



**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, 26 November 2018 at 2.00 p.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 2018, together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following directors who are retiring by rotation under Article 102 of the Articles of Association of the Company:-
  - (a) Datuk Jema Anton Khan **(Resolution 2)**
  - (b) Mr. Abdul Rahman Khan Bin Hakim Khan **(Resolution 3)**
  - (c) Ms. Nadja Binti Jema Khan **(Resolution 4)**
  - (d) Ms. Faridah Binti Mohd. Fuad Stephens **(Resolution 5)**
  - (e) Mr. Lee Yong Soon **(Resolution 6)**
  - (f) Mr. Leow Ming Fong @ Leow Min Fong **(Resolution 7)**

*[Explanatory Notes (i) to (vi)]*
3. To approve directors' fees of RM77,622 (equivalent to SGD26,028) payable by the Company for the financial year ended 31 July 2018. **(Resolution 8)**
4. To approve directors' fees of RM216,000 (equivalent to SGD72,430) payable by the Company for the financial year ending 31 July 2019, to be paid half yearly in arrears. **(Resolution 9)**  
*[Explanatory Note (vii)]*
5. To declare a first and final tax-exempt one-tier dividend of SGD0.004 per ordinary share for the financial year ended 31 July 2018. **(Resolution 10)**
6. To re-appoint Messrs Nexia TS Public Accounting Corporation as auditors of the Company, and to authorise the directors to fix their remuneration. **(Resolution 11)**
7. 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:-

8. **Authority to Allot and Issue Shares** **(Resolution 12)**  
That, pursuant to Article 3 of the Articles of Association of the Company and Rule 806 of the Listing Manual (Section B: Rules of Catalist) 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 Catalist 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 Catalist 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 (viii)]*

9. **Authority to grant awards and issue shares under the Jawala Performance Share Plan** **(Resolution 13)**  
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 (ix)]*

10. **Authority to grant options and issue shares under the Jawala Employee Share Option Scheme** **(Resolution 14)**  
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 (ix)]*

By Order of the Board  
Raymond Lam Kuo Wei  
Chew Pei Tsing  
Company Secretaries  
Singapore  
2 November 2018

**Explanatory Notes:**

- (i) Resolution 2 – If re-elected, Datuk Jema Khan, an Executive Director, shall remain as 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 – If re-elected, Ms. Nadja Binti Jema Khan, shall remain as a Non-Independent Non-Executive Director of the Company.
- (iv) Resolution 5 – If re-elected, Ms. Faridah Binti Mohd. Fuad Stephens, shall remain as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee respectively. The Board considers Ms. Faridah Bt Mohd. Fuad Stephens to be independent for the purpose of Rule 704(7) of the Catalist Rules.
- (v) Resolution 6 – If re-elected, Mr. Lee Yong Soon, shall remain as an Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee respectively. The Board considers Mr. Lee Yong Soon to be independent for the purpose of Rule 704(7) of the Catalist Rules.
- (vi) Resolution 7 – If re-elected, Mr. Leow Ming Fong @ Leow Min Fong, shall remain as an Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee respectively. The Board considers Mr. Leow Ming Fong @ Leow Min Fong to be independent for the purpose of Rule 704(7) of the Catalist Rules.
- (vii) Resolution 9 – The proposed Resolution 9 is to facilitate the payment of Directors' fees during the financial year ending 31 July 2019 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 2019 (FY2019). Should any Director hold office for only part of FY2019 and not the whole of FY2019, the Directors' fees payable to him/her will be appropriately pro-rated.
- (viii) Resolution 12 – The proposed Resolution 12, 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.
- (ix) Resolutions 13 and 14 – The proposed Resolutions 13 and 14, 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 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.

**SPONSOR'S STATEMENT**

Jawala Inc. (the "Company") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 1 June 2018. The initial public offering of the Company was sponsored by UOB Kay Hian Private Limited (the "Sponsor").

This Notice has been prepared by the Company and its contents have been reviewed by the Sponsor, for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this annual report. This Notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Notice, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Mr Lan Kang Ming, Vice President, at 8 Anthony Road, #01-01, Singapore 229975, telephone (65) 6590 6881.