



**JENTAYU SUSTAINABLES BERHAD**  
[Registration No. 197501000834 (22146-T)]  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the Forty-Ninth (“49th”) Annual General Meeting (“AGM”) of **JENTAYU SUSTAINABLES BERHAD** (“Company”) will be held at Unit 25-01, Level 25, Menara FELDA, 11 Persiaran KLCC, 50450 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Tuesday, 3 December 2024 at 10:00 a.m. for the following purposes:

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**AGENDA**

- |     |   |                                      |
|-----|---|--------------------------------------|
| 1.  | To receive the Audited Financial Statements for the financial year ended 30 June 2024 and the Reports of the Directors and Auditors thereon.  | (Please refer to Explanatory Note A) |
| 2.  | To approve the payment of Directors’ fees of up to an aggregate amount of RM385,000.00 for the financial year ending 30 June 2025.  | Ordinary Resolution 1                |
| 3.  | To approve the payment of Directors’ benefits (other than Directors’ fees) payable to the Non-Executive Directors up to an amount of RM70,000.00 for the period from 4 December 2024 until the next AGM of the Company in 2025. | Ordinary Resolution 2                |
| 4.  | To re-elect the following Directors who are retiring by rotation pursuant to Article 145 of the Company’s Constitution:   |                                      |
| 4.1 | Datuk Haji Beroz Nikmal bin Mirdin  | Ordinary Resolution 3                |
| 4.2 | Baevinraj Thiagarajah   | Ordinary Resolution 4                |
| 5.  | To re-elect the following Director who was appointed during the year and is retiring pursuant to Article 138 of the Company’s Constitution:   |                                      |
| 5.1 | Datin Noor Afzalinah binti Mohd Afzul Khan  | Ordinary Resolution 5                |
| 6.  | To re-appoint KPMG PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.   | Ordinary Resolution 6                |

**As Special Business**

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

- |    |  |                       |
|----|--|-----------------------|
| 7. | <b>AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS</b> | Ordinary Resolution 7 |
|----|--|-----------------------|

“THAT subject to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price, 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 to be issued pursuant to this Ordinary Resolution

does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company (“**New Shares**”) for the time being without first offering the New Shares to the existing shareholders of the Company;

AND THAT the Directors of the Company be and are empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

THAT pursuant to Section 85 of the Companies Act 2016 to be 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.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine.”

8. To transact any other business for which due notice has been given.

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO. 201908002648)**  
**TAN LEY THENG (MAICSA 7030358) (SSM PC NO. 201908001685)**  
Company Secretaries

Kuala Lumpur

Dated: 4 November 2024

**NOTES:**

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors as at 26 November 2024 (“General Meeting Record of Depositors”) shall be eligible to participate and vote at the meeting.
2. 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.
3. 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.
4. 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.

5. 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.
6. 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 49th AGM or any adjournment thereof.

## **EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS**

### **A. Audited Financial Statements for the financial year ended 30 June 2024**

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require the formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

#### **1. Ordinary Resolution 1 – Directors' fees**

Section 230(1) of the Companies Act 2016 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. The Executive Directors do not receive any fees as Directors, but they are remunerated with salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders.

Payment of the Directors' fees for the financial year ending 30 June 2025 amounting to RM385,000.00 will be made by the Company if the proposed Ordinary Resolution 1 is passed at the 49th Annual General Meeting of the Company.

This Resolution is to facilitate payment of the Directors' fees during the current financial year and to be payable on a monthly basis in arrears after each month of completed service of the Directors. In the event the Directors' fees as proposed is insufficient due to an enlarged Board size, approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

#### **2. Ordinary Resolution 2 – Directors' Benefits**

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 RM70,000.000 for the period from 4 December 2024 until the conclusion of the next AGM of the Company.

The aforesaid Directors' benefits are for payment of meeting attendance allowance to the Non-Executive Directors, which is computed based on the estimated number of scheduled meetings for Board, Board Committee meetings and general meetings, including a provisional sum as a contingency should there be new appointment of Non-Executive Director and additional Board or Committees' meetings to be held.

In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. Ordinary Resolutions 3 to 5 – Re-election of Directors

Datuk Haji Beroz Nikmal bin Mirdin and Baevinraj Thiagarajah, who retire in accordance with Article 145 of the Constitution, together with Datin Noor Afzalinah binti Mohd Afzul Khan, who retires in accordance with Article 138 of the Constitution (collectively referred to as “**Retiring Directors**”), being eligible, have offered themselves for re-election.

The Retiring Directors had provided the fit and proper declarations and the Board had through the Board Nomination and Remuneration Committee, carried out the assessment on the Retiring Directors and agreed that they met the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their role as Directors.

4. Ordinary Resolution 6 - Re-appointment of Auditors

The Board Audit Committee had assessed the suitability and independence of the Auditors and recommended the re-appointment of KPMG PLT as Auditors of the Company for the financial year ending 30 June 2025.

The Board, at the recommendation of the Board Audit Committee, endorsed the re-appointment of KPMG PLT as Auditors of the Company for the financial year ending 30 June 2025, to be presented to the shareholders for approval.

5. Ordinary Resolution 7 - Authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights

The Ordinary Resolution 7 is tabled to seek for shareholders’ approval of a general mandate for issuance of up to 10% of the total number of issued shares of the Company pursuant to the Companies Act 2016 (“**General Mandate**”).

The Company had been granted a general mandate by its shareholders at the 48th Annual General Meeting of the Company held on 5 December 2023 to issue up to 10% of the total number of issued shares for issue of new securities (“**Previous Mandate**”).

Pursuant to the Previous Mandate, the Company had, on 16 January 2024 announced the first tranche of placement of 18,728,070 new ordinary shares at subscription price of RM1.16, which was listed on 17 January 2024. On 17 July 2024, the Company announced the second tranche of placement of 6,000,000 new ordinary shares at subscription price of RM0.80, which was listed on 18 July 2024. The placement of shares generated total gross proceeds of RM26,524,561.20 (“**Private Placement**”). Details of the placement of shares are disclosed in the Additional Compliance section of the Annual Report.

Bursa Securities had, vide its letter dated 24 June 2024 (which was received on 25 June 2024), approved the Company’s application for an extension of time of six (6) months up to 2 January 2025 to complete the implementation of placement of shares pursuant to the Previous Mandate.

The General Mandate, if approved, will empower the Directors of the Company pursuant to the Act, from the date of the 49th AGM of the Company, to issue and allot shares in the Company at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company.

The General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placement of shares for the purpose of funding future investment(s), project(s), working capital and/or acquisition(s).

The proposed Resolution 7, if passed, the shareholders of the Company shall agree to waive their statutory pre-emptive rights and thus will allow the Directors to issue new shares to any person under the General Mandate without having to offer the new shares to all existing shareholders of the Company prior to the issuance of the new shares.

In accordance with Article 73 of the Company's Constitution, the passing of the Ordinary Resolution 7 shall be taken as the members' agreement for the new shares to be issued to such persons as the Director may deem fit without first offer to holders of existing shares.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the 49th 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.

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**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

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

**1. Details of persons who are standing for election as Directors (excluding Directors standing for re-election)**

There is no individual seeking election as a Director at the 49th AGM of the Company.

**2. A statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

Details on the authority to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in Explanatory Note 5 of the Notice of the 49th Annual General Meeting.

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<b>Number of Shares</b>		<b>CDS Account No.</b>	
<b>Contact No.</b>		<b>Email address</b>	

**FORM OF PROXY**

\*I/We \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

NRIC/Passport/Registration/Company No. \_\_\_\_\_

of \_\_\_\_\_  
(FULL ADDRESS)

being a member/members of **Jentayu Sustainable Berhad** (“Company”), hereby appoint:

<b>Full Name (In Block)</b>	<b>NRIC/ Passport No.</b>	<b>Proportion of Shareholdings</b>	
		<b>No. of Shares</b>	<b>%</b>
<b>Address:-</b>	<b>Contact No.:-</b>		

\*and/or

<b>Full Name (In Block)</b>	<b>NRIC/ Passport No.</b>	<b>Proportion of Shareholdings</b>	
		<b>No. of Shares</b>	<b>%</b>
<b>Address:-</b>	<b>Contact No.:-</b>		

\*and/or the Chairman of the Meeting as \*my/our proxy(ies) to vote for \*me/us and on \*my/our behalf at the Forty-Ninth Annual General Meeting (“**49th AGM**”) of the Company to be held at Unit 25-01, Level 25, Menara FELDA, 11 Persiaran KLCC, 50450 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Tuesday, 3 December 2024 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications of the resolutions.

My/Our proxy(ies) \*is/are to vote as indicated below (if no indication is given \*my/our proxy(ies) will vote or abstain from voting at \*his/her/their discretion):

	<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>
<b>Ordinary Resolution 1</b>	To approve the payment of Directors’ fees of up to an aggregate amount of RM385,000.00 for the financial year ending 30 June 2025.		





	<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>
<b>Ordinary Resolution 2</b>	To approve the payment of Directors' benefits (other than Directors' fees) payable to the Non-Executive Directors up to an amount of RM70,000.00 for the period from 4 December 2024 until the next AGM of the Company in 2025.		
<b>Ordinary Resolution 3</b>	To re-elect Datuk Haji Beroz Nikmal bin Mirdin		
<b>Ordinary Resolution 4</b>	To re-elect Baevinraj Thiagarajah		
<b>Ordinary Resolution 5</b>	To re-elect Datin Noor Afzalinah binti Mohd Afzul Khan		
<b>Ordinary Resolution 6</b>	To re-appoint KPMG PLT as Auditors of the Company		
<b>Special Businesses</b>			
<b>Ordinary Resolution 7</b>	Authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights.		

\* *strike out whichever is not applicable.*

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

\_\_\_\_\_  
 Signature/Seal

**NOTES:**

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3. 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.
4. 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.
5. 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.
6. 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 Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 49th AGM or any adjournment thereof.



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AFFIX  
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**JENTAYU SUSTAINABLES BERHAD**  
**c/o BOARDROOM SHARE REGISTRARS SDN. BHD.**  
11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan

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