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If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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JAYA TIASA HOLDINGS BERHAD

Registration No. 196001000095 (3751-V)
(Incorporated in Malaysia)

PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
THE PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

PART B

**SHARE BUY-BACK STATEMENT IN RELATION TO
THE PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

The above proposals will be tabled as Special Business at the 65th Annual General Meeting ("AGM") of Jaya Tiasa Holdings Berhad ("the Company") which will 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. The notice of the AGM and Proxy Form can be downloaded from the Company's website at <https://www.jayatiasa.net/usr/ar.html>.

The completed Proxy Form must be deposited at the Registered Office of the Company at No.1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak not less than 48 hours before the time set for holding the AGM, after which the Proxy Form shall be treated as invalid.

Last date and time for lodging the Proxy Form : Wednesday, 26 November 2025 at 10.00 a.m.

Date and Time of the AGM : Friday, 28 November 2025 at 10.00 a.m.

This Circular is dated 30 October 2025

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

Act	- The Companies Act, 2016 as amended from time to time and any re-enactment thereof
AGM	- Annual General Meeting
65th AGM	- Sixty-Fifth Annual General Meeting of the Company to be held on Friday, 28 November 2025
Annual Report 2025	- Annual Report for the financial year ended 30 June 2025
Board	- The board of Directors of the Company
Bursa Malaysia	- Bursa Malaysia Securities Berhad
Company or JTH	- Jaya Tiasa Holdings Berhad [Registration No. 196001000095 (3751-V)]
Director	- shall have the same meaning given in Section 2(1) of the Malaysian Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company.
EPS	- Earnings per share
Group	- The Company and its subsidiaries unless the context indicates otherwise.
Listing Requirements	- The Main Market Listing Requirement of Bursa Malaysia
Major Shareholder	<p>- as defined under the Main Market Listing Requirements of Bursa Malaysia, a person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares is:</p> <p>(a) 10% or more of the total number of voting shares in the corporation; or</p> <p>(b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.</p> <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.</p>
NA	- Net Assets
Person Connected	- shall have the same meaning given in Chapter 1, Paragraph 1.01 of the Listing Requirements of Bursa Malaysia.
Proposed Share Buy-Back	- Proposed Authority for the Company to purchase up to ten percent (10%) of the total number of issued shares of the Company
Proposed Shareholders’ Mandate for RRPT	- The Proposed Renewal of the Existing Shareholders’ Mandate for Recurrent Related Party Transactions
RM	- Ringgit Malaysia
Related Party(ies)	- Director(s), major shareholder(s) or person connected with such director(s) and/or major shareholder(s).
Related Party Transaction	- A transaction entered into by the Company and/or the Group involving the interests, direct or indirect, of a Related Party

- RRPT - Related Party Transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the Company and/or the Group
- Share(s) - The ordinary share(s) of the Company
- Substantial Shareholder - shall have the same meaning given in Section 136 of the Act.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. Words importing persons include corporations.

Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act and used in this circular shall have the meaning assigned to it under the Act.

Any reference to a time of day shall be a reference to Malaysian time.

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PART A

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO THE
PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE
FOR RECURRENT RELATED PARTY TRANSACTIONS OF
A REVENUE OR TRADING NATURE**



JAYA TIASA HOLDINGS BERHAD

Registration No. 196001000095 (3751-V)
(Incorporated in Malaysia)

Registered Office:-

No.1-9, Pusat Suria Permata
Lorong Upper Lanang 10A
96000 Sibu
Sarawak

30 October 2025

Board of Directors:-

Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	- Independent Non-Executive Chairman
Dato' Jin Kee Mou	- Chief Executive Officer
Datuk Wira Tiong Chiong Hee	- Executive Director
Clara Tiong Siew Ee	- Executive Director
Dato' Sri Dr. Tiong Ik King	- Non-Independent Non-Executive Director
Mdm Tiong Choon	- Non-Independent Non-Executive Director
Dato' Wong Lee Yun	- Non-Independent Non-Executive Director
Mr Yong Voon Kar	- Independent Non-Executive Director
Tuan Haji Ikhwan Bin Zaidel	- Independent Non-Executive Director

To: The Shareholders of Jaya Tiasa Holdings Berhad

Dear Sir/Madam,

PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the AGM held on 28 November 2024, the shareholders of the Company approved, among others, the shareholders' mandate for the Group to enter into recurrent related party transactions ("RRPT"). The authority conferred by the said mandate will expire at the conclusion of the forthcoming 65th AGM of the Company which will be held on 28 November 2025.

