



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of JAG Berhad (“JAG” or the “Company”) will be held on a fully virtual basis via the Online Meeting Platform hosted on Securities Services e-Portal at <https://www.sshsb.net.my/> provided by SS E Solutions Sdn Bhd in Malaysia on Wednesday, 28 July 2021, at 10:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass the following resolution, with or without modifications:-

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 161,035,400 NEW ORDINARY SHARES IN JAG (“PLACEMENT SHARES”), REPRESENTING NOT MORE THAN 30% OF THE EXISTING ISSUED SHARES IN JAG TO INDEPENDENT THIRD PARTY INVESTOR(S) TO BE IDENTIFIED AT A LATER DATE (“PROPOSED PRIVATE PLACEMENT”)

“THAT, subject to and conditional upon the approvals of all relevant authorities (if any), approval be and is hereby given to our Company allot and issue up to 161,035,400 Placement Shares representing up to 30% of the existing total number of issued shares of our Company to independent third party investor(s) to be identified, at an issue price for each tranche to be determined and fixed by our Board at a later date after all the relevant approvals have been obtained which shall, in no event, be at a discount of more than 20% from the 5-day volume weighted average market price of the ordinary shares of our Company (“JAG Shares”) immediately preceding the price fixing date(s);

THAT the Placement Shares shall upon allotment and issuance, rank equally in all respects with the then existing in JAG Shares in issue, save and except that they will not be entitled to any dividend, right, allotment and/or distribution, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT, the Directors of our Company be and are hereby authorised to do all such acts and things and to execute, sign, deliver and cause to be delivered on behalf of our Company all such documents and/or arrangement as may be necessary to give effect and complete the Proposed Private Placement and to give full effect to the Proposed Private Placement with full powers to assent to any conditions, modifications, variations and/or amendments deemed necessary or expedient in the interest of our Company and/or as may be required by the relevant authorities and to take all steps and actions as they may deem necessary or expedient in order to implement, finalise and give full effect to and complete the Proposed Private Placement.”

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
13 July 2021

Notes:

1. As part of the safety measures to curb the spread of the Coronavirus outbreak, our Company will conduct the EGM as a fully virtual general meeting via Remote Participation and Voting (“RPV”) facilities provided by SS E Solutions Sdn Bhd at its Securities Services e-Portal at <https://www.sshsb.net.my/>.

Pursuant to the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 1 June 2021 (“Revised Guidance Note and FAQs”), an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is registered with MyNIC Berhad or hosted in Malaysia.

Shareholders **WILL NOT BE ALLOWED** to attend the EGM in person at the Meeting Venue on the day of the Meeting.

By utilising the RPV facilities at Securities Services e-Portal (prior registration as User is required), shareholders are to remotely attend, participate, speak (by way of posing questions to the Board via real time submission of typed texts) and cast their votes at the EGM. Please refer to the Administrative Guide for procedures to utilise the RPV facilities and take note on Notes (2) to (9) below in order to participate remotely via RPV facilities.

2. For the purpose of determining a member who shall be entitled to attend this EGM, our Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of our Company and Section 34(1) of Securities Industry (Central Depositories) Act, 1991 (“SICDA”) to issue a General Meeting Record of Depositors as at 21 July 2021. Only a depositor whose name appears on the Record of Depositors as at 21 July 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.

3. A member entitled to attend and vote at the EGM 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 our 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 our Company shall have the same rights as the member to speak and vote at the meeting.

4. A member may, subject to Notes (5) and (6) below, appoint more than one (1) proxy to attend and vote at the EGM, 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 EGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.

5. Where a member of our 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 our Company standing to the credit of the said account.

6. Where a member of our 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 that is in suspense, in our Company for multiple beneficial owners in one (1) 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.

7. 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.

8. Publication of Notice of EGM and Proxy Form 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 our Company’s corporate website at www.jagb.com.my/notice-GM.

