



JADE MARVEL GROUP BERHAD
200201024617 (592280-W)
(Incorporated in Malaysia)

ADDENDUM TO THE NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING (“21ST AGM” OR “MEETING”) DATED 31 JULY 2023 (“AGM NOTICE”) OF JADE MARVEL GROUP BERHAD (“JMGB” OR “THE COMPANY”)

NOTICE IS HEREBY GIVEN by way of an addendum to the AGM Notice for making modifications to the following Ordinary Resolutions set out in the AGM Notice as Special Business and the inclusion of the following additional Ordinary Resolutions as Ordinary Business and Special Business to be tabled at the 21st AGM of the Company to be held on a fully virtual basis on Thursday, 7 September 2023 at 11:00 a.m. or at any adjournment thereof, for the shareholders’ consideration:

MODIFIED ORDINARY RESOLUTIONS SET OUT IN THE AGM NOTICE

AS SPECIAL BUSINESS:

8.	<p>PROPOSED GRANT OF OPTIONS TO DIRECTORS PURSUANT TO THE COMPANY’S EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”)</p> <p>“THAT pursuant to the ESOS of up to 15.0% of the total number of issued shares of the Company (“JMGB Share(s)”) at any point in time during the duration of the ESOS, the Board of Directors of the Company (“Board”) be and is hereby authorised to offer and grant such number of JMGB Share(s) to the Directors of the Company as named therein below respectively, subject to the provisions of the By-Laws of the ESOS, provided always that:</p> <ul style="list-style-type: none">(i) they must not participate in the deliberation or discussion of their own respective allocation, as well as that of the persons connected with them, under the ESOS;(ii) not more than ten percent (10.0%) (or such other percentage as may be permitted by Bursa Malaysia Securities Berhad (“Bursa Securities”) or any other relevant authorities from time to time) of the total number of JMGB Share(s) to be issued under the ESOS shall be allocated to them, if they either singly or collectively through persons connected (as defined in the Main Market Listing Requirements (“Listing Requirements”) of Bursa Securities) with them, holds twenty percent (20.0%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more in the total number of issued JMGB Share(s) (excluding treasury shares, if any), and <p>subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the ESOS and the Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities.</p>	
----	--	--

	<p>AND THAT pursuant to Section 85 of the Companies Act 2016, read together with Article 13.2 of the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of JMGB AND THAT the Board is exempted from the obligation to offer such new JMGB Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new JMGB Shares pursuant to the proposed grant of options to Directors pursuant to the Company's ESOS."</p> <p>ORDINARY RESOLUTION 11 Chong Wei Chuan, Managing Director</p> <p>ORDINARY RESOLUTION 12 Ng Yeng Yeng, Executive Director</p> <p>ORDINARY RESOLUTION 13 Ng Sew Wai, Executive Director</p> <p>ORDINARY RESOLUTION 14 Seah Yee Teng, Independent Non-Executive Director</p> <p>ORDINARY RESOLUTION 15 Dato' Sri Ng Shi Zhi, Independent Non-Executive Director</p> <p>ORDINARY RESOLUTION 16 Tan Su Hang, Independent Non-Executive Director</p>	
--	---	--

ADDITIONAL ORDINARY RESOLUTIONS TO THE AGM NOTICE

AS ORDINARY BUSINESS:

10.	To re-elect Mr. Tan Boon Wooi who retires pursuant to Article 18.10 of the Company's Constitution.	<i>Ordinary Resolution 17</i>
-----	--	--------------------------------------

AS SPECIAL BUSINESS:

11.	<p>PROPOSED GRANT OF OPTIONS TO MR. TAN BOON WOUI, AN INDEPENDENT NON-EXECUTIVE DIRECTOR PURSUANT TO THE COMPANY'S ESOS</p> <p>"THAT pursuant to the ESOS of up to 15.0% of the total number of issued shares of the Company at any point in time during the duration of the ESOS, the Board be and is hereby authorised to offer and grant such number of JMGB Share(s) to Mr. Tan Boon Wooi, an Independent Non-Executive Director of the Company, subject to the provisions of the By-Laws of the ESOS, provided always that:</p> <p>(i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the ESOS;</p> <p>(ii) not more than ten percent (10.0%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of JMGB Share(s) to be issued under the ESOS shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements of Bursa Securities) with him, holds twenty</p>	<i>Ordinary Resolution 18</i>
-----	---	--------------------------------------

	<p>percent (20.0%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more in the total number of issued JMGB Share(s) (excluding treasury shares, if any), and</p> <p>subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the ESOS and the Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities.</p> <p>AND THAT pursuant to Section 85 of the Companies Act 2016, read together with Article 13.2 of the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of JMGB AND THAT the Board is exempted from the obligation to offer such new JMGB Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new JMGB Shares pursuant to the proposed grant of options to Mr. Tan Boon Wooi pursuant to the Company's ESOS."</p>	
--	--	--

With the above amendments, the existing item 10 in the AGM Notice will be **RENUMBERED** as item 12.