On 23 October 2025, the Board announced the Company's intention to seek shareholders' approval for the Proposed renewal of the existing Shareholders' Mandate for RRPT at the forthcoming 65th AGM.

The purpose of this Part A of the Circular is to provide you with relevant information and seeks your approval for the ordinary resolution pertaining to the Proposed Shareholders' Mandate for RRPT to be tabled at the 65th AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE FOR RRPT

2.1 Provisions in the Listing Requirements

Paragraph 10.09(2) of the Listing Requirements states that with regard to related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations, a public listed company may seek the shareholders' mandate, subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial period where the aggregate value is equal to or more than the threshold prescribed under paragraph 10.09(1) of the Listing Requirements as stated below:-
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is equal to or exceeds RM1 million; or
 - (ii) the percentage ratio of such RRPT is equal to or exceeds 1%.

whichever is the higher;

- (c) the public listed company's circular to shareholders for the shareholders' mandate shall include information set out in Annexure PN12-A of the Listing Requirements;
- (d) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions, and
- (e) the public listed company immediately announces to the Bursa Malaysia when the actual value of a RRPT entered into by the public limited company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information set out in Annexure PN12-B of the listing requirements.

Paragraph 10.09(3) of the Listing Requirements provides that where a public listed company has procured a shareholders' mandate pursuant to the above, provisions of paragraph 10.08 of the Listing Requirements shall not apply.

2.2 Principal Business Activities of the Group

The principal activities of the Company are investment holding, provision of management services, logging and sale of logs. The principal activities of the operating subsidiaries of the Company are as follows: -

Name of Subsidiary	Equity Interest held (%)	Principal Activities
Eastern Eden Sdn Bhd	100	Development of oil palm plantations and related activities
Erajaya Synergy Sdn Bhd	100	Development of oil palm plantations and related activities
Poh Zhen Sdn Bhd	100	Development of oil palm plantations and related activities
Simalau Plantation Sdn Bhd	100	Development of oil palm plantations and related activities
Hariyama Sdn Bhd	100	Development of oil palm plantations, palm oil processing and related activities
Wealth Houses Development Sdn Bhd	55	Operation of oil palm plantation on joint venture basis

Name of Subsidiary	Equity Interest held (%)	Principal Activities
JT Oil Palm Development Sdn Bhd	100	Palm oil processing and related activities
Maujaya Sdn Bhd	100	Palm oil processing and related activities
Maxiwealth Holdings Sdn Bhd	100	Palm oil processing and related activities
Curiah Sdn Bhd	88.9	Extraction and sale of logs
Mantan Sdn Bhd	100	Logging Contractor
Jaya Tiasa Plywood Sdn Bhd	100	Manufacturing and sale of sawn timber, veneer, blockboard and plywood
Jaya Tiasa Timber Products Sdn Bhd	100	Sale of plywood
Hak Jaya Sdn Bhd	100	Marketing of timber logs
Jaya Tiasa Forest Plantation Sdn Bhd	100	Development and maintenance of planted forests and forest plantation contractor
Rimbunan Hijau Plywood Sdn Bhd	100	Fabrication and workshop services
Jaya Tiasa R&D Sdn Bhd	100	Production and trading of coconuts
Multi Greenview Sdn Bhd	100	Investment holding
Guanaco Sdn Bhd	100	Cultivation and trading of bird's nest
Jaya Tiasa Aviation Sdn Bhd	100	Provision of private air transportation services
Kunari Sdn Bhd	100	Trading in groceries and sundry goods
Jaya Tiasa Agriculture Sdn Bhd	100	Cultivation of paddy
Jaya Tiasa Property Sdn Bhd	100	Construction of buildings and property development

2.3 Class of Related Party, Nature of RRPT, Estimated Value and Actual Value

The transacting Related Parties are companies in which certain directors of the Group, major shareholders of the Company and/or person(s) connected with them have interests.

