



JATI TINGGI GROUP BERHAD
Registration No. 202101043655 (1443955-H)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting ("2nd AGM") of Jati Tinggi Group Berhad ("JTG" or "the Company") will be conducted on a fully virtual basis for the purpose of considering and, if thought fit, passing, with or without modifications the resolutions set out in this notice.

Day and Date : Friday, 31 May 2024
Time : 3.00 p.m.
Meeting platform : <https://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC - D6A357657)
Mode of Communication : i. Shareholders may type their questions in the chat box at any time during the live streaming of the Annual General Meeting ("AGM") via the meeting platform
ii. Submit questions by logging into the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> latest by Wednesday, 29 May 2024 at 3.00 p.m.

AGENDA

- As Ordinary Business**
- To receive the Audited Financial Statements for the financial year ended 30 November 2023 together with the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
 - To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiary of up to RM647,400.00 for the financial year ending 30 November 2024.
Ordinary Resolution 1
(Please refer to Explanatory Note 2)
 - To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiary of up to RM332,000.00 for the period from 1 December 2024 until the conclusion of the AGM to be held in 2025.
Ordinary Resolution 2
(Please refer to Explanatory Note 3)
 - To re-elect Dato' Seri Lim Yeong Seong who is to retire pursuant to Clause 77(3) of the Company's Constitution and being eligible, has offered himself for re-election.
Ordinary Resolution 3
(Please refer to Explanatory Note 4)
 - To re-elect Chin Jiunn Shyong who is to retire pursuant to Clause 77(3) of the Company's Constitution and being eligible, has offered himself for re-election.
Ordinary Resolution 4
(Please refer to Explanatory Note 4)
 - To re-elect Dato' Sri Dr. Mohd Nizam Bin Sairi who is to retire pursuant to Clause 80 of the Company's Constitution and being eligible, has offered himself for re-election.
Ordinary Resolution 5
(Please refer to Explanatory Note 4)
 - To re-elect Dato' Che Nazli Binti Jaapar who is to retire pursuant to Clause 80 of the Company's Constitution and being eligible, has offered herself for re-election.
Ordinary Resolution 6
(Please refer to Explanatory Note 4)
 - To re-appoint Messrs Crowe Malaysia PLT as auditors of the Company for the financial year ending 30 November 2024 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:-

10. Authority to allot and issue new shares pursuant to Sections 75 and 76 of the Companies Act 2016.

"THAT subject always to the Companies Act 2016 ("the Act"), the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company and the approval of the relevant government and/or regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to allot and issue new shares in the Company at any time at such prices, upon such terms and conditions, for such purposes as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being as stipulated under Rule 6.04(1) of the ACE LR of Bursa Securities, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

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

THAT the Directors be and are hereby also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Securities.

THAT in connection with the above, pursuant to Section 85 of the Act and Clause 12(3) of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the new shares to be offered in proportion of their holdings at such price and at such terms arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.

Ordinary Resolution 8
(Please refer to Explanatory Note 5)

10. Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature ("Proposed New Shareholders' Mandate").

"THAT authority be and is hereby given for the Company and/or its subsidiary ("the Group") to enter or continue to enter into any of the recurrent related party transactions ("RRPT(s)") with the related parties as set out in Section 2.4 of the circular to shareholders of the Company in relation to the Proposed New Shareholders' Mandate dated 29 March 2024 ("RRPT Circular"), provided that such transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis and on normal commercial terms, which are consistent with the Group's usual business practices and policies, and on transaction prices and terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

THAT the authority conferred shall continue to be in force until:

- the conclusion of the next AGM of the Company following the forthcoming 2nd AGM at which time the ordinary resolution for the Proposed New Shareholders' Mandate is approved, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company.

Ordinary Resolution 9
(Please refer to Explanatory Note 6)

11. To transact any other business for which due notice shall have been given in accordance with the Act.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)
(SSM PC No.: 20200801023)

TAI YUEN LING (LS 0008513)
(SSM PC No.: 20200801075)

Company Secretaries
Selangor Darul Ehsan
Date: 29 March 2024

NOTES:-

- A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or attorney or other duly authorised representative to attend and vote in his/her stead. A proxy may, but need not be a member of the Company. A member may appoint any person to be his/her proxy. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- A member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint at least one (1) proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company or multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote.

a. **In hard copy form**
In the case of an appointment made in hard copy form, the original proxy form must be deposited with the Share Registrars' office, Boardroom Share Registrars Sdn Bhd ("Boardroom") of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

b. **By electronic means**
The proxy form can be electronically lodged with Boardroom via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please follow the procedures set in the Administrative Guide for such lodgement.

- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is Wednesday, 29 May 2024 at 3.00 p.m.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney must be accepted provided that it is certified notariately and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Shareholders would need to register as a user on the Boardroom Smart Investor Portal first before they can request for the Remote Participation User ID and password to virtually attend, participate, speak and vote at the 2nd AGM, in accordance with the Administrative Guide.
- For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 24 May 2024 and only a depositor whose name appears on the Record of Depositors on this date shall be entitled to attend the meeting or appoint proxies to attend and vote in his/her stead.
- Pursuant to Rule 8.31A(1) of the ACE LR of Bursa Securities, all the resolutions set out in the notice of any general meeting will be put to vote by poll.

EXPLANATORY NOTES:-

1. To receive the Audited Financial Statements
Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Act does not require the approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Ordinary Resolution 1 on the Payment of Directors' Fees and Benefits Payable
Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors and their subsidiaries and its subsidiaries shall be approved at a general meeting. In this respect, the Board had recommended the payment of Directors' fees and benefit payable to the Directors for shareholders' approval at the 2nd AGM in a resolution as follows:-
"To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiary of up to RM647,400.00 for the financial year ending 30 November 2024."
The payment of the Directors' fees and benefit payable will only be made if the proposed Ordinary Resolution 1 has been passed at the 2nd AGM pursuant to Clause 95(2) of the Company's Constitution and Section 230(1) of the Act.

In the event that the proposed Directors' fees and benefits payable during the above period exceed the estimated amount sought at the 2nd AGM, approval will be sought at the next AGM for additional Directors' fees and benefits payable to meet the shortfall, prior to the payment is made.

3. Ordinary Resolution 2 on the Payment of Directors' Fees and Benefits Payable
Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board had recommended the payment of Directors' fees and benefit payable to the Directors for shareholders' approval at the 2nd AGM in a resolution as follows:-
"To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiary of up to RM332,000.00 for the period from 1 December 2024 until the conclusion of the AGM to be held in 2025."
The payment of the Directors' fees and benefit payable will only be made if the proposed Ordinary Resolution 2 has been passed at the 2nd AGM pursuant to Clause 95(2) of the Company's Constitution and Section 230(1) of the Act.

In the event that the proposed Directors' fees and benefits payable during the above period exceed the estimated amount sought at the 2nd AGM, approval will be sought at the next AGM for additional Directors' fees and benefits payable to meet the shortfall, prior to the payment is made.

4. Ordinary Resolutions 3 to 6 on re-election of Directors
The profiles of the Directors who are standing for re-election as per Agenda items 4 to 7 are set out in the Directors' Profile of the Annual Report 2023.

The Board had through the Nomination Committee, carried out the necessary assessment of the retiring Directors, namely Dato' Che Yeong Seong, Chin Jiunn Shyong, Dato' Sri Dr. Mohd Nizam Bin Sairi and Dato' Che Nazli Binti Jaapar (collectively referred to as "Retiring Directors"). The Nomination Committee and Board of Directors Meeting have:

- met the criteria as prescribed under Rule 2.20A of the ACE LR of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors;
- met the fit and proper criteria pursuant to the Directors' Fit and Proper Policy adopted; and
- those who are Independent Directors remain independent.

The Directors named above, who are the members of Board have abstained from deliberation and decision on their own eligibility and suitability to stand for re-election at the relevant Nomination Committee Meeting and Board of Directors' Meeting respectively.

5. Ordinary Resolution 8 on the Authority to allot and issue new shares pursuant to Sections 75 and 76 of the Act

The purpose of this general mandate, if passed, will enable the Directors to take swift action in capital raising to issue new shares in the Company for the purpose of raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, operational expenditure, acquisitions and/or for issuance of shares as settlement of purchase consideration and such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company. This is a new general mandate upon the listing of the Company on the ACE Market of Bursa Securities. The general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. The Board of Directors of the Company is of the view that the general mandate is in the best interest of the Company and its shareholders as the Company may use this general mandate within the validity period to meet its financial needs to ensure long term sustainability and interest of the Company and its shareholders. At as the date of this Notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

Pursuant to Section 85 of the Act read together with Clause 12(3) of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Act provides as follows:
"85. Pre-emptive rights to new shares
(1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

The proposed Ordinary Resolution 8, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution 8.

Clause 12(1) of the Constitution of the Company provides as follows:
"Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject always to the Act, the Listing Requirements and this Constitution, the Directors have the right to:
(a) issue and allot shares in the Company; and
(b) grant rights to subscribe for shares or options over unissued shares in the Company.
If, by conditions of allotment of any shares, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who is the time being and from time to time shall be the registered holder of the share or his legal personal representative but this provision shall not affect the liability of any allottee who may have agreed to pay the same."

6. Ordinary Resolution 9 on Proposed New Shareholders' Mandate
The proposed Ordinary Resolution 9, if passed, will allow the Group to enter or continue to enter into RRPTs of a revenue or trading nature with related parties of the Company for the collection, use and disclosure of the member'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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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 member of the Company (i) consents to the collection, use and disclosure of the member'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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.