



**JAKS RESOURCES BERHAD**  
Registration No. 200201017985 (585648-T)

## NOTICE OF TWENTY SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty Second Annual General Meeting ("22nd AGM") of the Company will be held on a fully virtual basis at the broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 27 June 2024 at 10.30 a.m. for the purpose of considering the following businesses:

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following directors, who are retiring pursuant to the Company's Constitution and who being eligible offer themselves for re-election:
  - Dato' Razali Merican Bin Naina Merican (Article 100(3)) **Resolution 1**
  - Ang Lam Aik (Article 100(3)) **Resolution 2**
  - Dato' Othman Bin Semail (Article 107) **Resolution 3**
  - Lim Gin Gee (Article 107) **Resolution 4**
- To approve the payment of Directors' Fees of RM8,000 per month for each of the Non-Executive Directors and additional Directors' Fees of RM3,500 per month for Chairman of the Board with effect from July 2024 until June 2025. **Resolution 5**
- To approve the payment of Meeting Attendance Allowances of RM2,000 per meeting for each Director and an additional RM500 per meeting for the Chairman of the meeting with effect from July 2024 until June 2025. **Resolution 6**
- To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**

### SPECIAL BUSINESS

- To consider and if thought fit, pass the following resolutions: **Resolution 8**

#### ORDINARY RESOLUTION:

##### Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 **Resolution 8**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company ("New Shares") for the time being without first offering the New Shares to the holders of the existing issued shares and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

#### ORDINARY RESOLUTION:

##### Proposed renewal of the authority to issue and allot new ordinary shares in the Company ("JAKS Share(s)") for the purpose of Dividend Reinvestment Plan ("DRP") ("New Share(s)") that provides the shareholders of the Company the option to elect to reinvest their cash dividend ("Proposed Renewal of DRP") **Resolution 9**

"THAT pursuant to the DRP as approved by the Shareholders at the Annual General Meeting held on 27 June 2023 and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board to allot and issue such number of New Shares from time to time as may be required to be allotted and issued pursuant to the Proposed Renewal of DRP to such shareholders and upon such terms and conditions as the Board may, at their sole and absolute discretion, deem fit or proper to impose until the conclusion of the next Annual General Meeting of JAKS;

THAT, the issue price of the said New Shares, which will be determined and fixed by the Board on the price-fixing date to be determined, shall not be at more than 10% discount to the 5-day volume weighted average market price ("VWAP") of JAKS Shares immediately preceding the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time;

THAT, the New Shares shall, upon issuance and allotment, rank equally in all respects with the existing JAKS Shares in issue, save and except that the holders of New Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the New Shares;

AND THAT, the Board be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements and to execute, sign and deliver for and on behalf of JAKS, all such documents and impose such terms and conditions or delegate all or any part of their powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed Renewal of DRP, with full power to assent to any conditions, modifications, variations and/or amendments (if any) including the suspension or termination of the Proposed Renewal of DRP as the Board may, at their sole and absolute discretion, deem fit or proper and in the best interest of JAKS and/or as may be imposed and/or required by any relevant authorities."

### By Order of the Board,

**LEONG OI WAH (MAICSA 7023802)**  
SSM PRACTICING CERTIFICATE NO. 201908000717  
Company Secretary

Petaling Jaya  
30 April 2024

### IMPORTANT NOTICE ON REMOTE PARTICIPATION AND VOTING:

- The 22nd AGM will be conducted through live streaming and online voting using Remote Participation and Voting ("RPV") facilities which are available on Tricor's TIH Online website at <https://tjh.online>. Please refer to Administrative Guide for the 22nd AGM in order to register, participate and vote remotely via the RPV facilities.
- The venue of the 22nd AGM 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 Members/Proxy(ies) will be allowed to be physically present at the Broadcast Venue.
- Shareholders/Proxy(ies) who wish to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") may do so remotely via the RPV facilities. Please follow the procedures provided in the Administrative Guide for the 22nd AGM in order to register, participate and vote remotely.

### PROXY NOTES

- A Member of the Company who is entitled to participate at this meeting via RPV is entitled to appoint a proxy or in the case of a corporation, to appoint a duly authorised representative to participate and to vote in his stead. A proxy need not be a member of the Company.
- When a Member appoints two or more proxies, the proxies shall not be valid unless the Member specifies the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing proxy shall be in writing under the hands of the appointed or of his attorney duly authorised in writing or, if such appointer is a corporation under its common seal, or the hand of its attorney.
- A Member who has appointed a proxy or attorney or authorized representative to attend, participate, speak and vote at this 22nd AGM via RPV facilities must request his/her proxy to register himself/herself at TIH Online website at <https://tjh.online>. Please follow the procedures for RPV in the Administrative Guide for Shareholders on the 22nd AGM.  
The instrument appointing a proxy together with the power of attorney (as the case may be) must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur at least 48 hours before the time appointed for holding the meeting or adjourned meeting.
- Depositors who appear in the Record of Depositors as at 20 June 2024 shall be regarded as Members of the Company entitled to attend the 22nd AGM or appoint a proxy to attend and vote on his behalf.

### NOTES ON SPECIAL BUSINESS:

Resolutions 1, 2, 3 & 4:

For the purpose of determining the eligibility of the Directors to stand for re-election at the 22nd AGM, the Board through its Nomination Committee had assessed Dato' Razali Merican Bin Naina Merican, Mr Ang Lam Aik, Dato' Othman Bin Semail and Mr Lim Gin Gee (collectively "the Retiring Directors"). The Retiring Directors were assessed on their performance and understanding of the Group's business. Their active participation at the Board meetings showed that there were prepared and were effective in the discharge of his responsibilities. No circumstances have arisen in the past year to impair the independent judgements of the Retiring Directors on matters brought for Board discussion and they have always acted in the best interest of the Company as a whole.

Based on the wealth of experience of the Retiring Directors and the skills that they can bring to the Company, the Board views that their re-election would bring benefits to the Company.

Based on the above, the Board supports the re-election of the Retiring Directors.

#### Resolution 8:

The proposed Ordinary Resolution will give powers to the Directors to issue up to a maximum ten per centum (10%) of the total number of issued shares of the Company for the time being ("New Shares") for such purposes as the Directors would consider in the best interest of the Company ("General Mandate"). This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The General Mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions or the issuance of shares as consideration for the acquisition of assets.

The mandate obtained at the 21st AGM in 2023 for authority to allot shares of the Company up to 10% of the total number of issued shares of the Company was utilised and the Company implemented the Private Placement exercise where first tranche of 129,017,000 new ordinary shares and second tranche of 80,014,700 new ordinary shares ("Placement Share") of the Company were issued at an issue price of RM0.185 and RM0.180 respectively per Placement Share.

#### Resolution 9:

The proposed Ordinary Resolution will give authority to the Directors to allot and issue such number of New Shares from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the next AGM of the Company. A renewal of this authority will be sought at the next AGM.

The authority obtained at the Annual General Meeting of the Company held on 27 June 2023 for the Dividend Reinvestment Plan was not utilised.