9. Submission of Proxy Form in either hard copy form or electronic form

The appointment of proxy(ies) may now be made either in hard copy form or by electronic form and shall be deposited with the Company’s Poll Administrator, namely, SS E Solutions Sdn Bhd, either at the designated office as stated below or via Securities Services e-Portal, not less than forty-eight (48) hours before the time appointed for holding the EGM or adjournment thereof (i.e. on or before Monday, 26 July 2021 at 10:00 a.m.):-

Mode of Submission
Hard copy : **Designated Address**
SS E Solutions Sdn Bhd
Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara,
Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan
Fax: 603-2094 9940/603-2095 0292
Email: eservices@sshsb.com.my

Electronic appointment : Securities Services e-Portal
Weblink: <https://www.sshsb.net.my/>

Personal Data Privacy:

By submitting proxy form(s) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of our Company (i) consents to the collection, use and disclosure of the member’s personal data by our Company (or its agents) for the purpose of the processing and administration by our Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for our 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 our 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 our 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 our Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.



WHAT IS Securities Services e-Portal?

Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

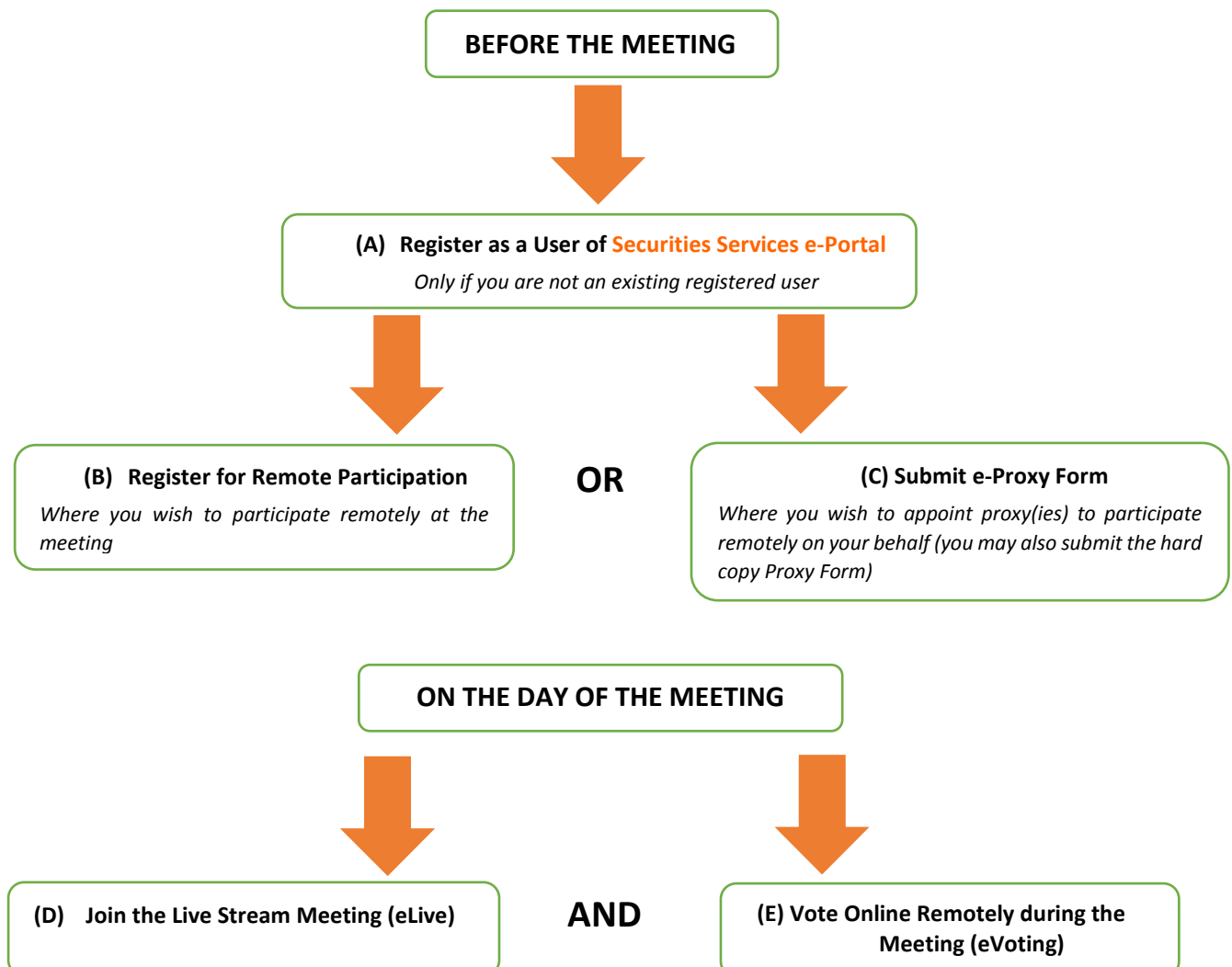
- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (collectively referred to as “e-Services”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by JAG Berhad and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

