



JAYCORP BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“**EGM**”) of Jaycorp Berhad (“**Jaycorp**” or the “**Company**”) will be held at Meeting Room 3, Level 2, Holiday Inn Melaka, Jalan Syed Abdul Aziz, 75000 Melaka, Malaysia on 9 December 2021, Thursday at 11.30 a.m. or immediately after the conclusion or adjournment of the Twenty-Third (23rd) Annual General Meeting of the Company, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications the resolution(s) set out in this Notice.

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF 137,250,000 NEW ORDINARY SHARES IN JAYCORP (“JAYCORP SHARES”) (“BONUS SHARES”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING JAYCORP SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)

“**THAT** subject to all approvals being obtained from the relevant regulatory authorities and other third parties (if required), authority be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue 137,250,000 Bonus Shares in the share capital of the Company to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined later (“**Entitlement Date**”) on the basis of 1 Bonus Share for every 1 existing Jaycorp Share held by such shareholders on the Entitlement Date;

THAT, such Bonus Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing Jaycorp Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of the Company, the entitlement date of which precedes the date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign, execute, deliver and/or file all documents to give effect to the Proposed Bonus Issue and to take all other steps and do all acts and things in the manner as the Board may consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Bonus Issue, with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and other third parties.”

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

Kuala Lumpur

22 November 2021

PARTICIPATION AND PROXY:

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 2 December 2021. Only a depositor whose name appears on the Record of Depositors as at 2 December 2021 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
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 (2) proxies to attend the same meeting provided that he/she specifies the proportion of his/her 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 Securities 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.
4. Where a member is an exempt authorised nominee, it may appoint multiple proxies for each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized 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 authorized.
6. 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 for holding the meeting or any adjournment thereof.
7. All resolutions set out in this Notice of EGM will be put to vote by way of poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad.
8. By submitting the duly executed form of proxy, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.