The name of the transacting Related Party, nature of the RRPT between the transacting Related Party and the companies within the Group, the estimated aggregate value of the respective RRPT contemplated under the Proposed Shareholders' Mandate for RRPT, the estimated value of each RRPT as disclosed in the preceding year Circular to Shareholders and the actual value transacted of each RRPT are set out in Table A on page 4 of this Circular.

Interested Related Parties and Relationship with the Company

The name of the interested Related Parties, their relationship with the Company and nature of their interests in the RRPT are set out in the Annexure to this Circular on page 10.

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TABLE A:**RRPT for Renewal**

Transacting related party	Nature of RRPT between the transacting related party and the Group	Existing Mandate		Estimated Value ⁽²⁾ (RM'000)
		Estimated value as disclosed in the preceding year Circular (RM'000)	Actual Value Transacted ⁽¹⁾ (RM'000)	
Borneo Edible Oils Sdn Bhd	Sale of crude palm oil and palm kernel by the Group	650,000	335,226	650,000
Oriental Group ⁽³⁾	Freight service charges payable by the Group	7,000	4,508	7,000
	Construction cost on quarter, storage building and other assets	6,000	106	6,000
	Sale of fuel, lubricants and spare parts by the Group	500	210	500
R.H. Forest Corporation Sdn Bhd	Land premium payable by the Group ⁽⁴⁾ & ⁽⁵⁾	9,000	6,080	9,000
Rejang Height Sdn Bhd	Land premium payable by the Group ⁽⁴⁾	4,500	2,609	4,500
Wealth Houses Development Sdn Bhd	Land premium payable by the Group ⁽⁴⁾	3,000	951	3,000
R H Selangau Palm Oil Mill Sdn Bhd	Sale of fresh fruit bunches by the Group	5,000	-	5,000
Rimbunan Hijau Auto Services Sdn Bhd	Purchase of motor vehicles by the Group for operational use	2,000	2,579	3,500
Rimbunan Hijau General Trading Group ⁽⁶⁾	Purchase of fuel, lubricant and spare parts by the Group	6,000	4,089	6,000
Palm Biolab Sdn Bhd	Biolab testing fees payable by the Group	200	195	300
Total:		693,200	356,553	694,800

Notes to Table A:

1. Actual value transacted from 28 November 2024 (the date of the last AGM) up to 30 September 2025, being the latest practicable date prior to printing of this Circular.
2. The Estimated Value from 28 November 2025 (the date of the 65th AGM) up to the next AGM is based on information available at the point of estimation and is subject to changes.
3. Oriental Group comprises Oriental Evermore Sdn Bhd and its wholly-owned subsidiaries, Empayar Semarak Sdn Bhd, Globular Sdn Bhd, Trans-Allied Sdn Bhd and Moverstar (M) Sdn Bhd.
4. Lease period exceeding 3 years, but payment of land premium is based on monthly sales of fresh fruit bunches produced from the land.
5. Lease period exceeding 3 years, but payment of land premium is based on monthly production volume of merchantable planted timber harvested from the land.
6. Rimbunan Hijau General Trading Group comprises Rimbunan Hijau General Trading Sdn Bhd and its wholly-owned subsidiary, Kejuruteraan Utama Sentiasa Sdn Bhd.

2.4 Deviation where the Actual Value exceeds the Estimated Value by 10% or more

The actual value of the transaction with Rimbunan Hijau Auto Services Sdn Bhd up to 1 October 2025 amounted to RM2,579,206, exceeding the estimated value of RM2,000,000 by more than 10%. The variance was mainly due to the replacement of the companies' fleet within the Group.

This deviation was announced to Bursa Malaysia on 2 October 2025.

2.5 Amount Due and Owing by Related Parties

As at 30 June 2025, there were no amounts due and owing to the Group which exceeded the credit term.

2.6 Rationale and Benefits of RRPT

It is envisaged that in the ordinary course of business, transactions of revenue or trading nature between companies within the Group and the Related Parties are likely to occur from time to time.

The Proposed Shareholders' Mandate is intended to facilitate the Companies within the Group to pursue business opportunities which are time-sensitive in nature and to eliminate the need to convene separate general meetings on a case to case basis before entering into such RRPT. This will substantially reduce the administrative time and expenses associated with the convening of general meetings on an ad-hoc basis and allow the Company to channel resources towards attaining other corporate objectives.

