

## JAWALA INC.

Company Registration No. LL13922  
(Incorporated in Labuan)

### MINUTES OF 3<sup>RD</sup> ANNUAL GENERAL MEETING

MINUTES OF 3<sup>RD</sup> ANNUAL GENERAL MEETING (“**AGM**”) OF JAWALA INC., (the “**Company**”) HELD BY ELECTRONIC MEANS ON FRIDAY THE 27<sup>TH</sup> DAY OF NOVEMBER 2020 AT 2:00 P.M.

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#### **PRESENT :**

Datuk Jema Khan (“ <b>Datuk Jema</b> ”)	- Chairman / CEO
Mr Abdul Rahman Khan Bin Hakim Khan (“ <b>Mr Rahman</b> ”)	- Director
Ms Nadja Binti Jema Khan (“ <b>Ms Nadja</b> ”)	- Director
Mr Lee Yong Soon (“ <b>Mr David</b> ”)	- Director
Mr Leow Ming Fong (“ <b>Mr Jimmy</b> ”)	- Director
Ms Faridah Bt Mohd. Fuad Stephens (“ <b>Ms Faridah</b> ”)	- Director

#### **IN ATTENDANCE:**

Mr Maxy Bin Self (“ <b>Mr Maxy</b> ”)	- Chief Operating Officer ( <b>COO</b> )
Ms Julie Tan (“ <b>Ms Julie</b> ”)	- Chief Financial Officer ( <b>CFO</b> )
Mr Kevin Chia	- Finance Manager
Mr Raymond Lam	- Company Secretary
Ms Chew Pei Tsing	- Company Secretary
Mr Loh Soon Quan	- from the Company Secretary's office

#### **BY INVITATION:**

Mr Lance Tan	- Sponsor; UOB Kay Hian Private Limited
Ms Joanne Yee	- Sponsor; UOB Kay Hian Private Limited
Mr Loh Ji Kin	- Nexia TS Public Accounting Corporation (“ <b>Nexia</b> ”)
Mr Andy Ng	- Nexia
Mr Woo Jun Mun	- Nexia
Ms Sia Chee Hui	- Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd (“ <b>BCAS</b> ”)
Ms Hon Chia Hui	- Share Registrar, BCAS
Ms Ong Yi Ping	- Scrutineer, Reliance 3P Advisory Pte Ltd

#### **SHAREHOLDERS/OTHERS**

Via live webcast

As set out in the attendance record kept by the Company.

#### 1. INTRODUCTION

The CEO and Chairman welcomed the shareholders (“**Shareholders**”) to the virtual AGM which was convened and held by electronic means through “live” audio-visual webcast pursuant to the ministerial Order of 13 April 2020, in view of the COVID-19 situation. He went on to introduce the Directors who were present via live webcast. The attendance by the Company's executives,

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secretaries, continuing sponsor and auditors at the AGM by way of live webcast was also noted.

## 2. VOTING PROCESS, SCRUTINEER AND POLL AGENT

Shareholders were informed by the Chairman that all votes on the resolutions tabled at the AGM would be by way of proxy, in accordance with guidance on the conduct of general meetings during this pandemic, issued by the SGX-ST on 13 April 2020. The voting process would be conducted by poll and based on the proxy forms received by the Company at least 72 hours before the AGM via post or email. As the “live” webcast does not provide for online voting, the Company had announced via the SGXNet on 5 November 2020, informing Shareholders to submit their proxy forms by 2.00 p.m., of 24 November 2020 and to appoint the Chairman to cast votes on their behalf. Shareholders were also reminded to have their voting instructions clearly indicated in the proxy forms.

The Company had appointed Reliance 3P Advisory Pte Ltd as the Scrutineer for this AGM and appointed Boardroom Corporate & Advisory Services Pte. Ltd., as the Poll Agent. The validity of the proxy forms submitted by Shareholders within the submission deadline of 2.00 p.m. on 24 November 2020 had been reviewed and the votes of all such valid proxies have been counted and verified by the Scrutineer.

## 3. QUESTIONS AND RESPONSES

The Chairman informed the Meeting that no questions had been received from Shareholders as at the cut-off date. Management had however, received some questions from the Securities Investors Association (Singapore) (“**SIAS**”) in respect of the Company’s Annual Report as part of the SIAS’ efforts to help shareholders and companies (i) engage better, (ii) improve communication and (iii) improve transparency. Shareholders were informed that the Company had in its SGXNet announcement made on 25 November 2020, addressed and provided responses to the questions received from the SIAS. Such responses were also made available on the Company’s website.

## 4. QUORUM

There being a quorum present, the Chairman called the meeting (“**Meeting**”) to order at 2:00 p.m., and proceeded with the formal business of the AGM.

## 5. NOTICE

The notice of the AGM dated 5 November 2020 (“**Notice**” or “**Agenda**”) which was made available on the SGX website and the Company’s website, was taken as read.

