



JIANKUN INTERNATIONAL BERHAD
(Registration No. 198301015973 (111365-U))
(Incorporated in Malaysia)

NOTICE OF THIRTY-NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Ninth Annual General Meeting ("39th AGM") of Jiankun International Berhad ("Jiankun" or "the Company") will be held on a virtual basis via remote participation and electronic voting through online meeting platform at <https://rebrand.ly/JKI-AGM> operated by Mlabs Research Sdn Bhd from the Broadcast Venue at L21-03, Level 21, PJX-HM Shah Tower, No.16a, Persiaran Barat, 46050 Petaling Jaya, Selangor on Thursday, 15 June 2023 at 10.00 a.m. or at any adjournment thereof, for the purpose of transacting the following businesses:

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of Directors' fees up to RM650,000 and other benefits of up to RM50,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from the conclusion of the 39th AGM until the conclusion of the next AGM of the Company. | Ordinary Resolution 1 |
| 3. To re-elect the following Directors who retire by rotation in accordance with Clause 105(1) of the Company's Constitution and being eligible, have offer themselves for re-election: | |
| i. Tan Sri Dato' Sri Haji Mohamed Apandi Bin Haji Ali | Ordinary Resolution 2 |
| ii. Dato' Saiful Nizam Bin Mohd Yusoff | Ordinary Resolution 3 |
| 4. To re-elect the following Directors who retire pursuant to Clause 114 of the Company's Constitution and being eligible, have offer themselves for re-election: | |
| i. Dato' Yong Chong Long | Ordinary Resolution 4 |
| ii. P Ellango A/L Ponramu | Ordinary Resolution 5 |
| iii. Terence Cheah Eu Lee | Ordinary Resolution 6 |
| 5. To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |

As Special Business:

To consider and, if thought fit, to pass the following resolutions:

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| 6. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 | Ordinary Resolution 8 |
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"THAT pursuant to section 85 of the Companies Act 2016 ("the Act"), read in conjunction with Clause 61 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from the allotment and issuance of shares.

THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

THAT the approval of Shareholders for the Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 at an AGM to be convened (i.e. passing of the resolutions which shall contain the waiver of the Statutory Pre-Emptive Right) shall mean that Shareholders will be waiving their Statutory Pre-Emptive Right. Accordingly, the resolutions in respect of the Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016, if passed, will exclude the Shareholders' statutory pre-emptive right to be offered new Shares to be issued by the Company pursuant to the Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

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| 7. Proposed Renewal of Authority for the Company to purchase its own shares | Ordinary Resolution 9 |
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"THAT, subject to the Act, the provisions of the Constitution of the Company, the MMLR of Bursa Securities and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or resell the shares, or transfer the shares or distribute the shares as dividends;

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

- the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

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| 8. To transact any other business of which due notices shall have been given in accordance with the Act. | |
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BY ORDER OF THE BOARD,

Tan Tong Lang (MAICSA 7045482/ SSM PC No. 202208000250)
Thien Lee Mee (LS0010621 / SSM PC No. 201908002254)
Company Secretaries

Kuala Lumpur
Date: 28 April 2023

Notes:

- A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation.
- The form of Proxy must be duly completed and deposited at the office of the Share Registrar office, 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, W.P. Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.
- A member shall be entitled to appoint one (1) or more proxies to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- 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 to the credit of the said securities account.
- 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.
- 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, a Record of Depositors ("ROD") as at 6 June 2023 and only a member 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.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS:

