



JADI IMAGING HOLDINGS BERHAD

(Company No. 526319-P)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Jadi Imaging Holdings Berhad (“JADI” or the “Company”) will be held at Mauna Lani A Room, Holiday Inn Kuala Lumpur Glenmarie, 1 Jalan Usahawan U1/8, 40250 Shah Alam, Selangor Darul Ehsan on Friday, 24 September 2010 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION

PROPOSED ISSUE OF UP TO 352,251,462 FREE WARRANTS IN JADI (“FREE WARRANTS”) ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.10 EACH IN JADI (“JADI SHARES”) HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED FREE WARRANTS ISSUE”)

“**THAT**, subject to the passing of the Special Resolution below and the approvals of all relevant authorities or parties, authority be and is hereby given to the Board of Directors of the Company (“Board”) to issue up to 352,251,462 Free Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board, on the basis of one (1) Free Warrant for every two (2) existing JADI Shares held;

THAT the Board be and is hereby authorised to issue such additional Free Warrants (“Additional Free Warrants”) as may be required or permitted to be issued as a consequence of the adjustments under the provisions in the Deed Poll to be executed, constituting the Free Warrants (“Deed Poll”);

THAT the Board be and is hereby authorised to allot and issue such appropriate number of new JADI Shares arising from the exercise of the Free Warrants by the holders of the Free Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new JADI Shares arising from the exercise of subscription rights represented by the Additional Free Warrants;

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the Free Warrants that may arise from the Proposed Free Warrants Issue, in such manner as the Board deems fit and expedient in the interest of the Company;

THAT the new JADI Shares to be issued pursuant to the exercise of the Free Warrants or Additional Free Warrants shall upon allotment and issue, rank pari passu in all respects with the then existing JADI Shares save and except that they shall not be entitled to any dividends, rights, allotments or other distributions if the date of allotment of the new JADI Shares is after the entitlement date of such dividends, rights, allotments or other distributions;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Free Warrants Issue with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Free Warrants Issue.”

SPECIAL RESOLUTION

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM100,000,000 COMPRISING 1,000,000,000 JADI SHARES TO RM200,000,000 COMPRISING 2,000,000,000 JADI SHARES (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)

“**THAT**, subject to the passing of the Ordinary Resolution above, the authorised share capital of JADI be and is hereby increased from RM100,000,000 comprising 1,000,000,000 JADI Shares to RM200,000,000 comprising 2,000,000,000 JADI Shares by the creation of an additional 1,000,000,000 new JADI Shares;

THAT approval be and is hereby given for the first sentence of Clause 6 of the Memorandum of Association of the Company to be deleted in its entirety and replaced with the following:

“The Capital of the Company is RM200,000,000.00 divided into 2,000,000,000 ordinary shares of RM0.10 each.”

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Increase in Authorised Share Capital with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Increase in Authorised Share Capital and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital.”

BY ORDER OF THE BOARD

WONG WAI FOONG (MAICSA 7001358)

LIM POH YEN (MAICSA 7009745)

Company Secretaries

Kuala Lumpur

2 September 2010

Notes:

- (i) A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member shall be entitled to appoint a person, whether a member or not, as his proxy to attend and vote at a meeting of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies*
- (ii) A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy.*
- (iii) 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 the corporation's seal or under the hand of an officer or attorney duly authorised.*
- (iv) The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney and any authority, shall be deposited at the Registered Office of the Company at No. 1, Jalan Peguam U1/25A, Seksyen U1, Hicom-Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan not less than forty eight (48) hours before the time appointed for holding the meeting or any adjourned meeting as the case may be.*