The Group is able to secure the products and services from the Related Parties with the desired capability and capacity to meet the Group's requirements. Additionally, the Related Parties have been reliable suppliers and/or customers of the Group for many years and the Group has benefited in terms of competitive pricing and business efficiency.

2.7 Methods and Procedures

The Group has established the following methods and procedures to ensure that the RRPT are undertaken on arm's length basis on terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of the Company: -

- (i) A list of Related Parties is circulated to the Management within the Group to notify them that all RRPT are to be undertaken at arm's length basis and on normal commercial terms.
- (ii) The thresholds for the approval of RRPT within Group are as follows:-

Authority Limit	Approving Authority
RM3,000,000 or less*	- Any two of the Executive Directors
More than RM3,000,000	- Audit Committee

** Transaction of RM3,000,000 or less involving the interest of the Executive Directors or person connected with them would be approved by the Audit Committee.*

- (iii) Records will be maintained to capture all RRPT. The Accounts Department monitors actual value transacted of each RRPT. The Company will announce to Bursa Malaysia in the event the actual value exceeds 10% or more of the estimated value disclosed in the Circular.
- (iv) The transaction prices, terms and conditions on purchases and sales will be determined by market forces, under similar commercial terms for transactions with third parties which depend on demand and supply of the products and subject to the availability of the products in the market. At least 2 other contemporaneous transactions with unrelated third parties for similar products and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces and/or quantities.

- (v) In the event quotation or comparative pricing from unrelated third parties cannot be obtained, the Board and Audit Committee will:
 - (a) either rely on the management's market knowledge of prevailing industry norms taking into account the urgency of the transactions to be entered into and efficiency and reliability of the supplier or service provider; or
 - (b) use cost plus method in the determination of fair price or contract rates. This method determines the arm's length price or rate by adding an appropriate mark-up to the cost of production. The appropriate mark-up is the percentage earned based on the industry standard, where applicable, or companies on unrelated party transactions which are similar to the Related Party Transaction.
- (vi) The internal audit department shall review the RRPT entered into pursuant to the shareholders' mandate to ensure that the procedures in respect of such transactions are adhered to. The Audit Committee shall review the internal audit reports on RRPT to ascertain that the established procedures for monitoring the RRPT are complied with.
- (vii) The Audit Committee has the overall responsibility of determining the methods and procedures. Such review methods and procedures may be modified, supplemented or replaced from time to time by the Audit Committee.
- (viii) Where a member of the Board or Audit Committee has interest in the RRPT, he shall declare the nature of his interest and abstain from deliberation and voting in respect of such RRPT.

2.8 Disclosure

Disclosure will be made in accordance with the Listing Requirements in the annual report of the Company of the aggregate value of the RRPT conducted pursuant to Proposed Shareholders' Mandate during the financial year ending 30 June 2026.

2.9 Audit Committee Statements

The members of the Audit Committee as at the date of this Circular are as follows:-

		<u>Designation</u>	<u>Directorship</u>
1.	Yong Voon Kar	Chairman	Independent Non-Executive Director
2.	Dato' Wong Lee Yun	Member	Non-Independent Non-Executive Director
3.	Tuan Haji Ikhwan Bin Zaidel	Member	Independent Non-Executive Director

The Audit Committee has seen and reviewed the procedures mentioned in Section 2.7 above and is of the view that:

- (i) the said procedures are sufficient to ensure that the RRPT as set out in Table A Section 2.3 of this Circular are not more favorable to the Related Party than those generally available to the public and hence are not to the detriment of the minority shareholders; and
- (ii) the Group has in place adequate procedures to monitor, track and identify RRPT in a timely and orderly manner and such procedures and processes are reviewed on a yearly basis.

2.10 Validity Period of the Proposed Shareholders' Mandate for RRPT

The Proposed Shareholders' Mandate for RRPT, if approved by the shareholders at the forthcoming 65th AGM, will take effect from the date of passing the ordinary resolution pertaining to the Proposed Shareholders' Mandate for RRPT at the 65th AGM and continue in force until:

- (i) the conclusion of the next 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 Annual General Meeting 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.

3. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

The interested directors, namely Dato' Sri Dr Tiong Ik King, Mdm Tiong Choon, Datuk Wira Tiong Chiong Hee and Ms Clara Tiong Siew Ee have abstained and will abstain from deliberation and voting on the relevant resolution regarding the Proposed Shareholders' Mandate for RRPT at the Board Meeting. The aforesaid interested directors, and the interested major shareholders, namely Tiong Toh Siong Holdings Sdn Bhd and Tan Sri Datuk Sir Tiong Hiew King and all persons connected with them will abstain from voting in respect of their direct and/or indirect interests in the Company at the 65th AGM approving the resolution on the Proposed Shareholders' Mandate for RRPT. In addition, the interested directors and interested major shareholders have undertaken that they will ensure that the persons connected with them will abstain from voting in respect of their direct and/or indirect interests in the Company at the 65th AGM approving the resolution on the Proposed Shareholders' Mandate for RRPT. Save as disclosed herein, none of the other directors and major shareholders and/or person connected with them, has any interest, direct or indirect, in the Proposed Shareholders' Mandate for RRPT.

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The direct and indirect shareholdings of the interested directors, interested major shareholders and persons connected with them in the Company as at 30 September 2025 were as follows: -

	No. of shares held			
	Direct	%	Indirect	%
Directors of the Company				
Dato' Sri Dr Tiong Ik King	341,790	0.04	-	-
Tiong Choon	-	-	1,432,428 (a)	0.15
Datuk Wira Tiong Chiong Hee	-	-	130,000 (b)	0.01
Clara Tiong Siew Ee	-	-	795,936(c)	0.08
Director of the Subsidiary				
Datuk Tiong Thai King	3,600,135	0.37	130,000 (b)	0.01
Major Shareholders of the Company				
Tiong Toh Siong Holdings Sdn Bhd	208,730,471	21.56	943,545 (d)	0.10
Tan Sri Datuk Sir Tiong Hiew King	8,871,408	0.92	283,257,149 (e)	29.26
Persons Connected				
Puan Sri Datin Ngu Yui Chuo ¹	172,542	0.02	-	-
Tiong Chiong Ong ²	2,920,896	0.30	-	-
The late Tiong Chiong Hoo ²	45,936	0.01	-	-
Dato' Tiong Ing ³	1,249,220	0.13	16,000 (f)	0.00
Tiong Ching ³	661,500	0.07	-	-
Tiong Chiew ³	706,889	0.07	-	-
Ko Yeu Ying ⁴	1,432,428	0.15	-	-
Dato' James Tai Cheong @ Tai Chiong ⁴	16,000	0.00	-	-
Tiong Toh Siong & Sons Sdn Bhd ⁵	943,545	0.10	-	-
Tiong Toh Siong Enterprises Sdn Bhd ⁵	50,449,008	5.21	-	-
Teck Sing Lik Enterprise Sdn Bhd ⁵	1,270,080	0.13	50,449,008 (g)	5.21
Pertumbuhan Abadi Asia Sdn Bhd ⁵	21,864,045	2.26	-	-
Fatherland Enterprise Sdn Bhd ⁶	130,000	0.01	-	-
Hoojin Holding Sdn Bhd ⁷	750,000	0.08	-	-

Notes:

- (a) Deemed interested in shares held by her spouse, Ko Yue Ying.
- (b) Deemed interested in shares held by Fatherland Enterprise Sdn Bhd.
- (c) Deemed interested in shares held by the late Tiong Chiong Hoo and Hoojin Holding Sdn Bhd.
- (d) Deemed interested in shares held by Tiong Toh Siong & Sons Sdn Bhd.
- (e) Deemed interested in shares held by Tiong Toh Siong Holdings Sdn Bhd, Tiong Toh Siong & Sons Sdn Bhd, Tiong Toh Siong Enterprises Sdn Bhd, Teck Sing Lik Enterprise Sdn Bhd and Pertumbuhan Abadi Asia Sdn Bhd.
- (f) Deemed interested in shares held by her spouse, Dato' James Tai Cheong @ Tai Chiong.
- (g) Deemed interested in shares held by Tiong Toh Siong Enterprises Sdn Bhd.
1. Wife of major shareholder, Tan Sri Datuk Sir Tiong Hiew King (TSTHK).
 2. Son of TSTHK.
 3. Daughter of TSTHK.
 4. Son-in-law of TSTHK.
 5. Company in which TSTHK has substantial interests.
 6. Company in which Datuk Tiong Thai King and Datuk Wira Tiong Chiong Hee have substantial interests.
 7. Company in which Clara Tiong Siew Ee has deemed interest by virtue of Section 8(4) and Section 8(6) of the Companies Act 2016 .

