



**NOTICE OF ADDENDUM TO THE NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING (“21<sup>st</sup> AGM” OR “MEETING”) OF JADE MARVEL GROUP BERHAD (“JMGB” OR “THE COMPANY”)**

Dear Valued Shareholders of JMGB,

The Board of Directors of the Company (“Board”) wishes to inform you that the Notice of 21<sup>st</sup> AGM of JMGB issued on 31 July 2023 (“AGM Notice”) is amended by this Addendum for making modifications to the following Ordinary Resolutions set out in the AGM Notice as Special Business and to include the additional Ordinary Resolutions as set out below as Ordinary Business and Special Business which shall be tabled at the 21<sup>st</sup> AGM of JMGB to be held on a fully virtual basis on Thursday, 7 September 2023 at 11:00 a.m. or at any adjournment thereof, for the shareholders’ consideration.

Please be informed that after the issuance of the AGM Notice, the Board had on 24 August 2023 appointed Mr. Tan Boon Wooi as the new Independent Non-Executive Director of the Company. Hence, he is required to retire from office and is subject to re-election at the upcoming 21<sup>st</sup> AGM of the Company pursuant to Article 18.10 of the Company’s Constitution. Additionally, the Board proposes to grant him options pursuant to the Company’s Employees’ Share Option Scheme.

**MODIFIED ORDINARY RESOLUTIONS SET OUT IN THE AGM NOTICE**

**AS SPECIAL BUSINESS:**

8.	<p><b>PROPOSED GRANT OF OPTIONS TO DIRECTORS PURSUANT TO THE COMPANY’S EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”)</b></p> <p>“THAT pursuant to the ESOS of up to 15.0% of the total number of issued shares of the Company (“JMGB Share(s)”) at any point in time during the duration of the ESOS, the Board of Directors of the Company (“Board”) be and is hereby authorised to offer and grant such number of JMGB Share(s) to the Directors of the Company as named therein below respectively, subject to the provisions of the By-Laws of the ESOS, provided always that:</p> <ul style="list-style-type: none"><li>(i) they must not participate in the deliberation or discussion of their own respective allocation, as well as that of the persons connected with them, under the ESOS;</li><li>(ii) not more than ten percent (10.0%) (or such other percentage as may be permitted by Bursa Malaysia Securities Berhad (“Bursa Securities”) or any other relevant authorities from time to time) of the total number of JMGB Share(s) to be issued under the ESOS shall be allocated to them, if they either singly or collectively through persons connected (as defined in the Main Market Listing Requirements (“Listing Requirements”) of Bursa Securities) with them, holds twenty percent (20.0%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more in the total number of issued JMGB Share(s) (excluding treasury shares, if any), and</li></ul> <p>subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the ESOS and the Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities.</p> <p>AND THAT pursuant to Section 85 of the Companies Act 2016, read together with Article 13.2 of the Company’s Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of JMGB AND THAT the Board is exempted from the obligation to offer such new JMGB Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new JMGB Shares pursuant to the proposed grant of options to Directors pursuant to the Company’s ESOS.”</p> <p><b>ORDINARY RESOLUTION 11</b> Chong Wei Chuan, Managing Director</p> <p><b>ORDINARY RESOLUTION 12</b> Ng Yeng Yeng, Executive Director</p> <p><b>ORDINARY RESOLUTION 13</b> Ng Sew Wai, Executive Director</p> <p><b>ORDINARY RESOLUTION 14</b> Seah Yee Teng, Independent Non-Executive Director</p> <p><b>ORDINARY RESOLUTION 15</b> Dato’ Sri Ng Shi Zhi, Independent Non-Executive Director</p> <p><b>ORDINARY RESOLUTION 16</b> Tan Su Hang, Independent Non-Executive Director</p>	
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**ADDITIONAL ORDINARY RESOLUTIONS TO THE AGM NOTICE**

**AS ORDINARY BUSINESS:**

10.	To re-elect Mr. Tan Boon Wooi who retires pursuant to Article 18.10 of the Company's Constitution.	<b>Ordinary Resolution 17</b>
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**AS SPECIAL BUSINESS:**

11.	<p><b>PROPOSED GRANT OF OPTIONS TO MR. TAN BOON WOUI, AN INDEPENDENT NON-EXECUTIVE DIRECTOR PURSUANT TO THE COMPANY'S ESOS</b></p> <p>"THAT pursuant to the ESOS of up to 15.0% of the total number of issued shares of the Company at any point in time during the duration of the ESOS, the Board be and is hereby authorised to offer and grant such number of JMGB Share(s) to Mr. Tan Boon Wooi, an Independent Non-Executive Director of the Company, subject to the provisions of the By-Laws of the ESOS, provided always that:</p> <p>(i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the ESOS;</p> <p>(ii) not more than ten percent (10.0%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of JMGB Share(s) to be issued under the ESOS shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements of Bursa Securities) with him, holds twenty percent (20.0%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more in the total number of issued JMGB Share(s) (excluding treasury shares, if any), and</p> <p>subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the ESOS and the Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities.</p> <p>AND THAT pursuant to Section 85 of the Companies Act 2016, read together with Article 13.2 of the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of JMGB AND THAT the Board is exempted from the obligation to offer such new JMGB Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new JMGB Shares pursuant to the proposed grant of options to Mr. Tan Boon Wooi pursuant to the Company's ESOS."</p>	<b>Ordinary Resolution 18</b>
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With the above amendments, the existing item 10 in the AGM Notice will be **RENUMBERED** as item 12.

In connection thereto, we wish to inform you that the following documents are available on the Company's website at <https://jademarvel.com.my/> and Bursa Malaysia Securities Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under Company Announcements of the Company:-

1. Addendum to the Notice of 21<sup>st</sup> AGM;
2. Revised Proxy Form for the 21<sup>st</sup> AGM.

(collectively known as "the Revised Documents")

Should you require a printed copy of the Revised Documents, please complete the Form of Request below and email to us during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except public holidays):-

**Tel** : +604-604 6899  
**Fax** : +604-604 6898  
**Email** : hq@jademarvel.com.my

We thank you for your continued support to us.

For and on behalf of  
**JADE MARVEL GROUP BERHAD**

**CHONG WEI CHUAN**  
**MANAGING DIRECTOR**  
 29 August 2023



# REQUEST FORM

Attn : Ms SL Yeoh

**JADE MARVEL GROUP BERHAD**  
200201024617(592280-W)

THE C.E.O. Unit 31-16-3,  
Lebuh Nipah 5,  
11950 Bayan Lepas,  
Pulau Pinang, Malaysia.

**Tel** : +604-604 6899

**Fax** : +604-604 6898

**Email** : hq@jademarvel.com.my

Please send me/us a printed copy of the Revised Documents.

### Particulars of Shareholder

Full Name : .....

NRIC/Passport/Registration No : .....

Mailing Address: : .....

.....

CDS Account No.: : .....

Contact No. : .....

.....

Signature of Shareholder

Date : .....



Please fold across the lines and close

Affix  
Stamp

Attn : Ms SL Yeoh

**JADE MARVEL GROUP BERHAD**

200201024617 (592280-W)

(Incorporated in Malaysia)

THE C.E.O. Unit 31-16-3,  
Lebuh Nipah 5,  
11950 Bayan Lepas,  
Pulau Pinang, Malaysia.

Please fold across the lines and close