

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of JHM Consolidation Berhad (“**JHM**” or “**Company**”) will be held at Fullerton Suite, Victory Annexe, Level 5, Eastern & Oriental Hotel, Penang, 10, Lebuhr Farquhar, 10200 Penang on Friday, 26 May 2017 at 2:30 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Company’s 12th Annual General Meeting which will be held at 2:00 p.m. on the same day and at the same venue, or at any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF 123,732,500 NEW ORDINARY SHARES OF JHM (“JHM SHARE(S)”) (“BONUS SHARE(S)”) TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING JHM SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)

“THAT subject to the approval of all relevant regulatory authorities being obtained, the Board of Directors of JHM (“**Board**”) be and is hereby authorised to capitalise a total of RM12,373,250 firstly from the share premium account and the remaining from the retained profits account of the Company, and to apply such capitalised sums to make payment in full for 123,732,500 Bonus Shares to be credited as fully paid-up, on the basis of 1 Bonus Share for every 1 existing JHM Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later;

THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing JHM Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date precedes the date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised to take such steps and to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

By Order of the Board

CHEE WAI HONG (BC/C/1470)
FOO LI LING (MAICSA 7019557)
Company Secretaries

Penang
30 April 2017

Notes:

1. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint more than 2 proxies to attend and vote at the same meeting.
4. Where a member appoints 2 proxies or more, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**Central Depositories Act**”), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**Omnibus Account**”), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
8. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to the Constitution of the Company (Article 79 of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016) and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors (“**ROD**”) as at 19 May 2017 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
9. The resolution as set out in this notice of Extraordinary General Meeting is to be voted by poll.