

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 65th Annual General Meeting of the Company will be held at the Auditorium, Ground Floor, No.62, Lorong Upper Lanang 10A, 96000 Sibul, Sarawak on Friday, 28 November 2025 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

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| 1 | To receive the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2 | To re-elect the following Directors retiring pursuant to Article 81 of the Company's Constitution: <ul style="list-style-type: none"> i. Tan Sri Dato' Sri Mohamad Fuzi Bin Harun ii. Dato' Wong Lee Yun iii. Mr Yong Voon Kar | Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3 |
| 3 | To approve the payment of Directors' fees amounting to RM740,000 for the financial year ended 30 June 2025. | Ordinary Resolution 4 |
| 4 | To approve the payment of Directors' benefits not exceeding RM400,000 in aggregate during the period from 29 November 2025 until the next Annual General Meeting of the Company. | Ordinary Resolution 5 |
| 5 | To re-appoint Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following Ordinary Resolutions:-

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| 6 | <u>Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature</u> | Ordinary Resolution 7 |
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"THAT approval be and is hereby given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders dated 30 October 2025 with specific classes of Related Parties which are necessary for the day-to-day operations and in the ordinary course of business on 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 such mandate shall take effect immediately upon the passing of this Ordinary Resolution and shall continue in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the passing of this resolution, at which time the mandate shall lapse unless renewed by ordinary resolution;
- (ii) the date by which the next AGM of the Company is required by law to be held; or
- (iii) the date on which the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be authorised to do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

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| 7 | <u>Proposed Authority for the Company to Purchase Its Own Shares</u> | Ordinary Resolution 8 |
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"THAT subject to the provisions of the Companies Act 2016 (the "Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and all other applicable laws, regulations and guidelines issued by any relevant authorities from time to time, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia, provided that:

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- (i) the aggregate number of shares purchased and/or retained as treasury shares shall not exceed 10% of the total number of issued shares of the Company at the time of purchase; and
- (ii) the total funds to be utilised for the Proposed Share Buy-Back shall not exceed the retained profits of the Company based on the latest audited financial statements.

THAT the Directors of the Company be and are hereby authorised to deal with the shares so purchased at their discretion in the following manner in accordance with the provisions of the Act and/or any prevailing laws, regulations and guidelines issued by the relevant authorities:

- (i) to cancel the shares so purchased; or
- (ii) to retain the purchased shares as treasury shares, which may subsequently be
 - distributed as share dividends to shareholders; and/or
 - resold on Bursa Malaysia; and/or
 - transferred for purposes permitted under the Listing Requirements of Bursa Malaysia and/or applicable laws; and/or
 - cancelled, whether wholly or in part; or
- (iii) to retain a portion of the purchased shares as treasury shares and cancel the remainder.

THAT the authority conferred by this resolution shall be effective immediately upon the passing of this Ordinary Resolution and shall continue in force until:

- (i) the conclusion of the next AGM of the Company following the passing of this resolution, at which time the authority shall lapse unless renewed by ordinary resolution;
- (ii) the date by which the next AGM of the Company is required by law to be held; or
- (iii) the date on which the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

AND THAT the Directors be and are hereby authorised to take all such steps and to do all acts and things as may be necessary or expedient to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors in the best interest of the Company.”

- 8 To transact any other business of the Company of which due notice shall have been received.

By Order of the Board

NGU UNG HUONG

SSM PC No.: 201908002438 (MAICSA 7010077)

Company Secretary

Sibu, Sarawak

30 October 2025

Notes:

PROXY AND VOTING

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on **21 November 2025** shall be entitled to attend the meeting or appoint proxy(ies) to attend, vote and speak on his/her behalf.
2. (i) A member of the Company entitled to attend and vote at the meeting is also entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the member to speak at the meeting.

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- (ii) Where a member is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991, it 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 in the Company standing to the credit of the said Securities Account. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
 - (iii) Where a member of the Company is an exempt authorised nominee who holds ordinary share 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.
3. The instrument appointing a proxy shall be signed by the appointor or by his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
 4. The proxy form must be deposited at the Company's Registered Office at No. 1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak not less than forty-eight (48) hours before the time for holding the meeting, i.e. latest by **Wednesday 26 November 2025 at 10.00 a.m.**
 5. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS

1. Audited Financial Statements

Agenda 1 on the Audited Financial Statements ("AFS") is for the purpose of presenting the AFS to the shareholders in accordance with Section 340(1)(a) of the Companies Act, 2016 and does not require shareholders' approval.