REQUIRE ASSISTANCE?

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Lee Pei Yeng (DID: +603 2084 9169) or Mr. Saravanan A/L Gupal (DID: +603 2084 9120) at or our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshsb.com.my.



BEFORE THE MEETING

(A) Sign up a user account at **Securities Services e-Portal**

<p>Step 1 Visit https://sshsb.net.my/</p> <p>Step 2 Sign up for a user account</p> <p>Step 3 Wait for our notification email that will be sent within one (1) working day</p> <p>Step 4 Verify your user account within seven (7) days of the notification email and log in</p>	<ul style="list-style-type: none"> • We require 1 working day to process all user sign-ups. If you do not have a user account with the e-Portal, you will need to sign up for a user account by the deadlines stipulated below. • Your registered email address is your User ID.
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ALL SHAREHOLDERS MUST REGISTER AS A USER BY 22 July 2021

(B) Register for Remote Participation

Meeting Date and Time	Registration for Remote Participation Closing Date and Time
Wednesday, 28 July 2021 at 10:00 a.m.	Monday, 26 July 2021 at 10:00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **JAG Berhad** under Company Name and **EGM on 28 July 2021 at 10:00 a.m. - Registration for Remote Participation** under Corporate Exercise / Event and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to the Share Registrar, Securities Services (Holdings) Sdn. Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.*
- Step 2 Submit your registration.

- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to all the **CDS account(s)** of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a fully virtual basis, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

(C) Submit e-Proxy Form

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Wednesday, 28 July 2021 at 10:00 a.m.	Monday, 26 July 2021 at 10:00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **JAG Berhad** under Company Name and **EGM on 28 July 2021 at 10:00 a.m. - Submission of Proxy Form** under Corporate Exercise / Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.

- Step 1 Check if you are submitting the proxy form as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to the Share Registrar, Securities Services (Holdings) Sdn. Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above.*

- Step 2 Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).
You are strongly encouraged to appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.
- Step 3 Proceed to indicate how your votes are to be casted against each resolution.
- Step 4 Review and confirm your proxy form details before submission.
- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
 - You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by **22 July 2021**. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a fully virtual basis.

ON THE DAY OF THE MEETING

Log in to <https://sshsb.net.my/> with your registered email and password

(D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Wednesday, 28 July 2021 at 10:00 a.m.	Wednesday, 28 July 2021 at 9:30 a.m.

- Look for **JAG Berhad** under Company Name and **EGM on 28 July 2021 at 10:00 a.m. - Live Stream Meeting** under Corporate Exercise / Event and click ">" to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

(E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Wednesday, 28 July 2021 at 10:00 a.m.	Wednesday, 28 July 2021 at 10:00 a.m.

- If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR
- If are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for **JAG Berhad** under Company Name and **EGM on 28 July 2021 at 10:00 a.m. - Remote Voting** under Corporate Exercise / Event and click ">" to remotely cast and submit the votes online for the resolutions tabled at the meeting.

