



JAG BERHAD
[Registration No. 199701023733 (439230-A)]
(Incorporated in Malaysia)

NOTICE OF 23RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 23rd Annual General Meeting of the Company will be held at Danau 3, 1st Floor, Kota Permai Golf and Country Club, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Monday, 17 May 2021 at 10:00 a.m. for the transaction of the following business:-

A G E N D A

Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. *(Refer to Note 2)*
- To approve the Directors' fees payable to the Directors of the Company of up to RM136,800/- for the financial year ending 31 December 2021. *Ordinary Resolution 1*
- To re-elect Datin Tan Siew Ching, a Director who retires in accordance with Clause 21.6 of the Company's Constitution, and being eligible, has offered herself for re-election. *Ordinary Resolution 2*
- To re-elect Datuk Md. Hassim Bin Pardi, a Director who retires in accordance with Clause 21.6 of the Company's Constitution, and being eligible, has offered himself for re-election. *Ordinary Resolution 3*
- To re-appoint Messrs. Russell Bedford LC & Company as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to determine their remuneration. *Ordinary Resolution 4*

Special Business

To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolutions:-

- 230(1)(b) OF THE COMPANIES ACT 2016** *Ordinary Resolution 5*
"THAT the benefits payable to the Directors of the Company up to an amount of RM37,500/- for the period from 18 May 2021 until the next Annual General Meeting of the Company to be held in year 2022 pursuant to Section 230(1)(b) of the Companies Act 2016 ("the Act"), be and is hereby approved for payment."
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016** *Ordinary Resolution 6*
"THAT pursuant to Sections 75 and 76 of the Act, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company, and subject to 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 (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities");
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."
- PROPOSED RETENTION OF MR. ROY THEAN CHONG YEW AS INDEPENDENT NON-EXECUTIVE DIRECTOR** *Ordinary Resolution 7*
"THAT Mr. Roy Thean Chong Yew who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."
- PROPOSED RETENTION OF DATUK MD. HASSIM BIN PARDI AS INDEPENDENT NON-EXECUTIVE DIRECTOR** *Ordinary Resolution 8*
"THAT subject to passing of Ordinary Resolution 3, Datuk Md. Hassim Bin Pardi who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."
- To transact any other business that may be transacted at an Annual General Meeting, due notice of which shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

(duly signed)

CHUA SIEW CHUAN (SSM PC No. 201908002648 & MAICSA 0777689)
CHENG CHIA PING (SSM PC No. 202008000730 & MAICSA 1032514)
Company Secretaries

Kuala Lumpur
16 April 2021

Notes:

(1) Information for Shareholders/Proxies

- For the purpose of determining a member who shall be entitled to attend this 23rd Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of Securities Industry (Central Depositories) Act, 1991 ("SICDA") to issue a General Meeting Record of Depositors as at 6 May 2021. Only a depositor whose name appears on the Record of Depositors as at 6 May 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies to attend, speak and vote instead of him. A proxy may but need not be a member of the Company and a Member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak and vote at the meeting.
- A member may, subject to Notes (d) and (e) below, appoint more than one (1) proxy to attend and vote at the Annual General Meeting, to the extent permitted by the Act, SICDA, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("ACE LR") and the Rules of Central Depository. Where a member appoints two (2) proxies to attend and vote at the Annual General Meeting, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
- Where a member of the Company is an exempt authorised nominee which holds security(ies) standing to the credit of a Securities Account and includes Securities in a Securities Account ("omnibus account") as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of an officer or attorney duly authorised.
- Publication of Notice of Annual General Meeting on corporate website**
Pursuant to Section 320(2) of the Companies Act 2016, a copy of this Notice together with the proxy form are available at the corporate website of JAG Berhad at www.jagb.com.my/notice-GM.
- Appointment of Proxy(ies)**
A member may obtain the proxy form for the 23rd Annual General Meeting vide Note (g) above or the Annual Report (hard copy) or Annual Report (electronic copy) released to Bursa Malaysia Securities Berhad. The appointment of proxy(ies) may now be made vide a hard copy form or in electronic form:-
(i) **Hard copy form**
In the case of appointment made vide hard copy form, the instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time set for holding the Annual General Meeting or any adjournment thereof.
(ii) **Electronic form**
In the case of appointment made in electronic form, the transmission/ lodgement of proxy form should be made no less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:-
(A) Vide Facsimile (Fax Number: +603-2094 9940 / +603-2095 0292); or
(B) Vide designated electronic mail (Email) Address of Share Registrar: info@sshb.com.my

The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be submitted vide either one of the abovementioned modes to the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd.
A member may call dedicated support line of Securities Services (Holdings) Sdn. Bhd. at +603-2084 9169 for assistance/clarification on item 1(h)(ii) above.

Explanatory Notes to Ordinary Business:-

(2) Audited Financial Statements for the financial year ended 31 December 2020

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

(3) Ordinary Resolution 1 - Payment of Directors' Fees

The proposed Directors' fees payable to the Directors of the Company for the financial year ending 31 December 2021 shall be up to RM136,800/- only, comprise the following:-

Directors' Fees	Financial Year Ending 31 December 2021
Non-Executive Directors	RM34,800 per person per annum
Audit Committee Chairman	Additional RM14,400 per annum
Nomination Committee Chairman	Additional RM7,200 per annum
Remuneration Committee Chairman	Additional RM7,200 per annum
Risk Management Committee Chairman	Additional RM3,600 per annum

The Ordinary Resolution 1, if approved, will authorise the Directors' fees payable to the Directors for the financial year ending 31 December 2021 pursuant to Clause 21.4 of the Constitution of the Company.

