

JACK-IN GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201134138G)
ARBN 160 966 585
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be held on Friday, 6 December 2019 at No. 59-2 Jalan Sri Permaisuri 8, Bandar Sri Permaisuri, 56000 Kuala Lumpur, Malaysia at 11:00 a.m. Malaysia time (2:00 p.m. Sydney time) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions respectively:

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary in the Explanatory Statement.

AS ORDINARY BUSINESS

1. Audited Financial Statements

To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 March 2019, which includes the Directors' Statement and Auditors' Report.

2. Resolution 1 : Re-election of Mr. Alan Robert Fraser

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"That, Mr. Alan Robert Fraser, who retires in accordance with Article 86 of the Company's Constitution and, being eligible, is re-elected as a Director of the Company."

3. Resolution 2 : Re-election of Mr. Lee Beng Teck

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"That, Mr. Lee Beng Teck, who retires in accordance with Article 83(b) of the Company's Constitution and, being eligible, is appointed as Director of the Company."

4. Resolution 3 : Re-appointment of Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"That SYA PAC be re-appointed as the auditor for the Company to hold office until the conclusion of the next Annual General Meeting and the Directors of the Company be authorised to fix their remuneration."

5. Any other business

To transact any other routine business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

6. Resolution 4 : Authority to issue shares and instruments

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Act") and with regard to the Listing Rules of the Australian Securities Exchange ("ASX"), the Directors of the Company be and are hereby authorised and empowered to: -

- (i) issue shares in the capital of the Company (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 adjustment to) options, warrants, debentures or other instruments convertible or exchangeable into shares; and/or*
- (iii) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Ordinary Resolution was in force,*

Provided that: -

- (a) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to the Ordinary Resolution and including shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed 15% of the current issued capital, being the limit prescribed by the ASX Listing Rules;*
- (b) in exercising the power to make or grant Instruments (including the making of any adjustment under any relevant Instrument), the Company shall comply with the Listing Rules and Regulations of the ASX for the time being in force (unless such compliance has been waived by the ASX) and the Constitution of the Company; and*
- (c) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company following passing of the Ordinary Resolution, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."*

BY ORDER OF THE BOARD


Hing Bok Chuan
Chairman and Managing Director

21 November 2019

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EXPLANATORY STATEMENT

Introduction

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

This Explanatory Statement has been prepared for the information of the Company's Shareholders in connection with the business to be conducted at the AGM to be held on Friday, 6 December 2019 at No. 59-2 Jalan Sri Permaisuri 8, Bandar Sri Permaisuri, 56000 Kuala Lumpur, Malaysia at 11:00 a.m. Malaysia time (2:00 p.m. Sydney time).

This Explanatory Statement (together with the Annexures) forms part of the Notice of Meeting and should be read with the Notice of Meeting.

How to vote

A member entitled to attend and vote at the AGM.

If you are unable to attend in person, you can submit the enclosed proxy form to vote. The proxy must be received at the share registry of the Company at least 48 hours before the time fixed for the AGM. Proxies must be received by one of the following method:

By post:	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001
By facsimile:	+61 2 9290 9655
By hand delivery:	Boardroom Pty Limited Level 12, 225 George Street, Sydney NSW 2000

Audited Financial Statements

The financial statements of Jack-In Group Limited and its controlled entities for the financial year ended 31 March 2019 which includes the Directors' Statement and Auditors' Report are set out in the Annual Report as released to the ASX and available on the Company's website.

Resolution 1 – Re-election of Mr. Alan Robert Fraser

The Company's Constitution provides that at least one Director, excluding the Managing Director, must retire from office at each Annual General Meeting, and then shall be eligible for re-election. Mr. Alan Robert Fraser retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. His profile is included in the Directors' Profile section of the Annual Report.

Resolution 2 – Re-election of Mr. Lee Beng Teck

The Company's Constitution provides that any Director appointed by the Board of Directors, excluding Managing Director, must retire at the next Annual General Meeting following their appointment, and then shall be eligible for re-election. Mr. Lee Beng Teck retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Mr. Lee Beng Teck was appointed as a Director of the Company on 1 August 2019 and his profile is included in the Directors' Profile section of the Annual Report.

Resolution 3 – Re-appointment of Auditor

This Resolution seeks Shareholders' approval for the re-appointment of SYA PAC as the auditor of the Company to hold office until the conclusion of the next Annual General Meeting and authorise the Directors of the Company to fix their remuneration. The Company confirms that SYA PAC has given and not withdrawn consent to act as auditor as at the date of the Notice.