## ORDINARY BUSINESS

## 6. DIRECTORS’ STATEMENT AND THE AUDITED FINANCIAL STATEMENTS – RESOLUTION

The Chairman informed the Meeting that the first item on the Agenda was to receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 July 2020, together with the Auditors' Report thereon (collectively the "**Annual Report**").

The motion was proposed and put to vote by poll.

The results of the votes cast for Resolution 1 were as follows:

Votes for : 100,370,000  
Votes against : Nil

The Chairman declared Resolution 1 carried.

7. RE-ELECTION OF MR LEOW MING FONG @ MR LEOW MIN FONG AS A DIRECTOR – RESOLUTION 2

The Chairman informed Shareholders that in accordance with Article 98 of the Articles of Association of the Company ("**Articles**"), Mr Leow Ming Fong, retires at the AGM and being eligible, had offered himself for re-election. The Nominating Committee ("**NC**") had recommended, and the Board supported that Mr Leow be re-elected as a Director of the Company. Mr Leow will, upon reelection, remain as an Independent Non-Executive Director, Chairman of the Audit Committee and Member of the Remuneration Committee and Nominating Committee respectively.

The motion was proposed and put to vote by poll.

The results of the votes cast for Resolution 2 were as follows:

Votes for : 100,370,000  
Votes against : Nil

The Chairman declared Resolution 2 carried.

8. RE-ELECTION OF MS NADJA BINTI JEMA KHAN AS A DIRECTOR – RESOLUTION 3

The Chairman informed the Meeting that Ms Nadja Binti Jema Khan was due for retirement under Article 98 of the Articles and she had consented to continue in office. The NC had recommended, and the Board supported that Ms Nadja be re-elected as a Director of the Company. Ms Nadja will, upon reelection, remain as an Non-Independent Non-Executive Director of the Company.

The motion was proposed and put to vote by poll.

The results of the votes cast for Resolution 3 were as follows:

Votes for : 100,370,000  
Votes against : Nil

The Chairman declared Resolution 3 carried.

9. DIRECTORS' FEES FOR THE YEAR ENDING 31 JULY 2021 – RESOLUTION 4

The Board had recommended the payment of Directors' fees of RM218,045 for the financial year ending 31 July 2021.

The motion was proposed and put to vote by poll.

The results of the votes cast for Resolution 4 were as follows:

Votes for : 100,370,000  
Votes against : Nil

The Chairman declared Resolution 4 carried.

10. RE-APPOINTMENT OF AUDITORS – RESOLUTION 5

The Chairman proceeded to inform Shareholders that Messrs Nexia TS Public Accounting Corporation ("**Nexia**") had expressed their willingness to continue as auditors of the Company for the ensuing year. The Audit Committee had recommended that Nexia be re-appointed as auditors at the AGM.

The motion was proposed and put to vote by poll.

The results of the votes cast for Resolution 5 were as follows:

Votes for : 100,370,000  
Votes against : Nil

The Chairman declared Resolution 5 carried.

11. ANY OTHER BUSINESS

As no notice was received in respect of any other ordinary business, the Chairman proceeded to deal with the special business set out in the Notice.

SPECIAL BUSINESS

12. AUTHORITY TO ALLOT AND ISSUE SHARES – RESOLUTION 6

The Chairman informed Shareholders that pursuant to Article 3 of the Articles and Rule 806 of the Catalist Rules, Shareholders' approval would be required before the Directors issue further shares and/or instruments in the capital of the Company. The proposed Resolution 6 was to seek Shareholders' approval for this authority.

The motion was proposed and put to vote by poll.

The results of the votes cast for Resolution 6 were as follows:

Votes for : 100,370,000

Votes against : Nil

The Chairman declared Resolution 6 carried.

13. AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE JAWALA PERFORMANCE SHARE PLAN – RESOLUTION 7

The Chairman proceeded to the next item on the Agenda which was to seek Shareholders' approval to authorise the Directors to grant awards and issue shares under the Jawala Performance Share Plan.

The motion was proposed and put to vote by poll.

The results of the votes cast for Resolution 7 were as follows:

Votes for : 100,230,000

Votes against : Nil

The Chairman declared Resolution 7 carried.

14. AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER THE JAWALA EMPLOYEE SHARE OPTION SCHEME – RESOLUTION 8

The Meeting was informed that the last item on the Agenda was to seek Shareholders' approval to authorise the Directors to grant options and issue shares under the Jawala Employee Share Option Scheme ("**ESOS**"). Details of the ESOS were set out under item 8 of the Notice of AGM.

The motion was proposed and put to vote by poll.

The results of the votes cast for Resolution 8 were as follows:

Votes for : 100,230,000

Votes against : Nil

The Chairman declared Resolution 8 carried.

15. CLOSURE

There being no further business, the Chairman declared the Meeting closed at 2.15 p.m., and thanked Shareholders for their attendance and support.

CONFIRMED

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CHAIRMAN