



JACK-IN GROUP LIMITED

**Notice of Annual General Meeting and
Explanatory Statement**

Annual General Meeting to be held at Lien Hoe Convention Hall, Level 4,
Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort,
47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia
at 10 a.m. (Malaysia Time) on Friday, 28 July 2017

Important information

This is an important document. Please read the information in the Explanatory Statement very carefully. It is important that you read the entire document before making any decision about how to vote. If you are in doubt about what to do in relation to the resolutions, you should consult your financial or other professional adviser.

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, 28 July 2017 at Lien Hoe Convention Hall, Level 4, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia at 10 a.m. (Malaysia time) for the purpose of considering and, if thought fit, passing the following resolutions as special and ordinary resolutions respectively:

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

ORDINARY BUSINESS

Audited Financial Statements

To receive the Audited Financial Statements of the Company of the financial period ended 31 March 2017 together with the Directors’ Statement and Auditors’ Report.

Resolution 1: Election of Er. Lee Keh Sai

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

“That, Er. Lee Keh Sai, who retires in accordance with Article 83(b) of the Company’s Constitution and, being eligible offers himself for election, is appointed a Director of the Company.”

Resolution 2: 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 83(b) of the Company’s Constitution and, being eligible offers himself for election, is appointed a Director of the Company.”

Resolution 3: Election of Mr. Mak Siew Wei

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

“That, Mr. Mak Siew Wei, who retires in accordance with Article 83(b) of the Company’s Constitution and, being eligible offers himself for election, is appointed a Director of the Company.”

Resolution 4: Election of Mr. H’ng Hup Choong

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

“That, Mr. H’ng Hup Choong, who retires in accordance with Article 86 of the Company’s Constitution and, being eligible offers himself for election, is appointed a Director of the Company.”

SPECIAL BUSINESS

Resolution 5: Approval of Directors’ Fees

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

“That the payment of the Directors’ Fees up to the sum of S\$320,000-00 for the financial period ended 31 March 2017 and for the following financial year ending 31 March 2018 be approved.”

Voting Prohibition Statement

The Company will disregard any votes cast on Resolution 5 by the Chair, any Director of the Company and their associates.

However, the Company will not disregard a vote if:

- *It is cast by the person as proxy for a person who is entitled to vote in accordance with directions on the Proxy Form; or*
- *It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 6: Re-appointment of Auditor

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

“That Grant Thornton Audit LLP be re-appointed as the auditor for the Company and its subsidiaries for the 2018 financial year”

Resolution 7: Approval of 10% placement facility

To consider, and if thought fit, to pass the following resolution as a special resolution:

“For the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the Company’s share capital calculated in accordance with Listing Rule 7.1A, and on the terms and conditions set out in the Explanatory Notes, is approved.”

Voting Prohibition Statement

The Company will disregard any votes cast on Resolution 7 by a person, or any associate of that person, who may participate in the 10% Placement Facility and a person who might obtain benefit, or any associate of a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

- *It is cast by the person as proxy for a person who is entitled to vote in accordance with directions on the Proxy Form; or*
- *It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 8: Authority to issue and allot shares

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

“That pursuant to Section 161 of the Company Act, Cap. 50 and with regard to the ASX Listing Rules, the Directors of the Company be and are hereby authorised and empowered to issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise), to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General meeting of the Company is required by law to be held, which ever is the earlier always subject to the ASX Listing Rules and the law.”

ANY OTHER BUSINESS

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

BY ORDER OF THE BOARD

H’ng Bok Chuan
Chairman and Managing Director

7 July 2017

Personal data privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder (i) consents to the collection, use and disclosure of the shareholder’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the shareholder discloses the personal data of the shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder’s breach of warranty.

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 28 July 2017 at Lien Hoe Convention Hall, Level 4, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia at 10 a.m. (Malaysia 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 is entitled to appoint a proxy or proxies (more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.

The instrument appointing a proxy or proxies must be under the hand of the appointer or of his/her attorney duly authorised in writing. Where the instruments appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

To be effective, 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 9279 0664
- By hand delivery: Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000

Explanatory Notes

Audited Financial Statements

The financial statements of Jack-In Group Limited (JIG) and its controlled entities for the period ended 31 March 2017 and the reports of the Directors and Auditors are set out in the Annual Report as released to the ASX and available on the Company's website.

