

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Jawala Inc. (“**Company**”) will be convened and held by way of electronic means on Friday, 27 November 2020 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 2020, 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) Mr Leow Ming Fong @ Leow Min Fong **(Resolution 2)**
 - (b) Ms. Nadja Binti Jema Khan **(Resolution 3)**

[Explanatory Notes (i) to (ii)]
3. To approve directors’ fees of RM218,045 (equivalent to SGD70,675) payable by the Company for the financial year ending 31 July 2021, to be paid half yearly in arrears (FY2020: RM216,338 (equivalent to SGD71,775)). **(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

 - (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,

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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)]

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)]

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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 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

Raymond Lam Kuo Wei
Chew Pei Tsing
Company Secretaries

Singapore
5 November 2020

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Explanatory Notes:

- (i) Resolution 2 – If re-elected, Mr Leow Ming Fong @ Leow Min Fong, shall remain as Chairman of the Audit Committee and Member of the Remuneration Committee and Nominating Committee respectively. The Board considers Mr Leow Ming Fong @ Leow Min Fong to be independent for the purposes of Rule 704(7) of the Catalist Rules.
- (ii) Resolution 3 – If re-elected, Ms. Nadja Binti Jema Khan, shall remain as a Non-Executive Director 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 2021 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 2021 (**FY2021**). Should any Director hold office for only part of FY2021 and not the whole of FY2021, 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.

Important Notes:

Pre-Registration

The AGM is being convened, and will be held, by electronic means 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. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in the Company's announcement dated **5 November 2020** which has been uploaded together with the Notice of AGM on SGXNet on the same day. The announcement and this Notice of AGM may also be accessed at the Company's website at <https://jawalainc.com/>.

A member will be able to participate at the AGM by watching the AGM proceeding via a "live" audio-visual webcast via mobile phones, tablets or computers or listening to the proceeding through a "live" audio-only stream via telephone. In order to do so, a member must pre-register by 2.00 p.m., on **Tuesday, 24 November 2020** (the "**Pre-Registration Deadline**"), at the URL <https://agm.conveneagm.com/jawalaagm2020>, for the Company to authenticate his/her/its status as members. Authenticated members will receive email instructions on how to access the "live" audio-visual webcast or "live" audio-only stream of the proceeding of the AGM by 2.00 p.m., on Thursday, 26 November 2020 (the "**Confirmation Email**").

Members who do not receive the Confirmation Email by 2.00 p.m., on Thursday, 26 November 2020, but have registered by the Pre-Registration Deadline, should email the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com

Investors holding shares through relevant intermediaries (other than CPF/SRS Investors) ("**Investors**") will not be able to pre-register at the above website, for the live webcast or live audio feed of the AGM. An Investor (other than CPF/SRS Investors) who wishes to participate in the live webcast or live audio feed of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/passport number) to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email at AGM.TeamE@boardroomlimited.com.

Submission of Questions

A member who pre-registers to watch the "live" audio-visual webcast or listen to the "live" audio-only stream may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 2.00 p.m., on **Tuesday, 24 November 2020**, via:

- (a) the pre-registration website at the URL <https://agm.conveneagm.com/jawalaagm2020>; or
- (b) email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com.

When sending in the questions via email, please provide full name, identification/registration number and the manner in which the shares are held in the Company, for verification purposes, failing which the submission will be treated as invalid.

The Company will address all substantial and relevant questions received from members relating to the agenda of the AGM prior to the AGM by publishing the responses via SGXNet and on the Company's website at URL: <https://jawalainc.com/>.

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Submission of Proxy Form

Due to the COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise her/his/its voting rights at the AGM. The instrument appointing the Chairman of the AGM as proxy ("**Proxy Form**") may be accessed at the Company's website at the URL <https://jawalainc.com/> and is made available with this Notice of AGM on SGXNet on the same day. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, she/he/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

The Chairman of the AGM, as a proxy, need not be a member of the Company.

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., 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623; 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 Tuesday, 24 November 2020, 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.

In view of the current COVID-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email to AGM.TeamE@boardroomlimited.com.

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 2020 (the "**Annual Report 2020**") has been uploaded on SGXNet on 5 November 2020 and may be accessed via SGXNet and also at the Company's website at the URL <https://jawalainc.com/>.

Personal Data Privacy

By submitting an instrument appointing the Chairman of the AGM as proxy 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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof); and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with applicable laws, listing rules, regulations and/or provisions and guidelines.