(4) Ordinary Resolutions 2 and 3 - Re-election of Directors

In determining the eligibility of the Directors to stand for re-election at the forthcoming 23rd Annual General Meeting, the Nomination Committee ("NC") considered the requirements under Rule 2.20A of the ACE LR and recommended Datin Tan Siew Ching and Datuk Md. Hassim Bin Pardi for the re-election as Directors pursuant to Clause 21.6 of the Constitution of the Company ("Retiring Directors"). The Board, through the NC, had conducted separate assessments and satisfied with the independence of Datuk Md. Hassim Bin Pardi, the Independent Non-Executive Director, therefore, the Board had recommended the same be tabled to the shareholders for approval at the forthcoming 23rd Annual General Meeting of the Company under Ordinary Resolutions 2 and 3 respectively.

All the Retiring Directors have consented to their re-election, and abstained from deliberations and voting in relation to their individual re-election at the NC Meeting, where applicable and the Board of Directors' Meeting, respectively.

(5) Ordinary Resolution 4 - Re-appointment of Auditors

The Audit Committee ("AC") had assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of Messrs. Russell Bedford LC & Company as External Auditors of the Company for the financial year ending 31 December 2021. The Board had in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming 23rd Annual General Meeting of the Company under Ordinary Resolution 4.

Explanatory Notes to Special Business:

(6) Ordinary Resolution 5 - Benefits Payable to the Directors

Under Ordinary Resolution 5, the benefits payable to the Directors of the Company pursuant to Section 230(1)(b) of the Act had been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the benefits payable are in the best interest of the Company and in accordance with Directors' and Senior Management's Remuneration Policy of the Company for the applicable period from 18 May 2021 until the next Annual General Meeting of the Company to be held in year 2022. The benefits comprise solely meeting allowance, which will only be accorded to be taken on actual attendance of meetings by the Directors:-

Benefits Payable to Directors	
Meeting Allowance for Non-Executive Directors	RM500/- per meeting

(7) Ordinary Resolution 6 - Authority to Issue Shares pursuant to the Companies Act 2016

The Company wishes to renew the mandate to the authority to issue shares of not more than 10% of the total issued shares capital for the time being pursuant to the Act at the 23rd Annual General Meeting of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being by its shareholders at the last Annual General Meeting of the Company held on 5 August 2020 (hereinafter referred to as the "Previous Mandate"). This Previous Mandate was granted by the Bursa Securities as one (1) of their additional temporary relief measures to listed corporations via its official letter dated 16 April 2020.

Pursuant to the Previous Mandate, the Company had undertaken a private placement of 89,460,000 new ordinary shares (equivalent to 19.68% of total issued shares) which were issued at the issue price of RM0.1402 each and was listed on 20 November 2020. The proceeds raised from the said private placement exercise was RM12,542,292/-.

The details of utilisation of the proceeds from the abovementioned corporate exercise were as follows:-

	Status of utilisation	Proposed utilised RM'000	Amount utilised RM'000	Amount unutilised RM'000
Purchase of machinery for total waste management division	Partially	2,500	860	1,640
Working capital	Fully	9,933	9,933	-
Estimated expenses in relation to the Private Placement	Fully	109	109	-
Total		12,542	10,902	1,640

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

(8) Ordinary Resolutions 7 and 8 - Proposed Retention of Mr. Roy Thean Chong Yew and Datuk Md. Hassim Bin Pardi as Independent Non-Executive Directors

Mr. Roy Thean Chong Yew was appointed as an Independent Non-Executive Director ("INED") of the Company on 18 October 2010, whereby Datuk Md. Hassim Bin Pardi was appointed as an INED of the Company on 26 August 2011. Both of them have served in that capacity for a cumulative term of more than nine (9) years.

The Board wishes to retain Mr. Roy Thean Chong Yew and Datuk Md. Hassim Bin Pardi as the INED of the Company.

The Board vide the NC after having assessed of the independence of Mr. Roy Thean Chong Yew and Datuk Md. Hassim Bin Pardi regarded them to be independent, recommends that the approval of the shareholders be sought to retain Mr. Roy Thean Chong Yew and Datuk Md. Hassim Bin Pardi to continue in office as INEDs based on the following justifications:-

- They have fulfilled the criteria under the definition of an Independent Director ("ID") pursuant to the ACE LR;
- They are able to exercise independent judgement and act in the best interests of the Company;
- There is no potential conflict of interest that Mr. Roy Thean Chong Yew and Datuk Md. Hassim Bin Pardi could have with the Company; and
- There are significant advantages to be gained from long-serving IDs who have many years of experience with incumbent knowledge of the Company and the Group's activities and corporate history, and have provided invaluable contributions to the Board in their roles as INEDs.

Important Notes:-

Members are required to refer to the Administrative Guide for Shareholders/Proxies Attending the 23rd AGM, despatched together with the Notice of AGM which outlines the guidance for physical attendance at the AGM.

The said Administrative Guide has taken into account the latest measures to-date to deal with the Covid-19 situation announced and/or implemented in Malaysia which affect the holding or conduct of general meetings. The Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the AGM. Any material developments will be announced on the Bursa Malaysia Securities Berhad and members are advised to check the Company's announcement(s) made via Bursa Malaysia Securities Berhad regularly for updates on the AGM and/or material developments.