



JADI IMAGING HOLDINGS BERHAD

(Registration No. 200001023711 (526319-P))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of JADI Imaging Holdings Berhad (“JADI” or “Company”) will be conducted on virtual basis through live streaming from the Broadcast Venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 21 June 2023 at 2.30 p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the resolutions below:

ORDINARY RESOLUTION 1

Proposed Waiver of Statutory Pre-Emptive Rights of the Shareholders to new ordinary shares in the Company (“New Shares”) to be Issued and Allotted under the Private Placement (“Proposed Waiver – Private Placement”)

THAT further to the approval granted by the shareholders at the Extraordinary General Meeting of the Company held on 20 April 2022 for the issuance and allotment of New Shares under the Private Placement, the existing shareholders of the Company hereby waive their statutory pre-emptive rights to be offered New Shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Companies Act 2016 read together with Clause 12(2) of the Constitution of the Company arising from the Private Placement.

THAT the Directors be hereby authorised to take all steps that are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Waiver – Private Placement, for and on behalf of the Company.

BY ORDER OF THE BOARD

TAN KOK SIONG (LS0009932)

(SSM PC NO. 202008001592)

Company Secretary

Kuala Lumpur

6 June 2023

NOTES:

1. IMPORTANT NOTICE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the Meeting to be at the main venue of the meeting.

Shareholders/ proxies WILL NOT BE ALLOWED to present physically at the Broadcast Venue on the day of the meeting. Shareholders who wish to participate the meeting will therefore have to register via the Remote Participation and Voting facilities (“RPV”) provided by Mlabs Research Sdn Bhd at the link <https://rebrand.ly/JADI-EGM>.

Please read these Notes carefully and kindly refer to the Administrative Guide for further information on the procedures to participate remotely via RPV at the meeting.

2. APPOINTMENT OF PROXY

(i) *For the purpose of determining who shall be entitled to participate this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 14 June 2023. Only a member whose name appears on this Record of Depositors shall be entitled to participate this EGM or appoint a proxy to participate and vote on his/her/ its behalf.*

(ii) *A member entitled to participate and vote at this EGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate and vote in his place. A proxy may but need not be a member of the Company.*

(iii) *A member of the Company who is entitled to participate and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate and vote instead of the member at the EGM.*

(iv) *If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.*

(v) *Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*

(vi) *Where a member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*

(vii) *Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*

(viii) *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote:*

(a) In hard copy form

The proxy form must be deposited at the Share Registrar’s office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Wilayah Persekutuan.

(b) By electronic means via email

The proxy form can be electronically lodged by email to infost@wscs.com.my. The Company or Share Registrar may request any member to deposit original executed proxy form to the Share Registrar’s office before or on the day of meeting for verification purpose.

(ix) *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar’s office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Wilayah Persekutuan not less than forty eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*

(x) *Please ensure ALL the particulars as required in the proxy form is completed, signed and dated accordingly.*

(xi) *Last date and time for lodging the proxy form is Monday, 19 June 2023 at 2.30 p.m..*

(xii) *For a corporate member who has appointed an authorised representative instead of a proxy to participate in this EGM, please deposit the ORIGINAL certificate of appointment of authorised representative executed in the manner as stated in the proxy form at the Share Registrar’s office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Wilayah Persekutuan.*

Voting by Poll

Pursuant to Paragraph 8.29A(1) of Bursa Malaysia Securities Berhad’s Main Market Listing Requirements, all resolutions set out in this Notice are to be voted by poll.

Explanatory Notes

Resolution 1 – Proposed Waiver of Statutory Pre-Emptive Rights of the Shareholders to New Shares to be Issued and Allotted under the Private Placement

The Company had vide its Extraordinary General Meeting (“EGM”) held on 20 April 2022 obtained approval from the shareholders of the Company for the issuance and allotment of New Shares under the Private Placement of up to 322,947,000 new ordinary shares in the Company, representing approximately 30% of the total number of issued shares of JADI (excluding treasury shares) to independent third-party investor(s), who qualify under Schedule 6 and Schedule 7 of the Capital Markets and Services Act, 2007 to be identified later, in one or more tranches at an issue price for each tranche to be determined at a later date by the Board.

Accordingly, the Company wishes to seek approval from the shareholders to irrevocably waive their statutory pre-emptive rights to be offered New Shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Companies Act 2016 read together with Clause 12(2) of the Constitution of the Company arising from the Private Placement for the Directors to issue and allot shares to any person, whether a member or not, in such numbers or proportions as the Directors may determine.