



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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of Jati Tinggi Group Berhad ("JTGB" or "Company") will be conducted on a fully virtual basis via online meeting platform at <https://www.symphonycorporateservices.com.my> (Domain Registration No. with MYNIC: D1C534619) provided by Symphony Corporate Services Sdn. Bhd. on Monday, 20 January 2025 at 10.30 a.m., or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications the resolutions below:

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF JTGB ("JTGB SHARES" OR "SHARES") (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME FOR ELIGIBLE EMPLOYEES, EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF THE COMPANY AND ITS NON-DORMANT SUBSIDIARY(IES) ("PROPOSED ESOS" OR "SCHEME")**

**THAT** subject to the approvals of all relevant regulatory authorities and/ or parties being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to:

- (i) establish, implement and administer the Proposed ESOS of up to 30% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point in time during the duration of the Scheme for the eligible employees, executive directors and non-executive directors ("Eligible Persons", collectively) of JTGB and its non-dormant subsidiary(ies) ("JTGB Group" or "Group") who fulfil the eligibility criteria for participation in the Scheme as set out in the by-laws governing the Scheme ("By-Laws"), a draft of which is set out in **Appendix I** of the circular to the shareholders of the Company dated 3 January 2025 ("Circular"), and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- (ii) make the necessary applications to Bursa Malaysia Securities Berhad ("Bursa Securities") and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the ESOS options under the Scheme ("ESOS Options");
- (iii) establish a committee to implement and administer the Scheme for the benefit of the Eligible Persons, in accordance with the By-Laws governing the Scheme as set out in **Appendix I** of the Circular;
- (iv) allot and issue and/ or procure from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the ESOS Options granted under the Scheme provided that the aggregate number of Shares to be allotted and issued under the Proposed ESOS shall not exceed in aggregate of 30% of the total number of issued Shares (excluding treasury shares, if any) at any point in time over the duration of the Scheme;
- (v) new Shares to be issued arising from the exercise of ESOS Options, shall upon allotment and issuance, carry the same rights with the then existing JTGB Shares. However, such new Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid to the Company's shareholders unless such new Shares were allotted and issued on or before the entitlement date of such rights, allotments and/ or other distributions. The new JTGB Shares to be issued arising from the exercise of ESOS Options will be subjected to the provisions of the Company's Constitution relating to transfer, transmission or otherwise of the Shares including the rights of the holder of the Shares on the winding up of the Company;
- (vi) add, delete, modify and/ or amend all or any part of the terms and conditions as set out in the By-Laws governing the Proposed ESOS from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/ or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/ or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/ or amendments of the Scheme;
- (vii) extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and
- (viii) do all such acts and things, to execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws;

**THAT** the By-Laws of the Scheme, a draft of which is set out in **Appendix I** of the Circular, be and is hereby approved and adopted;

**THAT** the Board be and is hereby authorised to give effect to the Proposed ESOS with full powers to consent to and to adopt and implement such conditions, modifications, variations and/ or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion;

**AND THAT** pursuant to Section 85(1) of the Companies Act 2016 ("Act") read together with Clause 12(3) of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over any new JTGB Shares to be allotted and issued under the Proposed ESOS, which when issued rank equally with the existing issued Shares in the Company and that the Board be exempted, in respect of the Proposed ESOS from any obligation to offer or make any grants of such new JTGB Shares first to the existing members of the Company in proportion to their respective shareholdings in the Company."

**ORDINARY RESOLUTIONS 2 TO 10**

**PROPOSED ALLOCATIONS OF ESOS OPTIONS TO THE DIRECTORS OF JTGB AND PERSONS CONNECTED WITH THEM ("PROPOSED ALLOCATIONS")**

**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the committee appointed and authorised by the Board from time to time to administer the Scheme ("ESOS Committee") in accordance with the By-Laws, to offer and grant, from time to time throughout the duration of the Scheme, such number of ESOS Options to subscribe for new Shares under the ESOS to the following Directors and interested employee:

- (i) Datuk Ir. Mohd Aminuddin Bin Mohd Amin (*Independent Non-Executive Chairman*) (**Ordinary Resolution 2**)
- (ii) Dato' Seri Lim Yeong Seong (*Managing Director*) (**Ordinary Resolution 3**)
- (iii) Chin Jiunn Shyong (*Executive Director/ Chief Operating Officer*) (**Ordinary Resolution 4**)
- (iv) Dato' Ir. Lim Yew Soon (*Independent Non-Executive Director*) (**Ordinary Resolution 5**)
- (v) Loo May Len (*Independent Non-Executive Director*) (**Ordinary Resolution 6**)
- (vi) Poon Lai Kit (*Independent Non-Executive Director*) (**Ordinary Resolution 7**)
- (vii) Dato' Che Nazli Binti Jaapar (*Independent Non-Executive Director*) (**Ordinary Resolution 8**)
- (viii) Dato' Sri Dr. Mohd Nizam Bin Sairi (*Independent Non-Executive Director*) (**Ordinary Resolution 9**)
- (ix) Lim Zi Fan<sup>(1)</sup> (**Ordinary Resolution 10**)

Note:  
<sup>(1)</sup> She is daughter of Dato' Seri Lim Yeong Seong and a Senior Executive (Tender Department) of Jati Tinggi Holding Sdn Bhd (a wholly-owned subsidiary of the Company).

**PROVIDED ALWAYS THAT:**

- (i) he/ she must not participate in the deliberation or discussion of his/ her own allocation as well as allocation to persons connected to him/ her;
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of JTGB Shares to be issued under the Proposed ESOS shall be allocated to him/ her, if he/ she, either singly or collectively through persons connected with him/ her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued JTGB Shares (excluding treasury shares);

- (iii) not more than 75% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where "senior management" shall be subject to any criteria as may be determined by the ESOS Committee from time to time);
- (iv) it is in accordance with the ACE Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/ or adjustments which may be made in accordance with the By-Laws; and
- (v) the Directors and senior management of the Group and members of the ESOS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.

**THAT** pursuant to Section 85(1) of the Act read together with Clause 12(3) of the Company's Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over the new JTGB Shares to be issued pursuant to the Proposed Allocations, which when issued, to rank *pari passu* with the existing JTGB Shares.

**AND THAT** subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocations above with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocations as above as well as to deal with all matters relating thereto and/ or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

**BY ORDER OF THE BOARD**

**KHOO MING SIANG (MAICSA 7034037) (SSM PC NO.: 202208000150)**  
**LAW WEI LENG (MAICSA 7064862) (SSM PC NO.: 202108000506)**

Company Secretaries

Selangor Darul Ehsan

Date: 3 January 2025

**NOTES:**

- 1) For the purpose of determining who shall be entitled to attend and vote at this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 13 January 2025. Only a depositor whose name appears on this Record of Depositors shall be entitled to attend in this EGM or appoint proxies to attend and vote in his/her stead.
- 2) A member of the Company entitled to attend and vote at this EGM 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.
- 3) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 4) For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for 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 defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- 5) 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.
- 6) 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 EGM 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 to Symphony Corporate Services Sdn. Bhd. ("Symphony"), the Poll Administrator of the EGM, at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia.
  - b. **By electronic means**  
The proxy form can be electronically lodged through Symphony's online website at <https://www.symphonycorporateservices.com.my>. Please follow the procedures set out in the Administrative Guide for such lodging.
- 7) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- 8) Last date and time for lodging the proxy form is Saturday, 18 January 2025 at 10.30 a.m..
- 9) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited to Symphony's office at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- 10) For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative to Symphony's office at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
  - a. 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.
  - b. 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:
    - i. at least two (2) authorised officers, of whom one shall be a director; or
    - ii. any director and/ or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- 11) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice are to be voted by poll.

**Explanatory Note:**

**1. Ordinary Resolution 1 – Proposed ESOS**

Please refer to Section 7 of the Circular for the explanation in relation to Section 85(1) of the Act and Clause 12(3) of the Constitution.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.