2. Re-election of Directors

Ordinary Resolutions No. 1, 2 and 3

Article 81 of the Constitution states that one-third (1/3) of the Directors shall retire from office at each AGM and an election of directors shall take place. Each director shall retire from office at least once in every three (3) years but shall be eligible for re-election.

Accordingly, Tan Sri Dato' Sri Mohamad Fuzi Bin Harun, Dato' Wong Lee Yun and Mr Yong Voon Kar ("Retiring Directors") will retire by rotation at the 65th AGM and, being eligible, have offered themselves for re-election.

The Board, through the Nomination Committee ("NC"), has evaluated the performance of the Retiring Directors and conducted a fit and proper assessment. Based on the results of the evaluation, the NC concluded that the Retiring Directors have effectively discharged their roles as Directors. The Board has endorsed the NC's recommendation and supports the re-election of the Retiring Directors.

The profiles of the Retiring Directors are set out in the Company's 2025 Annual Report which is available on the Company's website and through Bursa Malaysia.

3. Directors' Fees and Benefits

Ordinary Resolutions No. 4 and 5

The Company pays fees and benefits to the Non-Executive Directors. The Executive Directors do not receive fees and benefits as Directors but they are remunerated with salaries, bonuses and other emoluments by virtue of their respective contracts of service which do not require approval by the shareholders.

The Company is therefore seeking shareholders' approval on fees and benefits payable to the Non-Executive Directors under the proposed Ordinary Resolutions No. 4 and 5 respectively. The directors' benefits include meeting allowances payable as and when incurred as well as fixed monthly allowances.

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4. Proposed Shareholders' Mandate for the Recurrent Related Party Transactions ("RRPT")

Ordinary Resolution No. 7

Please refer to the Circular to Shareholders dated 30 October 2025 for further details on Ordinary Resolution No. 7 pertaining to the Proposed Shareholders' Mandate for RRPT.

5. Proposed Authority for the Company to Purchase Its Own Shares

Ordinary Resolution No. 8

Further details on Ordinary Resolution No.8 relating to the Proposed Authority for the Company to Purchase Its Own Shares are provided in the Circular to Shareholders dated 30 October 2025.

STATEMENT ACCOMPANYING NOTICE OF THE 65TH AGM

(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad)

Details of Individuals who are standing for election as Directors

No individual is standing for election as Directors at the 65th AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or other documents appointing representative(s) to attend, participate, speak and vote at the 65th AGM and/or any adjournment thereof, a shareholder of the Company:

- (i) consents to the collection, use and disclosure of the shareholder's and such individual's personal data by the Company (or its agents or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies, attorneys and representatives appointed for the 65th AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists and other documents relating to the 65th AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing requirements, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that where any of the aforesaid document discloses the personal data of the shareholder's proxy(ies), attorney(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder has obtained the prior consent of such proxy(ies), attorney(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies), attorney(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

PROXY FORM

*I/We _____ NRIC/ Passport/ Company No. _____
(Full name in block and as per NRIC / Passport)

Tel/Hp No. _____ of _____

being a member of Jaya Tiasa Holdings Berhad, hereby appoint:-

Full Name <i>(in Block)</i>	NRIC/ Passport No./ Company No.	Proportion of Shareholdings	
		No. of Shares	%
Mobile No.	Email Address		

and / or failing him

Full Name <i>(in Block)</i>	NRIC/ Passport No./ Company No.	Proportion of Shareholdings	
		No. of Shares	%
Mobile No.	Email Address		

or failing him, the Chairman of the meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the 65th Annual General Meeting of the Company to be held at the Auditorium, Ground Floor, No.62, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak on Friday, 28 November 2025 at 10.00 a.m. and at any adjournment thereof.

My/our proxy is to vote as indicated below. If there is no specific indication given as to voting, the proxy will vote or abstain at his discretion.

Ordinary Resolutions		First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
1.	Re-election of Tan Sri Dato' Sri Mohamad Fuzi Bin Harun as Director.				
2.	Re-election of Dato' Wong Lee Yun as Director.				
3.	Re-election of Mr Yong Voon Kar as Director.				
4.	Approval of payment of Directors' Fees.				
5.	Approval of payment of Directors' Benefits.				
6.	Re-appointment of Auditors.				
7.	Proposed Shareholders' Mandate for the Recurrent Related Party Transactions.				
8.	Proposed Authority for the Company to purchase its own shares.				

Dated this _____ day of _____ 2025 No. of Shares held : _____

Signature of Shareholder/Common Seal CDS Account No. : _____

Notes:

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 (iii) Where a member of the Company is an exempt authorised nominee who holds ordinary share 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.
- The instrument appointing a proxy shall be signed by the appointor or by his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
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