

Details of the Directors who are standing for re-election at this Annual General Meeting can be found on pages 10 to 15 - Directors’ Profile in the Company’s Annual Report 2020.

Tan Sri Abdul Majid Khan, Asgari Bin Mohd Fuad Stephens and Omar Bin Musa, the Directors are retiring in accordance with Clause 125 of the Constitution of the Company and eligible for re-election at the forthcoming 22nd AGM.

Yeo Aik Tan and Bianca Daniella Lind, the Directors are retiring in accordance with Clause 130 of the Constitution of the Company and eligible for re-election at the forthcoming 22nd AGM.

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.

ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL ANNUAL GENERAL MEETING

Day/Date : Friday, 11 December 2020
Time : 10.30 a.m.
Broadcast Venue : Lot 17.03, 17th Floor, Menara KH, Jalan Sultan Ismail, 50250 Kuala Lumpur,
Wilayah Persekutuan, Malaysia



1. Mode of Meeting

In view of the Coronavirus Disease (“**COVID-19**”) pandemic and as part of our safety measures, the Twenty-Second (“22nd”) Annual General Meeting (“**AGM**”) will be conducted on a **fully virtual basis through remote participation and electronic voting from the Broadcast Venue (“Online AGM”)**. This is in line with the Guidance Notes on the conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 15 July 2020.

Shareholders will not be allowed to physically present at the AGM in person at the Broadcast Venue on the day of the meeting.

2. Annual Report 2020 and Circular to Shareholders in relation to Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature; Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature; and Proposed Renewal of Authority for the Company to Purchase its own shares (“Circular to Shareholders”)

Please scan the QR Code for the Annual Report 2020 and Circular to Shareholders of the Company which are also available at <https://www.jaycorp.com.my>:



- There will be no distribution of the Annual Report 2020 and Circular to Shareholders
- You may submit your request for a printed copy of the above by completing the attached Request Form and either send by post or email to inquiry@jaycorp.com.my
- The printed copy of the above-mentioned documents will be dispatched to you by ordinary post within (4) market days from the date of receipt of your request.

3. No Door Gift/Vouchers

There will be **NO** distribution of door gift/vouchers to Members/Proxies who participate in the AGM.

4. Digital Ballot Form at a Fully Virtual at AGM

- 4.1 No shareholders or proxies should be physically present at the Broadcast Venue. Shareholders who wish to participate in the AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link <https://vps.megacorp.com.my/AOsC6j> (refer to para 4.4 for further details). After the registration is validated and accepted, shareholders will be notified via an email with a link to grant access to the Digital Ballot Form (“**DBF**”).
- 4.2 With the DBF, you may exercise your right as a shareholder of the Company to participate and vote during the AGM, at the comfort of your home or from any location.
- 4.3 Shareholders may use the *Questions Pane* (located at the top right of the screen) to submit questions in real time during the meeting via the Webinar platform. Shareholders may also submit questions before the meeting to AGM-support.Jaycorp@megacorp.com.my in relation to the agenda items for the AGM.

Procedures for Remote Participation and Voting via DBF

- 4.4 Kindly follow the steps below to ensure that you are able to obtain your DBF and details to login to the Webinar session to participate and remote voting at the AGM online:
 - (a) Open this link <https://vps.megacorp.com.my/AOsC6j>, or scan the QR code (top right hand of the 1st page of this Administrative Guide) and submit all details requested at least **forty-eight (48) hours** before the date of AGM.
 - (b) Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to receive your DBF.
 - (c) Alternatively, you may deposit your Proxy Form with the proxy’s email address and mobile phone number at the office of Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email to AGM-support.Jaycorp@megacorp.com.my.
 - (d) For corporate shareholders or Nominee Accounts, please send Proxy Form by email as (c) above.
 - (e) The Poll Administrator, Mega Corporate Services Sdn Bhd, will email a copy of your DBF to you once they have verified your details.
 - (f) Shareholders would receive 2 emails:
 - i. Webinar session link (to join the virtual meeting)
 - ii. DBF – for remote voting purposes.