Resolution 1 – Election of Er. Lee Keh Sai

The Company's Constitution provides that any Director appointed by the Board of Directors, excluding the Managing Director, must retire at the next Annual General meeting following their appointment, and then shall be eligible for re-election. Er. Lee Keh Sai retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Er. Lee Keh Sai was appointed as a Director of the Company on 3 March 2017.

Er. Lee Keh Sai has more than 50 years of professional experiences in electrical and power engineering, energy efficiency and power quality into the Company. Er. Lee is the founder of K. S. Lee & Associates (Singapore), a professional electrical engineering consulting firm focusing on power engineering and energy efficiency. He is appointed as the Accredited Arbitrator and Engineering Expert Member of the Institution of Engineers in Singapore, and part of the Engineering Expert Member, Market Surveillance and Compliance Panel of the Energy Market Company (EMC) in Singapore. He holds the credential of teaching under the Singapore Certified Energy Manager (SCEM) module on "Motor Driven Systems" since 2010 and a certified trainer for preparatory courses for the Registration Examination of the Professional Engineer Board Part II "Practice of Professional Engineering in Electrical Engineering". Er Lee is a member of Institution of Electrical Engineers (MIEE), UK as well the Institution of Engineers (MIES), Singapore.

The Directors (excluding Er. Lee Keh Sai) unanimously recommend that the Shareholders vote in favour of Resolution 1.

Resolution 2 – Election of Mr. Alan Robert Fraser

The Company's Constitution provides that any Director appointed by the Board of Directors, excluding the Managing Director, must retire at the next Annual General meeting following their appointment, and then shall be eligible for re-election. Mr. Fraser retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Mr. Fraser was appointed as a Director of the Company on 3 April 2017.

Mr. Fraser has 30 years of experience in Australia and overseas on green field mineral exploration, mine project management and mine construction. He has managed gold exploration projects through the stages of tenement acquisition, joint venture negotiation, obtaining regulatory approvals and the management of field exploration programs; at times in remote locations. He was Chief Executive Officer of NuEnergy Gas Limited (ASX:NGY) until 30 November 2007 and has remained on the Board as a Director. Apart from that, Mr. Fraser is also currently a Director of Resource Base Limited (ASX:RBX).

The Directors (excluding Mr. Fraser) unanimously recommend that the Shareholders vote in favour of Resolution 2.

Resolution 3 – Election of Mr. Mak Siew Wei

The Company's Constitution provides that any Director appointed by the Board of Directors, excluding the Managing Director, must retire at the next Annual General meeting following their appointment, and then shall be eligible for re-election. Mr. Mak retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Mr. Mak Siew Wei was appointed as a Director of the Company on 17 May 2017.

Mak Siew Wei holds a Bachelor degree in Management Information System. He has managed hotels, entertainment and commercial projects through the stages of conducting due diligence, corporate acquisition, joint venture negotiations, obtaining regulatory approvals, risk management and investment plans for public listed companies in Malaysia and overseas market. Throughout the tenure of his career, Mr. Mak has been involved in all manner of corporate governance and capital raising as Executive as well as Non-Executive directors of various listed companies.

Mr. Mak is currently an Executive Director of two public listed companies having served as the Chairman of the Risk Management as well as the Investment Committee.

The Directors (excluding Mr. Mak) unanimously recommend that the Shareholders vote in favour of Resolution 3.

Resolution 4 – Election of Mr. H'ng Hup Choong

The Company's Constitution provides that any Director appointed by the Board of Directors, excluding the Managing Director, must retire at the next Annual General meeting following their appointment, and then shall be eligible for re-election. Mr. H'ng retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Mr. H'ng Hup Choong was appointed as a Director of the Company on 23 December 2016.

Mr. H'ng Hup Choong is tasked with the responsibility of overseeing the entire operations of one of the Group's subsidiaries, Jack-In Pile (M) Sdn Bhd, which includes resource planning, machinery logistics, procurement and project management.

The Directors (excluding Mr. H'ng Hup Choong) unanimously recommend that the Shareholders vote in favour of Resolution 4.

Resolution 5 - Approval of Directors' Fees

Resolution 5 seeks member approval for the payment of the Directors' fees, as required under Singapore law.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6 – Reappointment of Auditor

Resolution 6 seeks members' approval for the re-appointment of Grant Thornton Audit LLP as the auditor of the Company and its subsidiaries for the 2018 financial year.

