



**JAWALA INC.**  
Company Registration No. LL13922  
(Incorporated in Labuan on 8 August 2017)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of Jawala Inc. ("Company") will be convened and held at Rose Room I, York Hotel, 21 Mount Elizabeth, Singapore 228516 on Tuesday, 28 November 2023 at 2.00 p.m., for the following purposes:-

### As Ordinary Business

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 July 2023, together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr. Leow Ming Fong @ Leow Min Fong, a Director retiring pursuant to Article 98 of the Articles of Association of the Company. **(Resolution 2)**  
[Explanatory Note (i)]
- To note the retirement of Ms. Nadja Binti Jema Khan as a Director of the Company upon the conclusion of the AGM. **(Resolution 3)**  
[Explanatory Note (ii)]
- To appoint Mr. Muaz Bin Jema Khan as a Director of the Company. **(Resolution 4)**  
[Explanatory Note (iii)]
- To approve Directors' fees of RM321,600 (equivalent to SGD 94,588) payable by the Company for the financial year ending 31 July 2024, to be paid half yearly in arrears (FY2023: RM316,800 (equivalent to SGD99,000)). **(Resolution 5)**  
[Explanatory Note (iv)]
- To note the retirement of Messrs CLA Global TS Public Accounting Corporation ("CLA Global TS") as auditors of the Company, and to appoint Messrs PKF-CAP LLP ("PKF") as auditors of the Company in place of CLA Global TS, to hold office until the conclusion of the next AGM, at a remuneration and on such terms as may be agreed by the Directors of the Company. **(Resolution 6)**  
[Explanatory Note (v)]
- 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:-

- Authority to Allot and Issue Shares** **(Resolution 6)**

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:-

- (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
- (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:-

- 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);
- (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:-
  - new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - 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
  - any subsequent bonus issue, consolidation or subdivision of Shares.
- 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
- (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 (vi)]

- Authority to grant awards and issue shares under the Jawala Performance Share Plan** **(Resolution 7)**

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 (vii)]

- Authority to grant options and issue shares under the Jawala Employee Share Option Scheme** **(Resolution 8)**

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

- to offer and grant options ("Options") from time to time in accordance with the provisions of the Jawala Employee Share Option Scheme ("Scheme"); and
- 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 (viii)]

By Order of the Board

Jason Chen  
Chew Pei Tsing  
Company Secretaries  
Singapore  
9 November 2023

### Explanatory Notes:

- Resolution 2 is to re-elect Mr. Leow Ming Fong @ Leow Min Fong ("Mr. Leow") who will be retiring under Article 98 of the Articles of Association ("Articles") of the Company.

Mr. Leow will, upon re-election as a Director, remain as Chairman of the Audit Committee ("AC"), and a member of each of the Remuneration Committee and Nominating Committee respectively. Mr. Leow is considered independent by the Board of Directors for the purposes of Rule 704(7) of the Catalist Rules.

Detailed information of Mr. Leow (including information as set out in Appendix 7F of the Catalist Rules) can be found under "Board of Directors" and "Additional Information on Directors Seeking Re-election/Appointment at the AGM" in the Company's Annual Report.

- Item 3 of this Notice is to note the retirement of Ms. Nadja Binti Jema Khan ("Ms. Nadja") as a Director of the Company.

Mr. Muaz Bin Jema Khan ("Mr. Muaz"), the alternate to Ms. Nadja, shall ipso facto cease as her alternate following her retirement at the conclusion of the AGM.

- Resolution 3 is to appoint Mr. Muaz as a Director of the Company pursuant to Article 58(c) of the Articles.

Mr. Muaz will, upon appointment as a Director, serve as a non-independent non-executive Director of the Company.

Detailed information of Mr. Muaz (including information as set out in Appendix 7F of the Catalist Rules) can be found under "Board of Directors" and "Additional Information on Directors Seeking Re-election/Appointment at the AGM" in the Company's Annual Report.

- Resolution 4 is to approve the payment of Directors' fees during the financial year ending 31 July 2024 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 2024 ("FY2024"). Should any Director hold office for only part of FY2024 and not the whole of FY2024, the Directors' fees payable to him/her will be appropriately pro-rated.

- Resolution 5 is to approve the appointment of PKF as auditors of the Company in place of the retiring auditors, CLA Global TS, and to authorise the Directors to fix their remuneration ("Proposed Change of Auditors").

The Company's existing auditors, CLA Global TS, has been the auditors of the Company since it was listed on the Catalist board of the SGX-ST on 1 June 2018. CLA Global TS was re-appointed as auditors at the last AGM of the Company held on 29 November 2022 to hold office until the conclusion of the next AGM. The Company has, to date, no concerns with CLA Global TS on their discharge of the audit responsibility.

The AC is of the view that it would be timely to effect a change in the auditors of the Company and its subsidiary, as it would enable the Company to benefit from a change of perspectives and views from a similar regional audit firm with a track record of auditing companies operating in the plantation and timber industries in Malaysia. Pursuant to Rule 715(2) of the Catalist Rules, the Company must engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies. The subsidiary in Malaysia will be audited by PKF Malaysia, a member of PKF International. The audit engagement partner in PKF Malaysia assigned to audit the Company's subsidiary in Malaysia will be Mr. Chau Man Kit ("Mr. Chau"). Mr. Chau has over 33 years of experience in providing audit and assurance services for various clients involved in a wide array of industries which include timber, plantation, property development and consumer products and services. Mr. Chau is a member of the Malaysian Institute of Accountants (MIA), a member of the Malaysian Institute of Certified Public Accountant (MICPA) and an associate of Chartered Tax Institute of Malaysia. The AC is of the view that PKF Malaysia is able to meet the audit requirement of our Malaysia subsidiary. Given that PKF Malaysia has an office located in Kota Kinabalu, Sabah, Malaysia, where the operation of our subsidiary is located, the Directors are also of the view that a change of Auditors is in the best interests of the Company and the Shareholders for more efficiency and effectiveness of audit.

There will be no change in the scope of the audit to be undertaken by PKF. The AC has considered various factors, including the adequacy of resources, the audit engagements and experience of PKF, the number and experience of the supervisory and professional staff who will be assigned to the audit of the Company and the Group. The AC has also considered the Audit Quality Indicators listed in the Audit Quality Indicators

Disclosure Framework issued by the Accounting and Corporate Regulatory Authority of Singapore ("ACRA") in assessing the suitability of PKF as the Company's new Auditors. Upon recommendation from the AC and after due deliberation, the Board is of the view that it would be in the best interests of the Company to effect a change of Auditors with effect from the financial year ending 31 July 2024. Accordingly, CLA Global TS will not be seeking re-appointment at the forthcoming AGM of the Company.

PKF is a firm of Chartered Accountants in Singapore and is registered with the ACRA. It is considered a mid-tier accounting firm in Singapore and, together with its affiliated firms, has 11 partners, 30 managers/directors, and more than 120 professional staff servicing a wide array of auditing, accounting, taxation, corporate secretarial and advisory clients in diversified industries such as agriculture, statutory boards, education, trading and distribution, manufacturing, healthcare, shipping, hospitality, fund management, technology, mining and construction, and renewable segments such as solar energy and metals recycling. Its partners, managers and directors have significant experience acting as auditor for several companies listed on the SGX-ST. PKF is connected to 224 firms within the PKF international network worldwide. The network which was formed in 1969 with just four firms from Australia, Canada, the United Kingdom and the United States of America, now comprises member firms with over 480 offices in 150 countries, and 20,000 partners and staff. For more information on PKF, please visit its website at <https://www.pkf.com/pkf-firms/asiapacific/singapore/pkf-cap-llp-singapore/>.

The Audit Engagement Partner in-charge of the Group will be Mr. Lee Eng Kian ("Mr. Lee"), the Managing Partner and Head of Audit and Assurance Division of PKF. Mr. Lee has 29 years of experience in providing audit and assurance services to a variety of clients, including public companies listed on the SGX-ST. He is also experienced in the review of business and process risks and related controls. Mr. Lee is a practicing member of the Institute of Singapore Chartered Accountants (ISCA), is a public accountant registered with the ACRA, and an ASEAN Chartered Professional Accountant. The AC has noted that Mr. Lee had previously been subject to the Practice Monitoring Programme ("PMP") reviewed in year 2020 by ACRA and the AC noted that there is no adverse feedback from ACRA on Mr. Lee. Mr. Lee has since, also passed the PMP review by ACRA from previous exercises. Mr. Lee will be supported by an Engagement Quality Control Reviewer ("EQCR"), who is an experienced partner to ensure that the engagement team is provided additional objective viewpoints on the audit. In addition to the partners-in-charge, the audit team is envisaged to consist of 4 professionals, comprising managers, assistant managers, senior associates and associates.

The Board, with the concurrence of the AC, after having reviewed and deliberated, and after taking into consideration the adequacy of the resources, experiences and independence of PKF and the audit engagement partner and team assigned to the audit, size and complexity of the Group's operations and audit arrangements proposed by PKF, is satisfied that PKF will be able to meet the audit requirements of the Company.

PKF has given its consent to act as auditors of the Company by way of a letter dated 03 November 2023. The retirement of CLA Global TS and the appointment of PKF will take effect upon the approval of the Shareholders being obtained at the AGM.

The Directors wish to express their appreciation for the services rendered by CLA Global TS in the past.