Administrative Notes for the Fully Virtual Annual General Meeting

5. Record of Depositors (“ROD”) for the AGM

The date of ROD for the AGM is 4 December 2020. As such, only shareholders whose name appear in the ROD as at 4 December 2020 shall be entitled to attend the AGM and to participate, speak and vote thereat.

6. Poll Voting

6.1 The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Mega Corporate Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of this AGM, e-voting will be carried out via your digital devices (e.g. Computer /Mobile Phone/ Tablets). The DBF itself is self-explanatory. Please read the instructions carefully on the email from *Webinar Master* and familiarise yourself with the steps needed to exercise your rights at the AGM.

6.2 Shareholders can proceed to vote on the resolution and submit their votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the AGM, the Scrutineers will verify the poll results after which the Chairman of the meeting will announce the results of the resolution.

7. Communication Guidance

Shareholders are reminded to monitor the Company’s website and announcements made to Bursa Malaysia Securities Berhad for any changes to the AGM.

8. Enquiry

If you have any enquiry prior to the AGM, please contact the following officers during office hours:

Company and Address : **JAYCORP BERHAD**
 Lot 17.03, 17th Floor, Menara KH
 Jalan Sultan Ismail, 50250 Kuala Lumpur
 Wilayah Persekutuan, Malaysia

Contact Person : Ms. Ke Kai Yin

Telephone No. : (603) 2145 8108
 Fax No. : (603) 2145 0108
 Email : inquiry@jaycorp.com.my

Poll Administrator – Mega Corporate Services Sdn Bhd

Address : Level 15-2, Bangunan Faber Imperial Court
 Jalan Sultan Ismail, 50250 Kuala Lumpur
 Wilayah Persekutuan, Malaysia

Contact Person : Mr. Alfred John

Telephone No. : (603) 2694 8984
 Fax No. : (603) 2732 5388
 Email : AGM-support.Jaycorp@megacorp.com.my



JAYCORP Berhad

(Registration No. 199801003663 (459789-X))
(Incorporated in Malaysia)

PROXY FORM

(Before completing this form please refer to the notes below)

| |
|-------------|
| CDS A/C No. |
| |

I/We _____ NRIC No./Passport No./ Registration. No. _____
(Full name in Block)

of _____
(Full address)

with email address: _____ mobile phone no.: _____

being a member/members* of **JAYCORP BERHAD**, hereby appoint the following person(s):

| Full Name (in Block) : | NRIC No./Passport No. : | Proportion of Shareholdings | |
|------------------------|-------------------------|-----------------------------|----------------|
| | | No. of Shares | Percentage (%) |
| Address : | | | |
| Email Address : | | | |
| Mobile Phone No.: | | | |

and/or*

| Full Name (in Block) : | NRIC No./Passport No. : | Proportion of Shareholdings | |
|------------------------|-------------------------|-----------------------------|----------------|
| | | No. of Shares | Percentage (%) |
| Address : | | | |
| Email Address : | | | |
| Mobile Phone No.: | | | |

or failing him/her*, the Chairman of the Meeting as *my/our proxy to attend and vote for *me/us and on *my/our behalf at the Twenty-Second Annual General Meeting ("22nd AGM") of the Company to be held on fully virtual and entirely via remote participation and voting at the Broadcast Venue: Lot 17.03, 17th Floor, Menara KH, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Friday, 11 December 2020 at 10.30 a.m. or at any adjournment thereof.