Resolution 4 - Authority to issue shares and instruments

The proposed ordinary resolution, if passed, will empower the Directors of the Company, from the date of this Meeting until the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier, to issue shares and convertible securities in the Company up to a maximum of 15% of the current issued capital in the Company.

This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

For clarity, this resolution is not seeking approval for:

- a) The issue of securities pursuant to the requirements of ASX Listing Rule 7.1A; nor
- b) The issue of securities to related parties, pursuant to the requirements of ASX Listing Rule 10.11.

Further, this Resolution will therefore be subject to the Listing Rules, in particular:

- a) Listing Rule 7.1, which provides that the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 months period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 months period;
- b) Listing Rule 10.11, which provides that the Company must not issue new securities under an employee share plan to a Director or an associate of a Director without Shareholder approval.

Glossary

Annual General Meeting or AGM or Meeting means the Annual General Meeting of the Company to be held on Friday, 6 December 2019 notice of which is set out herein.

ASIC means Australian Securities and Investments Commission.

ASX means Australian Securities Exchange.

ASX Listing Rules or Listing Rules means the listing rules of the ASX.

Board means the board of directors of the Company.

CDI means Chess Depository Interest.

Chairman means the chairman of the annual general meeting.

Company means Jack-In Group Limited, a company incorporated in Singapore, Company registration number: 201134138G.

Companies Act means the Companies Act Chapter 50.

Constitution means the Company's constitution.

Directors means the directors of Jack-In Group Limited, and Director means any one of them.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Statement means this Explanatory Statement as modified or varied by any supplementary Memorandum issued by the Company from time to time.

Group means Jack-In Group Limited and its subsidiary companies.

Jack-In Group means Jack-In Group Limited, company registration number: 201134138G.

Management or Board means the management of the Company.

Notice or Notice of Meeting means this notice convening the AGM of the Company which accompanies this Explanatory Statement.

Proxy Form means the proxy form that is enclosed with and forms part of this Notice.

Resolution means a resolution in the form proposed in the Notice of meeting.

Share means an ordinary fully paid share in the Company, or CDIs over those Shares, as the context requires (and includes the Shares).

Shareholder means a holder of Shares or CDIs.

Trading Day means a day determined by ASX to be a trading day and notified to market participants.

VWAP means volume weighted average price.

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CDI VOTING INSTRUCTION FORM FOR SECURITYHOLDERS WHO HOLD SECURITIES THROUGH CHES DEPOSITARY NOMINEES PTY LTD



(Reg No. 201134138G) (ARBN 160 966 585)

All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

CDI VOTING INSTRUCTION FORM

JACK-IN GROUP LIMITED ANNUAL GENERAL MEETING

For your vote to be effective it must be recorded before 11:00am Malaysia time (2:00pm Sydney time) on Wednesday 4 December 2019.

TO VOTE BY COMPLETING THE CDI VOTING INSTRUCTION FORM

STEP 1 HOW TO VOTE ON ITEMS OF BUSINESS

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHES Depository Nominees Pty Ltd, which will vote the underlying securities on your behalf. You need to return the form no later than the time and date shown above to give CHES Depository Nominees Pty Ltd enough time to tabulate all CHES Depository Interest votes and to vote on the underlying securities.

STEP 2 SIGN THE FORM

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory. i.e. Sole Director, Sole Company Secretary or Director and Company Secretary.

STEP 3 LODGEMENT

This form (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am Malaysia time (2:00pm Sydney time) on Wednesday 4 December 2019**. Any form received after that time will not be valid for the scheduled meeting.

Forms may be lodged:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Comments and Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Turn over to complete the form

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

CDI VOTING INSTRUCTION FORM

STEP 1 CHES DEPOSITARY NOMINEES WILL VOTE AS DIRECTED

Voting Instructions to CHES Depository Nominees Pty Ltd

I/We being a holder of CHES Depository Interests of the above Company hereby direct CHES Depository Nominees Pty Ltd to vote the securities underlying my/our holding at the **Annual General Meeting** to be held at **No. 59-2 Jalan Sri Permaisuri 8, Bandar Sri Permaisuri, 56000 Kuala Lumpur, Malaysia on Friday, 6 December 2019 at 11:00am Malaysia time (1:00pm Sydney time)** and at any adjournment of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHES Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

Undirected proxies will not be voted. You are encouraged to direct your proxy by marking the box in relation to the resolution in Step 2 below.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing CHES Depository Nominees Pty Ltd not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-election of Mr. Alan Robert Fraser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr. Lee Beng Teck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Authority to issue and allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019