- Step 1 Cast your votes by clicking on the radio buttons against each resolution.
- Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted eVoting can be accessed via **My Records** (refer to the left navigation panel).



JAG BERHAD

(Registration No. 199701023733(439230-A))
(Incorporated in Malaysia)

No. of Shares held	CDS Account No.
Contact Number	Email Address

PROXY FORM

*I/We _____
(FULL NAME IN BLOCK LETTERS)

*NRIC / Passport No. / Company No. _____ Tel No. _____
of _____
(FULL ADDRESS)

being a member(s) of **JAG BERHAD**, hereby appoint:

1. Name of Proxy _____ *NRIC/Passport No. _____
(FULL NAME IN BLOCK LETTERS)
Address _____

(FULL ADDRESS)

*and/*or failing *him/her,

2. Name of Proxy _____ *NRIC/Passport No. _____
(FULL NAME IN BLOCK LETTERS)
Address _____

(FULL ADDRESS)

or failing *him/*her, the Chairperson of the Meeting, as *my/*our proxy to vote for *me/*us and on *my/*our behalf at the Extraordinary General Meeting of our Company to be held on a fully virtual basis vide the Online Meeting Platform hosted on Securities Services e-Portal at <https://www.sshsb.net.my/> provided by SS E Solutions Sdn Bhd on Wednesday, 28 July 2021 at 10.00 a.m. or at any adjournment thereof in the manner indicated below:

(* strike out whichever is not applicable)

Ordinary Resolution	FOR	AGAINST
Proposed Private Placement		

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

Dated this _____ day of _____ 2021

*Signature of Member/*Common Seal

(* strike out whichever is not applicable)

For appointment of more than 1 proxy, the percentage of shareholdings to be represented by the proxies:		
Proxy	No. of shares	Percentage (%)
1		
2		
TOTAL		100

Notes:

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Shareholders **WILL NOT BE ALLOWED** to attend the EGM in person at the Meeting Venue on the day of the Meeting.

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2. For the purpose of determining a member who shall be entitled to attend this EGM, our Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of our Company and Section 34(1) of Securities Industry (Central Depositories) Act, 1991 ("**SICDA**") to issue a General Meeting Record of Depositors as at 21 July 2021. Only a depositor whose name appears on the Record of Depositors as at 21 July 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
3. A member entitled to attend and vote at the EGM 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 our 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 our Company shall have the same rights as the member to speak and vote at the meeting.
4. A member may, subject to Notes (5) and (6) below, appoint more than one (1) proxy to attend and vote at the EGM, 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 EGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
5. Where a member of our 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 our Company standing to the credit of the said account.
6. Where a member of our 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 that is in suspense, in our Company for multiple beneficial owners in one (1) 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.
7. 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.
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9. Submission of Proxy Form in either hard copy form or electronic form

The appointment of proxy(ies) may now be made either in hard copy form or by electronic form and shall be deposited with the Company's Poll Administrator, namely, SS E Solutions Sdn Bhd, either at the designated office as stated below or vide Securities Services e-Portal, not less than forty-eight (48) hours before the time appointed for holding the EGM or adjournment thereof (i.e. on or before Monday, 26 July 2021 at 10:00 a.m.):-

Mode of Submission

Hard copy

Designated Address

: SS E Solutions Sdn Bhd
Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490
Kuala Lumpur, Wilayah Persekutuan
Fax: 603-2094 9940/603-2095 0292
Email: eservices@sshsb.com.my

Electronic appointment

: Securities Services e-Portal
Weblink: <https://www.sshsb.net.my/>

Personal Data Privacy:

By submitting proxy form(s) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of our Company (i) consents to the collection, use and disclosure of the member's personal data by our Company (or its agents) for the purpose of the processing and administration by our Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for our 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 our 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 our 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 our Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Fold this flap for sealing

Then fold here

Affix
stamp

JAG BERHAD

(Registration No. 199701023733 (439230-A))

Poll Administrator

SS E Solutions Sdn Bhd
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan

Attn to: Mr. Jerry Tan

1st fold here