- Audited Financial Statements for the Financial Year Ended 31 December 2022**
This Agenda item is meant for discussion only as Section 340(1) (a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- Payment of Directors' Fees and Other Benefits Payable**
The proposed Ordinary Resolution 1 is to facilitate the payment of Directors' Fees and Other Benefits payable to Directors.
The other benefits comprise the allowances and other benefits. The total estimated amount of other benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings for the period from the conclusion of the 39th AGM until the next AGM of the Company.
- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Act**
The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to issue and allot new shares at any time to such persons, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total issued share capital of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) at any time without convening a general meeting as it would be both costs and time consuming to organize a general meeting.
As at the date of this Notice, 98,000,000 new ordinary shares were issued with total proceeds raised of RM18.56 million pursuant to the previous General Mandate granted to the Directors at the 38th AGM held on 27 June 2022.
- Proposed Renewal of Share Buy-Back Authority**
The proposed Ordinary Resolution 9, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities up to ten percent (10%) of the issued and paid-up capital of the Company for the time being. This authority will be expired at the conclusion of the next AGM unless earlier revoked or varied by ordinary resolution passed by shareholders at a general meeting.
For further information on this resolution, please refer to the Statement to Shareholders dated 28 April 2023 which is despatched together with the Company's Annual Report 2022 for further information.

JIANKUN INTERNATIONAL BERHAD[Registration No.198301015973 [111365-U]]
(Incorporated in Malaysia)

No. of Shares held	
CDS Account No.	

FORM OF PROXY

I/We, _____ (Full Name in Block Letters) NRIC No. / Passport No. / Company

Registration No. _____ of _____

_____ (Full Address)

_____ [Email Address] _____ [Contact No.]

being a member(s) of JIANKUN INTERNATIONAL BERHAD, hereby appoint

Full Name in Block Letters		Proportion of shareholdings to be presented %
Email Address		
Contact No.		
NRIC No. / Passport No.		
Full Address		

and/or

Full Name in Block Letters		Proportion of shareholdings to be presented %
Email Address		
Contact No.		
NRIC No. / Passport No.		
Full Address		
		100%

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Thirty-Ninth Annual General Meeting ("39th AGM") of the Company to be held on a virtual basis via remote participation and electronic voting through online meeting platform at <https://rebrand.ly/JKI-AGM> operated by Mlabs Research Sdn Bhd from the Broadcast Venue at L21-03, Level 21, PJX-HM Shah Tower, No.16a, Persiaran Barat, 46050 Petaling Jaya, Selangor on Thursday, 15 June 2023 at 10.00 a.m. or at any adjournment thereof, on the following resolutions in the manner indicated below:-

My/Our proxy is to vote as indicated below:-

No.	Agenda	Resolutions	For	Against
1.	To approve the payment of Directors' fees up to RM650,000 and other benefits of up to RM50,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from the conclusion of the 39 th AGM until the next AGM of the Company.	Ordinary Resolution 1		
2.	To re-elect Tan Sri Dato' Sri Haji Mohamed Apandi Bin Haji Ali as Director of the Company.	Ordinary Resolution 2		
3.	To re-elect Dato' Saiful Nizam Bin Mohd Yusoff as Director of the Company.	Ordinary Resolution 3		
4.	To re-elect Dato' Yong Chong Long as Director of the Company.	Ordinary Resolution 4		
5.	To re-elect P Ellango A/L Ponramu as Director of the Company.	Ordinary Resolution 5		
6.	To re-elect Terence Cheah Eu Lee as Director of the Company.	Ordinary Resolution 6		
7.	To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	Ordinary Resolution 7		

As Special Business:

8.	Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016.	Ordinary Resolution 8		
9.	Proposed Renewal of Authority for the Company to purchase its own shares	Ordinary Resolution 9		

(Please indicate with 'X' how you wish to cast your vote. In the absence of specific directions, the proxy may vote or abstain from voting on the resolutions as he/she may think fit.)

Signed this _____ day of _____, 2023.

Signature : _____

*(If shareholder is a corporation, this form should be executed under seal)***Notes:**

1. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation.
2. The form of proxy must be duly completed and deposited at the office of the Share Registrar office, 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, W.P. Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint one (1) or more proxies to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, 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 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, a Record of Depositors ("ROD") as at 6 June 2023 and only a member 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. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Fold this flap for sealing

AFFIX
STAMP

The Share Registrar of
JIANKUN INTERNATIONAL BERHAD
[REGISTRATION NO. 198301015973 (111365-U)]
c/o 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
W.P. Kuala Lumpur

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