

# NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First ("21<sup>st</sup>") Annual General Meeting of **JADI IMAGING HOLDINGS BERHAD** will be conducted on a fully virtual basis through live streaming from the broadcast venue at Lot 18.2, 18<sup>th</sup> Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan ("Broadcast Venue") on Wednesday, 21 September 2022 at 2:00 p.m. to transact the following businesses:-

## A G E N D A

### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2022 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 3)**
2. To approve the payment of the Directors' Fees of RM606,000 for the period from 1 April 2022 until the next Annual General Meeting of the Company. **(Resolution 1)**
3. To approve the payment of the Directors' Benefits up to an amount of RM32,500 for the period from this 21<sup>st</sup> Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 2)**
4. To re-elect the following Directors who retire pursuant to Clause 78 of the Company's Constitution:-
  - (i) Mr Ong Gim Hai **(Resolution 3)**
  - (ii) Mr Leow Wey Seng **(Resolution 4)**
  - (iii) Mr Ling Chi Hoong **(Resolution 5)**
  - (iv) Ms Tan Su Ning **(Resolution 6)**
5. To note Mr Dai ShuChun's retirement by rotation in accordance with Clause 76 of the Company's Constitution. **(Please refer to Note 6)**
6. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

### Special Business

To consider and if thought fit, to pass the following resolutions, with or without modifications as Ordinary Resolutions of the Company:-

7. **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, the Directors of the Company be and are hereby authorised to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and shall continue to be utilised until 31 December 2022 as empowered by Bursa Malaysia Securities Berhad's ("Bursa Securities") letter dated 23 December 2021 to grant an extension for the additional temporary relief measures to listed issuers and thereafter does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and that the Directors be and are hereby empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Securities.

AND THAT such authority under this resolution shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting.”

8. **Proposed Renewal of Shareholders’ Mandate for the Authority to the Company to Purchase Its Own Shares up to Ten Per Centum (10%) of the Total Number of Issued Shares (“Proposed Renewal of Share Buy-Back Mandate”)**

**(Resolution 9)**

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) 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:

- (i) 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
- (ii) 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 the general meeting at which such resolution is passed, 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 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 charged with responsibility for companies 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.”

- 9. To consider any other business of which due notice shall be given in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD  
**TAN KOK SIONG (LS0009932)**  
**(SSM PC NO. 202008001592)**  
Company Secretary

Kuala Lumpur

Date: 28 July 2022

## 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 Chairman of the meeting to be present at the main venue of the meeting.

Shareholders/ proxies **WILL NOT BE ALLOWED** to attend this Annual General Meeting (“AGM”) in person at the Broadcast Venue on the day of the meeting. Shareholders who wish to participate remotely at the meeting will therefore have to register via the Remote Participation and Voting (“RPV”) facilities operated by Mlabs Research Sdn Bhd at <https://rebrand.ly/JADI-AGM>.

**Please read these Notes carefully and follow the procedures in the Administrative Guide for the 21<sup>st</sup> AGM in order to participate remotely via RPV facilities.**

### 2. APPOINTMENT OF PROXY

- (a) For the purpose of determining who shall be entitled to participate this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 13 September 2022. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
- (b) A member entitled to participate in this AGM via RPV 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.
- (c) 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 AGM.
- (d) 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.
- (e) 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.
- (f) 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.
- (g) 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.
- (h) The appointment of a proxy may be made in a hard copy form or by electronic means via email 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 AGM or adjourned AGM 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 Company’s Share Registrar at Workshire Share Registration Sdn Bhd of A1-2-2 Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Malaysia.

- (ii) By electronic means via email

The proxy form can be electronically lodged with the Company’s Share Registrar via email at [sharereg@wscs.com.my](mailto:sharereg@wscs.com.my). The Company and 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.

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.
- (i) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Workshire Share Registration Sdn Bhd of A1-2-2 Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. 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.
- (j) Please ensure ALL the particulars as required in the proxy form is completed, signed and dated accordingly.
- (k) Last date and time for lodging the proxy form is Monday, 19 September 2022 at 2:00 p.m.
- (l) For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative executed in the manner as stated in the proxy form with the Company's Share Registrar at Workshire Share Registration Sdn Bhd of A1-2-2 Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Malaysia.

