



JENTAYU SUSTAINABLES BERHAD
(FORMERLY KNOWN AS IPMUDA BERHAD)
(Registration No. 197501000834 (22146-T))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Seventh Annual General Meeting ("47th AGM") of JENTAYU SUSTAINABLES BERHAD (formerly known as IPMUDA BERHAD) ("Jentayu Sustainable" or "the Company") will be held at Unit 25.01, Level 25, Menara FELDA, 11 Persiaran KLCC, 50450 Kuala Lumpur on Tuesday, 27 December 2022 at 2.00 p.m. or any adjournment thereof, for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Directors' and Auditors' Reports thereon. (Refer to Explanatory Note 1)
- To approve the payment of Director's fee of RM30,000 to Ms Pamela Kung Chin Woon for the financial year ended 30 June 2022. Ordinary Resolution 1
- To approve the proposed payment of Directors' fees for the financial year ending 30 June 2023:
 - Director's fee of RM70,000 to Encik Abdul Halim bin Jantan; Ordinary Resolution 2
 - Director's fee of RM60,000 to Dato' Amiruddin bin Abdul Satar; Ordinary Resolution 3
 - Director's fee of RM60,000 to Mr Baevinraj Thiagarajah; and Ordinary Resolution 4
 - Director's fee of RM60,000 to Ms Pamela Kung Chin Woon. Ordinary Resolution 5
- To approve the payment of Directors' benefits (other than Directors' fees) payable to the Non-Executive Directors up to an amount of RM70,000 for the period from 28 December 2022 until the next Annual General Meeting of the Company in 2023. Ordinary Resolution 6
- To re-elect the following Directors who are retiring by rotation pursuant to Article 145 of the Company's Constitution:
 - Datuk Haji Beroz Nikmal Bin Mirdin Ordinary Resolution 7
 - Mr Baevinraj Thiagarajah Ordinary Resolution 8
- To re-elect Ms Pamela Kung Chin Woon, the Director who was appointed during the year and is retiring pursuant to Article 138 of the Company's Constitution. Ordinary Resolution 9
- To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 30 June 2023 and to authorise the Directors to fix their remuneration. Ordinary Resolution 10

AS SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modifications, the following resolution:

- AUTHORITY TO THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 11

"THAT subject always to the Companies Act 2016, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company at any 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 (excluding treasury shares) of the Company for the time being.

THAT pursuant to Section 85 of the Companies Act 2016, read together with Article 73 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 issuance of new shares pursuant to this mandate.

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.

AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

CHEN BEE LING (MAICSA 7046517)
(SSM PC No. 202008001623)
NURLY SALMI BINTI RUHAIZA (MAICSA 7073753)
(SSM PC No. 202008000293)
Secretaries

Selangor Darul Ehsan
2 December 2022

NOTES:

- In regard of deposited securities, only members whose names appear in the Record of Depositors as at **21 December 2022** ("General Meeting Record of Depositors") shall be eligible to participate and vote at the Meeting.
 - Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, he may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities' account it holds with ordinary shares of the Company standing to the credit of the said securities account.
 - Where a Member of the Company is an Exempt Authorised Nominee who holds ordinary shares in the Company for multiple beneficial owners in one 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.
 - A member may appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a Meeting of Members of the Company but shall not be entitled to appoint more than two (2) proxies to attend the same meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the meeting of the Company shall have the same rights as the members to speak at the meeting.
 - The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing (or such appointor be a corporation, under its common seal or under the hand of an officer or attorney duly authorised or in some other manner approved by Directors). An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.
 - The instrument appointing the proxy must be deposited with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 47th AGM or adjourned meeting.
- consider would be in the best interest of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting.
- This shareholders' mandate is in line with the Company's plans for expansion or diversification. The Company is actively looking into prospective areas to broaden the operating base and earnings potential of the Company. As the expansion or diversification may involve the issue of new shares, the Directors, under present circumstances, would have to convene a general meeting to approve the issue of new shares even though the number involved is less than 10% of the issued share capital. The authority will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placement of shares, for purposes of funding investment project(s), working capital and/or acquisition.
- At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

**Statement Accompanying
Notice of Annual General Meeting**

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements")

- Details of Individuals who are standing for election as Directors**
There is no individual standing for election as Director (other than those Directors who are standing for re-election as Directors) at the 47th Annual General Meeting of the Company.
- General Mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements**
The details of the general mandate are set out in the Notice of Annual General Meeting dated 2 December 2022 under item (3) of the Explanatory Notes to the Agenda/Special Business.
The Company did not utilise the mandate obtained at the last Annual General Meeting and thus no proceeds were raised from the previous mandate.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the 47th AGM and/or any adjournment thereof, a member of the Company:

- Consents to the processing of the members' personal data by the Company (or its agents) for the 47th AGM and matters related thereto, including but not limited to:
 - for the purpose of the processing and administration of proxies and representatives appointed for the 47th AGM;
 - for preparation and compilation of the attendance lists, minutes and other documents relating to the 47th AGM (including any adjournment thereof); and
 - for the Company (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"),
- Undertakes and warrants that he/she has obtained such proxy(ies) and/or representative(s)' prior consent for the Company (or its agents) processing of such proxy(ies)' and/or representative(s)' personal data for the purposes, and
- Agrees that the member will fully indemnify the Company for any penalties, liabilities, legal suits, claims, demands, losses and damages as a result of the member's failure to provide accurate and correct information of the personal data or breach of the member's undertaking and/or warranty as set out herein.

Explanatory Notes to the Agenda/Special Business

- Item 1 of the Agenda**
Audited Financial Statements for the financial year ended 30 June 2022
This Item of the Agenda is meant for discussion only and does not require formal approval of the Shareholders, as the provision of Section 340(1)(a) of the Companies Act 2016 requires the Directors to table at its Annual General Meeting. Hence, this item of the Agenda is not put forward for voting.
- Item 4 of the Agenda – Ordinary Resolution 6**
Payment of Directors' benefits (other than Directors' fees)
In compliance with Section 230(1) of the Companies Act, 2016, the Company is seeking shareholders' approval for payment of Directors' benefits (other than Directors' fees) to the Non-Executive Directors up to an amount of RM70,000.00 for the period from 28 December 2022 until the conclusion of the next Annual General Meeting of the Company as follows:
The aforesaid Directors' benefits are for payment of golf club membership and also meeting attendance allowance of RM1,000.00 per meeting to the Non-Executive Directors, which is computed based on the estimated number of scheduled meetings and/or unscheduled meetings (where necessary) for Board, Board Committee meetings and general meetings, assuming full attendance by all the Non-Executive Directors and all of them will remain in office until the next Annual General Meeting.
In the event that the payment of Directors' benefits payable during the above period exceeded the estimated amount sought at the 47th AGM, shareholders' approval will be sought at the next Annual General Meeting.
- Item 8 of the Agenda - Ordinary Resolution 11**
Authority to the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016
Ordinary Resolution 11 if passed, will empower the Directors of the Company to issue and allot shares up to an aggregate number not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors