

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 **Marie Room I & II, York Hotel, 21 Mount Elizabeth, Singapore 228516** on **Tuesday, 29 November 2022** 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 2022, 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 RM316,800 (equivalent to SGD99,000) payable by the Company for the financial year ending 31 July 2023, to be paid half yearly in arrears (FY2022: RM314,429 (equivalent to SGD100,466)). **(Resolution 4)**

[Explanatory Note (iii)]
4. To re-appoint Messrs Nexia TS Public Accounting Corporation as auditors of the Company, and to authorise the directors to fix their remuneration. **(Resolution 5)**
5. 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:–

6. **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:–

 - (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

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- (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 (iv)]

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7. **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 (v)]

8. **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:–

- (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, 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 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

Jason Chen
Chew Pei Tsing
Company Secretaries

Singapore, 4 November 2022

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Explanatory Notes:

- (i) Resolution 2 – If re-elected, Datuk Jema Anton Khan, a Non-Independent Non-Executive Director, shall remain as Chairman of the Company.
- (ii) Resolution 3 – If re-elected, Mr. Abdul Rahman Khan Bin Hakim Khan, shall remain as an Executive Director and Chief Executive Officer 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 2023 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 2023 (**FY2023**). Should any Director hold office for only part of FY2023 and not the whole of FY2023, the Directors' fees payable to him/her will be appropriately pro-rated.
- (iv) Resolution 6 – The proposed 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.
- (v) Resolutions 7 and 8 – The proposed 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.

Notes

The Annual General Meeting ("**AGM**") is being convened and will be held in a wholly physical format pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. There will be no option for Shareholders of the Company ("**Shareholders**") to participate virtually.

The Company will be implementing COVID-19 vaccination-differentiated safe management measures at the AGM (i.e., all attendees must be fully vaccinated, recovered from COVID-19 in the past 180 days, or medically ineligible for vaccination) and/or any other safe management measures as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of the COVID-19 situation in Singapore.

Shareholders should take note of the following arrangements for the conduct of the AGM on Tuesday, 29 November 2022.

Submission of Questions

Pursuant to the guidance note issued by the Singapore Exchange Regulation, Shareholders, including CPFIS and SRS Investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:

- (a) via email at AGM.TeamE@boardroomlimited.com; or
- (b) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or

When submitting your questions either via email or by post, please provide the following details, for verification purposes:

- (a) full name;
- (b) identification number;
- (c) residential/registered address;
- (d) contact number; and
- (e) the number of shares held including the manner in which such shares are held (e.g via CDP, CPFIS/SRS and/or scrip).

Shareholders are encouraged to submit their questions before Saturday, 12 November 2022, to allow the Company sufficient time to address and respond to such questions on or before Tuesday, 22 November 2022, being not less than 72 hours prior to the closing date and time for the lodgement of the proxy forms. The responses will be published on (i) the SGX-ST; and (ii) the Company's corporate website.

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Submission of Proxy Form

A member of the Company entitled to attend, speak 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.

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, failing which, the first named proxy shall be deemed to represent 100% of his shareholding and any second named proxy shall be deemed to be an alternate to the first named proxy.

Investors who hold their shares through relevant intermediaries (including CPF members or SRS investors):

- (a) 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
- (b) 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 Friday, 18 November 2022.

The Proxy Form must be submitted in the following manner:

- (a) 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; or
- (b) if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com;

in either case, not later than 2.00 p.m. (Singapore time) on Saturday, 26 November 2022, being not less than 72 hours before the time fixed for holding the AGM.

A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

The Proxy Form must be executed under the hand of the appointor or his or her attorney duly authorised in writing and may be submitted via email. 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 a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions specified on the Proxy Form (including any related attachment).

Annual Report and Other Documents

The Annual Report for the financial year ended 31 July 2022 (the "**Annual Report 2022**") has been uploaded on SGXNet on Friday, 4 November 2022 and may be accessed via SGXNet and also at the Company's website at the URL <https://jawalainc.com/> by clicking on the hyperlink Annual Report 2022.

* A relevant intermediary is:

- (a) 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;
- (b) 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
- (c) 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 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.