

JADI IMAGING HOLDINGS BERHAD
(200001023711)(526319-P)
(Incorporated in Malaysia)

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting (“19th AGM”) of Jadi Imaging Holdings Berhad (“Company” or “Jadi”) will be conducted online through live streaming from the broadcast venue at Tricor Leadership Room, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on **Tuesday, 22 December 2020** at **10.00 a.m.** for the following purposes:-

AGENDA

A. Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon. [Please refer to the Explanatory Notes to the Agenda]
2. To re-elect the following Directors who are retiring in accordance with Clause 76 of the Constitution of the Company:-
 - 2.1 Liew Kim Siong (Ordinary Resolution 1)
 - 2.2 Dato’ Sri Liew Lee Leong (Ordinary Resolution 2)
3. To re-elect Dai Shuchun who is retiring in accordance with Clause 78 of the Constitution of the Company. (Ordinary Resolution 3)
4. To approve the payment of the Directors’ fees of RM292,500 for the financial year ending 31 March 2021. (Ordinary Resolution 4)
5. To approve the payment of the Directors’ benefits of up to RM20,000 for the period from this 19th Annual General Meeting until the Twentieth Annual General Meeting. (Ordinary Resolution 5)
6. To appoint Messrs Baker Tilly Monteiro Heng PLT (AF 0117) as Auditors of the Company, in place of the resigning Auditors, Messrs PKF (AF 0911) and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

B. Special Business

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

7. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** (Ordinary Resolution 7)

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and the Constitution of the Company and subject to the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may, in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are

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empowered to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until 31 December 2021, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

8. PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK (Ordinary Resolution 8)

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (a) the aggregate number of issued shares in the Company (“Shares”) purchased (“Purchased Shares”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

(“Proposed Share Buy-Back”).

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid

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expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- viii. To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

C. Other Business

9. To transact any other business of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act 2016.

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By Order of the Board

WONG WAI FOONG (MAICSA 7001358)(SSM PC NO. 202008001472)
FONG SEAH LIH (MAICSA 7062297)(SSM PC NO. 202008000973)
Company Secretaries

Kuala Lumpur
30 November 2020

NOTES:-

- (1) *As part of the initiatives to curb the spread of Coronavirus Disease 2019 (COVID-19), the AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV"). Both facilities are available on Tricor Investor & Issuing House Services Sdn Bhd's TIH Online website at <https://tiih.online>.*
- (2) *Please follow the procedures provided in the Administrative Notes for the AGM in order to register, participate and vote remotely via the RPV facilities. Shareholders or proxy(ies) are to participate (including posing questions to the Board via real time submission of typed texts) and vote remotely at the AGM via the RPV provided by Tricor via its TIH Online website at <https://tiih.online>.*
- (3) *The venue of the 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. Shareholders/proxy(ies) **WILL NOT BE ALLOWED** to physically present at the meeting venue on the day of the meeting.*
- (4) *For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 15 December 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.*
- (5) *A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.*
- (6) *A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.*
- (7) *If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.*
- (8) *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.*
- (9) *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.*
- (10) *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.*
- (11) *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 General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:*
 - i. *In hard copy form*
*In the case of an appointment made in hard copy form, the proxy form must be deposited with the share registrar of the Company situated at Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia **OR** the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.*

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- ii. By electronic means
The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Notes on the conduct of the 19th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.
- (12) *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the share registrar of the Company situated Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia **OR** the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting 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.*
- (13) *Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.*
- (14) *Last date and time for lodging the proxy form is **Sunday, 20 December 2020 at 10.00 a.m.***
- (15) *For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the ORIGINAL certificate of appointment of authorised representative with the Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia **OR** the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. Alternatively, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's share registrar.*
- The certificate of appointment of authorised representative should be executed in the following manner:*
- a. *If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.*
- b. *If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:*
- i. *at least two (2) authorised officers, of whom one shall be a director; or*
- ii. *any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.*
- (16) **It is important that you read the Administrative Notes for the conduct of the 19th AGM.**
- (17) *Shareholders are advised to check the Company's website at www.jadi.com.my and announcements from time to time for any changes to the administration of the AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.*

EXPLANATORY NOTES:

1. Audited Financial Statements for the financial year ended 31 March 2020

The Audited Financial Statements in Agenda item 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by shareholders of the Company.

