



JADE MARVEL
GROUP BHD

Jade Marvel Group Berhad

(Registration No. 200201024617 (592280-W))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Jade Marvel Group Berhad (“**JMGB**” or “**Company**”) (“**EGM**”) will be conducted on a fully virtual basis through live streaming and online remote participation via the Remote Participation and Voting (“**RPV**”) facilities hosted on the VirtualeAGM e-portal at www.vpoll.com.my (Domain registration No: D1A457149) provided by AI Smartual Learning Sdn Bhd in Malaysia on Wednesday, 7 September 2022, at 11.00 a.m., or immediately after the conclusion or adjournment (as the case maybe) of the Twentieth Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is the later, for the purpose of considering and, if thought fit, to pass with or without modification to give effect to the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF JMGB AND ITS SUBSIDIARIES’ (“JMGB GROUP” OR “GROUP”) EXISTING BUSINESSES TO INCLUDE MINING, SALE AND TRADING OF IRON ORE, DOLOMITE, SAND AND OTHER MINERALS (“PROPOSED DIVERSIFICATION”)

“**THAT** subject to the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Group to diversify its existing business activities to include mining, sale and trading of iron ore, dolomite, sand and other minerals;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Diversification with full powers to assent to or make any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Diversification.”

ORDINARY RESOLUTION 2

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

“**THAT** approval be hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature involving the interests of directors, major shareholders or persons connected with such directors or major shareholders of the Company (“**Related Parties**”) as set out in Section 2.4 of Part B of the Circular to Shareholders dated 22 August 2022, provided that such transactions are necessary for the day-to-day operations; and undertaken in the ordinary course of business, on arm’s length basis, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company (the “**Shareholders’ Mandate**”).

THAT the Shareholders’ Mandate shall take effect from this resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following this EGM at which the Shareholders’ Mandate is passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;

- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (“**Act**”) (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting;
- whichever is the earlier;

AND THAT the Board be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.”

BY ORDER OF THE BOARD

OOI YOONG YOONG (MAICSA 7020753 / SSM PC No.: 202008002042)

Company Secretary

Penang

22 August 2022

Notes:

1. *Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at the virtual EGM using RPV facilities provided by AI Smartual Learning Sdn Bhd in Malaysia via its portal website at www.vpoll.com.my.*
2. *For the purpose of determining a member who shall be entitled to participate at the EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors as at 29 August 2022. Only a member whose name appears on the Record of Depositors shall be entitled to participate the EGM or appoint proxy(ies) to participate on his/her behalf via RPV.*
3. *A member of the Company entitled to attend and vote at a meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead at the same meeting.*
4. *A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation save that the proxy must be of full age.*
5. *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.*
6. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either: -*
 - (a) *under the corporation’s seal; or*
 - (b) *signed under the hand of an officer or attorney duly authorised.*

In the case of (b) be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
7. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
8. *Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 1 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.*
9. *To be valid the Form of Proxy duly completed must be deposited at the Registered Office of the Company at 39 Irving Road, 10400 George Town, Pulau Pinang, Malaysia not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.*
10. *Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.*
11. *Last date and time for lodging the Form of Proxy is **Monday, 5 September 2022, at 11.00 a.m.***