Please indicate with an "X" in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

| RESOLUTIONS RELATING TO: | | FIRST PROXY | | SECOND PROXY | |
|--------------------------|---|-------------|---------|--------------|---------|
| ORDINARY RESOLUTION | | For | Against | For | Against |
| 1. | Declaration of final single tier dividend of 6.5 sen per ordinary share for the financial year ended 31 July 2020. | | | | |
| 2. | Approval of payment of Directors' Fees for the financial year ended 31 July 2020. | | | | |
| 3. | Approval of payment of Directors' Fees and Benefits payable to the Directors from 1 August 2020 until the next AGM. | | | | |
| 4. | Re-election of Tan Sri Abdul Majid Khan as a Director retiring under the Constitution of the Company. | | | | |
| 5. | Re-election of Asgari Bin Mohd Fuad Stephens as a Director retiring under the Constitution of the Company. | | | | |
| 6. | Re-election of Omar Bin Musa as a Director retiring under the Constitution of the Company. | | | | |
| 7. | Re-election of Yeo Aik Tan as a Director retiring under the Constitution of the Company. | | | | |
| 8. | Re-election of Bianca Daniella Lind as a Director retiring under the Constitution of the Company. | | | | |
| 9. | Re-appointment of Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | | | | |
| SPECIAL BUSINESS | | For | Against | For | Against |
| 10. | Retention of Asgari Bin Mohd Fuad Stephens as an Independent Non-Executive Director. | | | | |
| 11. | Retention of Omar Bin Musa as an Independent Non-Executive Director. | | | | |
| 12. | Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. | | | | |
| 13. | Proposed renewal shareholders' mandate for Recurrent Related Party Transactions of a revenue or trading nature. | | | | |
| 14. | Proposed new shareholders' mandate for Recurrent Related Party Transactions of a revenue or trading nature. | | | | |
| 15. | Renewal of Authority for Share Buy-Back. | | | | |

* delete whichever is not applicable

Signed this _____ day of _____ 2020

Signature/Common Seal of Member(s)



Notes:

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxies from the public will be physically present at the meeting. Shareholders who wish to participate the AGM will therefore have to register via the link, <https://vps.megacorp.com.my/AOsC6j>. Kindly refer to the annexure of the Administrative Details for further information.
2. The AGM will be conducted on fully virtual and entirely via remote participation and voting at Broadcast Venue, the Members are advised to refer to the Administrative Notes for the procedures to register and participate and vote in the virtual 22nd AGM.
3. For the purpose of determining a member who shall be entitled to attend, speak and vote at the AGM, the Company shall be requesting the Record of Depositors as at 4 December 2020. Only a depositor whose name appears on the Record of Depositors as at 4 December 2020 shall be entitled to attend the said meeting or appoint proxy or proxies to attend and vote on his/her stead.
4. 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 (2) 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.
5. 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 but not more than two (2) proxies in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney so authorised.
8. The Proxy Form must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to AGM-support.Jaycorp@megacorp.com.my, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
9. All resolutions set out in this Notice of AGM will be put to vote by way of poll pursuant to Bursa Securities' Main Market Listing Requirements.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 17 November 2020.

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STAMP

The Poll Administrator
JAYCORP BERHAD
(Registration No. 199801003663 (459789-X))
C/O MEGA CORPORATE SERVICES SDN. BHD.
Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail, 50250 Kuala Lumpur
Wilayah Persekutuan

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REQUEST FORM



JAYCORP Berhad
(Registration No. 199801003663 (459789-X))
(Incorporated in Malaysia)

Dear Shareholders,

The full Annual Report 2020 and Circular to Shareholders are available on the Company's website at www.jaycorp.com.my and at the Bursa Malaysia Berhad webpage at www.bursamalaysia.com (Listed Companies, Company Announcement link) or by scanning the QR code below with your smartphone.

SCAN ME



Should you require a printed copy of the Annual Report and Circular to Shareholders, please forward your request to our office. We shall forward to you within four (4) market days from the receipt of your written request.

Contact details of our Company are as follows:

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

Lot 17.03, 17th Floor
Menara KH
Jalan Sultan Ismail
50250 Kuala Lumpur
Wilayah Persekutuan, Malaysia

Tel : 603-2145 8108
Fax : 603-2145 0108
E-mail : inquiry@jaycorp.com.my

Thank you for your continuous support

Name :

Address :

NRIC No./Company No. :

CDS Account :

Contact No. :

Email :

Signature of Shareholder :