2. Ordinary Resolutions 1, 2, and 3
Re-election of Directors

Clause 76 of the Constitution provides that at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the Annual General Meeting in every year provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.

Clause 78 of the Constitution provides any Director so appointed under Clause 77 of the Constitution shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election.

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3. Ordinary Resolution 4
Directors' Fees

Ordinary Resolution 4 is to approve the payment of the following Directors' fees payable to Directors for the financial year ending 31 March 2021:-

Category	Executive Chairman	Executive Directors	Non-Executive Directors
The Company	RM	RM	RM
Directors' Fees (per annum)	37,500	60,000	195,000

4. Ordinary Resolution 5
Directors' Benefits

Ordinary Resolution 5 is to approve the payment of the Directors' benefits including meeting allowance payable to Directors for the period from 22 December 2020 until the next Annual General Meeting of the Company to be held in 2021. The details are appended below:-

Category	Executive Directors	Non-Executive Directors
	RM	RM
Meeting Allowance per meeting per person	N/A	200

5. Ordinary Resolution 6
Proposed Change of Auditors

Messrs PKF had vide their letter dated 2 November 2020 tendered their resignation as Auditors of the Company and their terms of office shall end upon the appointment of another auditor pursuant to Section 281(2) of the Companies Act 2016.

The resignation of PKF is in line with good corporate governance of revisiting the appointment of the Company's Auditors from time to time.

In view thereof, the Board and Audit Committee, after reviewed Messrs Baker Tilly Monteiro Heng PLT's profile, resources, experience, independence, audit services team to be assigned to audit engagement of the Company, proposed audit fee and engagement proposal as well as the size and complexity of the Group's operations, recommended the nomination of Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company.

Messrs Baker Tilly Monteiro Heng PLT had on 18 November 2020 given their consent to act as Auditors of the Company pursuant to Section 264(5) of the Companies Act 2016 and their appointment is subject to the approval of the shareholders at the 19th AGM. If approved, they shall hold office until the conclusion of the next Annual General Meeting of the Company.

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6. Ordinary Resolution 7
Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

In view of the Covid-19 pandemic outbreak, the Government of Malaysia had on 18 March 2020 implemented the Movement Control Order (“MCO”) nationwide to curb the spread of the Covid-19 infection in Malaysia. Bursa Malaysia Securities Berhad (“Bursa Securities”) recognised the needs for listed issuers to raise funds quickly and efficiently during the challenging time to ensure the long-term sustainability and interest of the listed corporations and their shareholders. Therefore, an additional relief measure has been granted by Bursa Securities vide its letter dated 16 April 2020 which allows a listed issuer to seek its shareholders’ approval at a general meeting to issue new securities for a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) (“20% General Mandate”).

In view thereof, the Proposed Ordinary Resolution 7 is for the purpose of seeking a new shareholders’ mandate to empowering the Directors to allot shares in the Company up to a maximum of 20% of the total number of issued shares of the Company for the time being.

The Proposed Ordinary Resolution 7, if passed, will provide additional flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purposes of funding the Company’s current/future investment project(s), working capital, repayment of bank borrowings, operational expenditure and/or acquisition(s) at any time as the Directors may deem fit without having to convene a general meeting.

This authority, unless revoked or varied by the Company in a general meeting, will expire on 31 December 2021.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Eighteenth Annual General Meeting held on 2 August 2019 and which will lapse at the conclusion of the 19th AGM.

The Board of Directors is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders as the Company may use this 20% General Mandate within the validity period to meet its financial needs due to the unprecedented uncertainty surrounding the recovery of the Covid-19 pandemic and it will enable the Board to take swift action during the challenging time to ensure long term sustainability and interest of the Company and its shareholders.

7. Ordinary Resolution 8
Proposed Renewal of Authority for Share Buy-Back

The proposed Ordinary Resolution 8, if passed, will provide a mandate for the Company to purchase its own shares up to 10% of the total number of issued shares of the Company and shall lapse at the conclusion of the next Annual General Meeting unless authority for the approval is obtained from the shareholders of the Company at a general meeting. Please refer to the Statement to Shareholders in relation to the Proposed Renewal of Authority for Share Buy-Back attached in the Annual Report 2020 of the Company for further details.