This Addendum to the AGM Notice shall form an integral part of the AGM Notice circulated to the members of the Company on 31 July 2023.

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC NO. 201908001272)
LOO HUI YAN (MAICSA 7069314) (SSM PC No.: 202308000290)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
29 August 2023

Notes:

- (a) According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 ("Revised Guidance Note and FAQs"). The Revised Guidance Note and FAQs state that an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.
- (b) A member who is entitled to attend and vote at the Meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. When a member appoints two (2) proxies to attend the Meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy.
- (c) A proxy may, but need not, be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- (e) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (f) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

- (g) To be valid, the instrument appointing a proxy must be deposited at the office of Share Registrar of the Company at Aldpro Corporate Services Sdn. Bhd., B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (h) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 15.9 of the Company's Constitution to issue a General Meeting Record of Depositors as at 29 August 2023. Only members whose names appear in the General Meeting Record of Depositors as at 29 August 2023 shall be regarded as members and entitled to attend and vote at the Meeting.
- (i) All the resolutions as set out in this Notice of Meeting will be put to vote by poll.
- (j) The members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting.

ADDITIONAL EXPLANATORY NOTES TO ORDINARY BUSINESS

1. Item 10 of the Agenda – Re-election of Director

Article 18.10 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an addition to the existing Board of Directors shall hold office only until the next AGM and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

Following thereto, Mr. Tan Boon Wooi ("Mr. Tan") who was appointed to the Board on 24 August 2023 after the issuance of the AGM Notice is due to retire at the 21st AGM and being eligible has offered himself for re-election.

The Board has endorsed the Nomination Committee's recommendation to seek shareholders' approval to re-elect Mr. Tan as he possesses the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The profile of Mr. Tan is set out in Appendix I.

2. Item 11 – Proposed Grant of options to Mr. Tan pursuant to the Company's ESOS ("Proposed Grant")

Ordinary Resolution 18 would allow Mr. Tan to participate in the Proposed Grant. The Proposed Grant is to motivate the said Director towards improved performance through greater productivity and loyalty.

Mr. Tan, being the interested Director on the Proposed Grant, has abstained and will continue to abstain from deliberating and voting in respect of his direct and/or indirect interests (if any) in the Company, on the Ordinary Resolution 18. He shall also ensure that persons connected with him will abstain from voting in respect of his direct and/or indirect shareholdings in the Company (if any) on the Ordinary Resolution 18.

Additional Notes for this Addendum

1. The Revised Proxy Form **DOES NOT INVALIDATE** the Proxy Form which was circulated together with the Notice ("Original Proxy Form").
2. If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, **THE LATTER SHALL SUPERSEDE THE FORMER.**
3. In the event that the Company does not receive the duly executed Revised Proxy Form within the required timeframe, **THE MEMBER WHO HAS DEPOSITED THE ORIGINAL PROXY FORM IN THE MANNER STATED IN THE NOTICE WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS PROXY UNDER THE ORIGINAL PROXY FORM TO VOTE OR ABSTAIN ON THE ADDITIONAL RESOLUTIONS AS THE PROXY DEEMS FIT.**

APPENDIX I

PROFILE OF NEW DIRECTOR WHO IS STANDING FOR RE-ELECTION AT THE FORTHCOMING 21ST AGM

TAN BOON WOUI

**Aged 50, Malaysian, Male
Independent Non-Executive Director
Chairman of Audit Committee**

Mr. Tan Boon Woui ("Mr. Tan") was appointed as an Independent Non-Executive Director of the Company on 24 August 2023.

Mr. Tan graduated from the University of Southern Queensland, Australia with a Bachelor of Business in Accountancy in 1994. Mr. Tan, a trained accountant and entrepreneur, commenced his career with an international accounting firm. He is currently a member of the Malaysian Institute of Accountants (MIA) and director of several private companies in logistics, property development and business advisory.

He is also a Non-Independent Non-Executive Director of Technodex Bhd., a company listed on the ACE Market of Bursa Malaysia Securities Berhad.

He does not have any family relationship with any director and/or major shareholder of the Company. Neither he has any conflict of interest with the Company nor convicted on any offences within the past five (5) years. There were no public sanctions or penalties imposed on him by the relevant regulatory bodies during the financial year ended 31 March 2023.

Mr. Tan was appointed to the Board on 24 August 2023, hence, he did not attend any Board Meetings held during the financial year ended 31 March 2023.