### 3. Audited Financial Statements for the financial year ended 31 March 2022

The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of the shareholders is not required pursuant to the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by shareholders.

### 4. Resolutions 1 and 2 – Directors' Fees and Directors' Benefits

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting. The proposed Resolutions 1 and 2 for the Directors' Fees and Directors' Benefits are calculated based on the current Board size and number of scheduled Board and Board Committee meetings to be held from this 21<sup>st</sup> AGM until the date of the next AGM. These resolutions are to facilitate payment of Directors' Fees and Directors' Benefits on a current financial year basis. In the event the proposed amount is insufficient, (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

The proposed Resolution 1 is to approve the payment of the Directors' Fees payable to the Directors for the period from 1 April 2022 until the next AGM of the Company to be held in 2023, details of which as follows:-

Category	Executive Director	Non-Executive Directors
<b>The Company</b>	<b>RM</b>	<b>RM</b>
Directors' Fees	180,000	426,000

The proposed Resolution 2 is to approve the payment of the Directors' Benefits, including meeting allowance payable to the Directors for the period from this 21<sup>st</sup> AGM until the next AGM of the Company to be held in 2023. The details are appended below:-

Category	Executive Director	Non-Executive Directors
<b>The Company</b>	<b>RM</b>	<b>RM</b>
Meeting Allowance per meeting per person	NIL	500

## **5. Resolutions 3, 4, 5 and 6 – Re-election of Directors**

Mr Ong Gim Hai, Mr Leow Wey Seng, Mr Ling Chi Hoong and Ms Tan Su Ning are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 21<sup>st</sup> AGM.

The Board had through the Nomination Committee carried out the assessment on the Directors and agreed that all Directors meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their role as Directors.

The Board had also through the Nomination Committee carried out assessment on the independence of Mr Leow Wey Seng, Mr Ling Chi Hoong and Ms Tan Su Ning and is satisfied that they met the criteria of independence as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

## **6. Retirement of Dai ShuChun in accordance with Clause 76 of the Company's Constitution**

Mr Dai ShuChun will be retiring by rotation in accordance with Clause 76 of the Company's Constitution and he had expressed his intention not to seek for re-election as a Director of the Company at the forthcoming 21<sup>st</sup> AGM. Hence, Mr Dai ShuChun will retain office until the conclusion of the forthcoming 21<sup>st</sup> AGM and retires in accordance with Clause 76 of the Company's Constitution. The Board would like to place on record its appreciation to Mr Dai ShuChun for his support, commitment and invaluable contributions rendered to the Group during his tenure of appointment.

## **7. Resolution 7 – Re-appointment of Auditors**

The Board has through the Audit Committee assessed the suitability and independence of the External Auditors, Messrs Baker Tilly Monteiro Heng PLT and considered the re-appointment of Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company. The Board and Audit Committee collectively agreed and satisfied that Messrs Baker Tilly Monteiro Heng PLT has the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

## **8. Explanatory Notes on Special Business**

### **(i) Resolution 8 – Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Resolution 8 is prepared for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors to allot shares in the Company to be utilised for such purposes as the Directors consider would be in the interest of the Company, up to an amount not exceeding in total twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2022. With effect from 1 January 2023, the Proposed 20% General Mandate will be reinstated to a ten per centum (10%) limit ("Proposed 10% General Mandate") in accordance to Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or at the expiration of the period within which the next AGM is required to be held, whichever is earlier.

The General Mandate is to provide flexibility to the Company to allot 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, repayment of bank borrowings, operational expenditure and acquisitions.

As at the date of this notice, the Company did not issue any shares pursuant to the General Mandate granted to the Directors at the Twentieth AGM as there were no investment(s), acquisition(s) or working capital that require the utilisation of the General Mandate.

### **(ii) Resolution 9 – Proposed Renewal of Share Buy-Back Mandate**

The proposed Resolution 9, if passed, will give the Company the authority to purchase its own ordinary shares of up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders as set out in the Annual Report 2022 of the Company for further information.