In accordance with Rule 712(3) of the Catalist Rules of the SGX-ST:

- CLA Global TS, has confirmed to PKF, by way of their letter dated 03 November 2023 that they are not aware of any professional reasons why the new auditors, PKF should not accept the appointment as auditors of the Company;
- the Company confirms that there were no disagreements with CLA Global TS on accounting treatments within the last 12 months;
- the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the shareholders of the Company;
- the Company confirms that the specific reasons for the Proposed Change of Auditors have been disclosed above. The Company is of the view that it would be timely to effect a change of Auditors. Accordingly, CLA Global TS has informed the Company that they will not be seeking re-election at the AGM; and
- the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of PKF as its new auditors.

Assuming that Ordinary Resolution 5 is approved by the Shareholders, PKF will be appointed as the auditors of the Company and its subsidiary and will hold office until the conclusion of the next AGM of the Company.

- Resolution 6, 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.
- Resolutions 7 and 8, 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.

### Important Notes:

- The AGM will be held, in a wholly physical format, at Rose Room I, York Hotel, 21 Mount Elizabeth, Singapore 228516 on Tuesday, 28 November 2023 at 2.00 p.m. **There will be no option for Shareholders to participate virtually.**
- The Company's Annual Report for the financial year ended 31 July 2023, Sustainability Report, Notice of AGM and the accompanying proxy form will be published on the Company's website at <https://jawalainc.com/2023-annual-general-meeting/> and/or the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM and the accompanying Proxy Form will be sent to members via post. **Printed copies of the Annual Report will not be sent to members.**

A member who wishes to obtain a printed copy of the Annual Report should request the same by completing the Request Form which was sent to you on 9 November 2023 together with the printed copies of this Notice of AGM and Proxy Form. Completed Request Form should be emailed to [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com) or mailed to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., no later than 5:00 p.m., on Friday, 17 November 2023.

- A Shareholder (whether individual or corporate) may vote live at the AGM or may appoint a proxy, including the Chairman of the AGM, to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM.**

The Proxy Form for the AGM will be sent to members via post and may be accessed at the Company's website at <https://jawalainc.com/2023-annual-general-meeting/> and/or the SGXNet at <https://www.sgx.com/securities/company-announcements>. Where a Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of proxy for that resolution will be treated as invalid. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM or at any adjournment thereof.

Only Shareholders of the Company or their appointed proxy(ies) who have been successfully verified will be entitled to attend the AGM.

- Investors who hold their shares through \*relevant intermediaries (including CPF members or SRS investors):
  - may vote at the AGM if they are appointed as proxies by their respective relevant intermediaries and should contact their respective relevant intermediaries (including their respective CPF agent banks or SRS operators) if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS approved banks) to submit their votes by 2.00 p.m. (Singapore time) on Thursday, 16 November 2023 in order to allow sufficient time for their respective relevant intermediaries to submit a Proxy Form to vote on their behalf by the cut-off date.

- Shareholders or their appointed proxy (other than the Chairman of the AGM) may speak and raise questions at the AGM. Shareholders of the Company (including CPF and SRS investors) are also encouraged to submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM in the following manner **no later than 5:00 p.m., on Friday, 17 November 2023**:

- by email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com); or
- if submitted by post, be deposited with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

- Shareholders who submit questions via email or by post to the Company must provide the following information:

- the Shareholder's full name;
- the Shareholder's identification number (ie NRIC/Passport Numbers/Company Registration Numbers);
- the Shareholder's contact number and email address; and
- the number and manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

Any question without these identification details will not be entertained.

- The Company will endeavour to address the substantial and relevant questions received from Shareholders in advance of the AGM by publishing its responses on SGXNet and the Company's website at <https://jawalainc.com/2023-annual-general-meeting/>, on **Wednesday, 22 November 2023 after trading hours**.

- The Company's responses to other questions addressed during the AGM, or follow-up questions on substantial and relevant matters received prior to the AGM will be published on SGXNet and the Company's corporate website at <https://jawalainc.com/2023-annual-general-meeting/>, together with the minutes of the AGM within one (1) month after the date of the AGM.

- A proxy, including the Chairman of the AGM, need not be a Shareholder of the Company.

- The Proxy Form must be submitted through any one of the following means:

- by depositing a physical copy at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- by sending a copy of the completed and executed Proxy Form via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com), in each case, **no later than 2:00 p.m. on Saturday, 25 November 2023** (being not less than seventy-two (72) hours before the time fixed for the AGM).

- In the case of submission of the Proxy Form, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

- Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised and may be submitted via email. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or duly certified copy thereof (failing previous registration with the Company), if the Proxy Form is submitted by post, must be deposited with the Proxy Form (or if submitted by email, be emailed with the Proxy Form), failing which the Proxy Form will be treated as invalid.

- The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.

- In the case of a Shareholder of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

\* A relevant intermediary is:

- a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### Personal data privacy:

By submitting an instrument appointing proxy(ies) 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of proxy(ies) and/or representative of the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

This notice has been reviewed by UOB Kay Hian Private Limited (the "Sponsor").

This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice. The contact person for the Sponsor is Mr. Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.