



JAWALA INC.

Company Registration No. LL13922
(Incorporated in Labuan)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Jawala Inc. (“Company”) will be held at Rose Room I & II, York Hotel, 21 Mount Elizabeth, Singapore 228516 on Monday, 25 November 2019 at 11.00 a.m., for the following purposes:-

As Ordinary Business

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 July 2019, together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors who are retiring by rotation under Article 98 of the Articles of Association of the Company:-
 - (a) Datuk Jema Anton Khan **(Resolution 2)**
 - (b) Abdul Rahman Khan Bin Hakim Khan **(Resolution 3)**

[Explanatory Notes (i) to (ii)]
3. To approve Directors’ fees of RM216,338 (equivalent to SGD71,775) payable by the Company for the financial year ending 31 July 2020, to be paid half yearly in arrears (FY2019: RM216,000 (equivalent to SGD72,430)). **(Resolution 4)**
[Explanatory Note (iii)]
4. To declare a first and final tax-exempt one-tier dividend of SGD0.004 per ordinary share for the financial year ended 31 July 2019. **(Resolution 5)**
5. To re-appoint Messrs Nexia TS Public Accounting Corporation as auditors of the Company, and to authorise the directors to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business that may properly be transacted at an annual general meeting.

As Special Business

To consider and, if thought fit, to pass, with or without modifications, the following resolutions, which will be proposed as ordinary resolutions:-

7. **Authority to Allot and Issue Shares** **(Resolution 7)**

That, pursuant to Article 3 of the Articles of Association of the Company and Rule 806 of the Listing Manual (Section B: Rules of Catalyst) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”), authority be given to the Directors of the Company to:-

- (a) (i) allot and issue shares in the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements, or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

(b) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:-

- (1) the aggregate number of Shares to be issued under this resolution (including Shares to be issued in pursuance of the Instruments, made or granted under this Resolution) shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities to be issued (including Shares to be issued in pursuance of Instruments made or granted under this Resolution) other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per cent (50%) of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted under this Resolution) that may be issued under sub-paragraph (1) above, the total number of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), at the time of the passing of this Resolution, after adjusting for:-

- (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
- (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements of the Catalyst Rules the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[Explanatory Note (iv)]

8. **Authority to grant awards and issue shares under the Jawala Performance Share Plan** **(Resolution 8)**

That the Directors of the Company be and are hereby authorised to offer and grant awards (“Awards”) from time to time in accordance with the provisions of the Jawala Performance Share Plan (“Plan”), and to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of Awards granted under the Plan, provided always that the aggregate number of Shares to be issued pursuant to the Plan, when added to the number of Shares issued and issuable under other share-based incentives schemes or share plans of the Company, if any, shall not exceed eight per cent (8%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company from time to time and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[Explanatory Note (v)]

9. **Authority to grant options and issue shares under the Jawala Employee Share Option Scheme** **(Resolution 9)**

That the Directors of the Company be and are hereby authorised:-

- (i) to offer and grant options (“Options”) from time to time in accordance with the provisions of the Jawala Employee Share Option Scheme (“Scheme”); and
- (ii) to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued under the exercise of the Options under the Scheme, provided always that the aggregate number of Shares to be issued under the Scheme shall not exceed 8 per cent (8%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company from time to time, and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[Explanatory Note (v)]

By Order of the Board

Raymond Lam Kuo Wei

Chew Pei Tsing

Company Secretaries

Singapore

8 November 2019

Explanatory Notes:

- (i) Resolution 2 – If re-elected, Datuk Jema Anton Khan, an Executive Director, shall remain as the Chairman and Chief Executive Officer of the Company.
- (ii) Resolution 3 – If re-elected, Mr. Abdul Rahman Khan Bin Hakim Khan, shall remain as an Executive Director of the Company.
- (iii) Resolution 4 – The proposed Resolution 4 is to facilitate the payment of Directors’ fees during the financial year ending 31 July 2020 in which the fees are incurred. The aggregate amount of Directors’ fees provided in the resolution is calculated on the assumption that all the present Directors will hold office for the whole of the financial year ending 31 July 2020 (“FY2020”). Should any Director hold office for only part of FY2020 and not the whole of FY2020, the Directors’ fees payable to him/her will be appropriately prorated.
- (iv) Resolution 7 – The proposed Resolution 7, if passed, will empower the Directors, from the date of the annual general meeting until the date of the next annual general meeting of the Company, or the date which the next annual general meeting of the Company is required by law to be held, to issue Shares and/or Instruments convertible into Shares up to an aggregate number not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to 50% may be issued other than on a pro rata basis to existing shareholders of the Company.
- (v) Resolutions 8 and 9 – The proposed Resolutions 8 and 9, if passed, will empower the Directors to allot and issue Shares pursuant to the vesting of Awards and the exercise of Options under the Plan and Scheme, provided that the aggregate number of Shares to be issued pursuant to the Plan and Scheme, when added to the number of Shares issued and issuable under other share-based incentives schemes or share plans of the Company, shall not exceed 8% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company from time to time.

Notes:

- (1) A member of the Company entitled to attend and vote at the annual general meeting (“AGM”) may appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (2) Where a member appoints more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
- (3) The instrument appointing a proxy must be deposited at the registered office of the Company’s share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 not less than 72 hours before the time appointed for holding the AGM.

Personal Data Privacy

By submitting an instrument appointing a proxy and/or representative to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives relating to the AGM (including any adjournment thereof); and warrants that where the member discloses the personal data of the member’s proxy and/or representative to the Company (or its agents), the member has obtained all necessary consents to do so, and that the Company (or its agents) may collect, use and disclose such personal data for the purposes above.