The Company confirms that Grant Thornton has given and not withdrawn consent to act as auditor as at the date of the Notice.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Resolution 7 - Approval of 10% placement facility

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the AGM (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Description of Listing Rule 7.1A

a) Shareholder approval:

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

b) Equity Securities:

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The classes of equity security of the Company at the date of the Notice are ordinary Shares.

c) Formula for calculating 10% Placement Facility:

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is

- the number of Shares on issue 12 months before the date of issue or agreement;
- plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid Shares that became fully paid in the 12 months;
- plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
- less the number of fully paid Shares cancelled in the 12 months.

Note, that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

d) Listing Rule 7.1 and Listing Rule 7.1A:

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 402,265,400 Shares. At present, the Company has a capacity to issue a remaining:

- (a) 60,339,810 Equity Securities under Listing Rule 7.1; and
- (b) 40,026,540 Equity Securities under Listing Rule 7.1A.

e) Minimum Issue Price:

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in the relevant class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

f) 10% Placement Period:

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

Listing Rule 7.1A

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days on which trades in the relevant class were recorded immediately before:
 - i. the date on which the price at which the Equity Securities are to be issued is agreed; or
 - ii. if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date Shareholders provide their approval at the Annual General Meeting; and
- ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue to all Shareholders) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' Meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable A in Listing Rule 7.1.A.2		Dilution		
		0.095 50% decrease in Issue Price	0.190 Issue Price	0.38 100% increase in Issue Price
Current Variable A 402,265,400	10% Voting Dilution	40,026,540	40,026,540	40,026,540
	Funds Raised	\$3,802,521	\$7,605,043	\$15,210,085
50% increase in current Variable A 603,398,100	10% Voting Dilution	60,339,810	60,339,810	60,339,810
	Funds Raised	\$5,732,282	\$11,464,564	\$22,929,128
100% increase in current Variable A 804,530,800	10% Voting Dilution	80,453,080	80,453,080	80,453,080
	Funds Raised	\$7,643,043	\$15,286,085	\$30,572,170

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (b) All Resolutions under this Notice are carried.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
 - (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement capacity under Listing Rule 7.1.
 - (f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (g) The issue price is \$0.19, being the closing price of the Shares on ASX on 30 June 2017.
- (c)** The Company will only issue and allot the Equity Securities during the 10% Placement period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d)** The Company may seek to issue the Equity Securities for the following purposes:
- i. non-cash consideration for the acquisition of the new business assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - ii. cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new business assets or investments (including expenses associated with such acquisition) and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (e)** The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- i. the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing Shareholders can participate;
- ii. the effect the issue of the Equity Securities might have on the control of the Company;
- iii. the financial situation and solvency of the Company; and
- iv. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

If the Company were to acquire an asset or investment in exchange for Shares, it is likely that the allottee under the 10% Placement Facility would be the vendor of the asset or investment.

- (f)** This is the first occasion on which Shareholder approval has been sought under Listing Rule 7.1A.

The total number of equity securities issued in the 12 months preceding the date of the meeting is 334,265,400 representing 83% of the equity securities on issue at the commencement of that 12 month period.

The following issues of equity securities by the Company have been made during the 12 months preceding the date of the meeting:

- i. On the 23 December 2016, the Company issued 300,000,000 fully paid ordinary shares as consideration for the acquisition of Jack-In Holdings Pte Ltd. The Shares issued as consideration for the acquisition as described.
- ii. On the 23 December 2016, the Company issued 34,265,400 fully paid ordinary for working capital. The shares were issued at A\$0.20 per share.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

Resolution 8 - Authority to issue and allot shares

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:

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

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

Glossary

Annual General Meeting or **AGM** or **Meeting** means the Annual General Meeting of the Company to be held on Friday 28 July 2017 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 annual general meeting of the Company to be held on 28 July 2017 which accompanies this Explanatory Statement.

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

Resolution 201134138G 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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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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00 a.m. (Malaysia time) on Wednesday, 26 July 2017.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (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 **10:00 a.m. (Malaysia time) on Wednesday, 26 July 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **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

Attending the Meeting

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

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.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Jack-In Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Lien Hoe Convention Hall, Level 4, Menara Lien Hoe, No.8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 28 July 2017 at 10:00 a.m. (Malaysia time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy 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 Er. Lee Keh Sai as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr. Alan Robert Fraser as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr. Mak Siew Wei as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr. H'ng Hup Choong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	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 / / 2017