4. APPROVAL REQUIRED

The Proposed Shareholders' Mandate for RRPT is subject to the approval of the shareholders of the Company at the forthcoming 65th AGM.

5. DIRECTORS' RECOMMENDATION

The Board, with the exception of Dato' Sri Dr Tiong Ik King, Mdm Tiong Choon, Datuk Wira Tiong Chiong Hee and Ms Clara Tiong Siew Ee, having considered all the aspects of the Proposed Shareholder Mandate for RRPT, is of the opinion that the Proposed Shareholders' Mandate for RRPT is in the best interest of the Shareholders of the Company and the Group.

Accordingly, save for Dato' Sri Dr Tiong Ik King, Ms Tiong Choon, Datuk Wira Tiong Chiong Hee and Ms Clara Tiong Siew Ee, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate for RRPT to be tabled at the 65th AGM.

6. ANNUAL GENERAL MEETING

The 65th AGM of the Company will 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. for the purpose of considering and if thought fit, pass the ordinary resolutions set out in the Notice of the AGM which include the resolution on the Proposed Shareholders' Mandate for RRPT. An extract of the notice of AGM is enclosed in this Circular as Appendix II for your reference.

If you are unable to attend and vote in person at the AGM, you are requested to complete and deposit the proxy form at the Registered Office of the Company at No.1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak not later than 10.00 a.m. on Wednesday, 26 November 2025. The lodging of the proxy form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

7. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for additional information.

Yours faithfully

For and on behalf of the Board of Directors

Tan Sri Dato' Sri Mohamad Fuzi Bin Harun
Independent Non-Executive Chairman

NAME OF INTERESTED RELATED PARTIES, RELATIONSHIP AND NATURE OF THEIR INTERESTS IN THE RRPT

Transacting Related Party	Name of Interested Related Party and Relationship With the Company <i>Director of the Company (D)</i> <i>Director of Subsidiary (DS)</i> <i>Major shareholder of the Company (MS)</i> <i>Person Connected (PC)</i>	Nature of interest in the transacting Related Party			
		Director	Substantial Shareholder	Shareholding of Substantial Shareholder	
				Direct	Indirect
Borneo Edible Oils Sdn Bhd	Tiong Choon (D)* ³	✓	X	-	-
	Datuk Tiong Thai King (DS)* ⁴	✓	X	-	-
	Tan Sri Datuk Sir Tiong Hiew King (MS)* ¹	✓	✓	-	100%
	Rimbunan Hijau (Sarawak) Sdn Bhd (PC)	X	✓	90.18%	-
	Tiong Toh Siong Holdings Sdn Bhd (MS)	X	✓	9.82%	-
Oriental Group* ⁵	Clara Tiong Siew Ee (D)	✓	✓	-	100%
R.H. Forest Corporation Sdn Bhd	Tiong Choon (D)* ³	✓	X	-	-
	Datuk Tiong Thai King (DS)* ⁴	✓	X	-	-
	Tan Sri Datuk Sir Tiong Hiew King (MS)* ¹	✓	✓	0.50%	99.50%
	Tiong Toh Siong Holdings Sdn Bhd (MS)	X	✓	30.00%	-
	Teck Sing Lik Enterprise Sdn Bhd (PC)	X	✓	30.00%	-
	Pertumbuhan Abadi Asia Sdn Bhd (PC)	X	✓	39.50%	-
Rejang Height Sdn Bhd	Tiong Choon (D)* ³	✓	X	-	-
	Tan Sri Datuk Sir Tiong Hiew King (MS)* ¹	✓	✓	1.00%	99.00%
	Tiong Toh Siong Enterprises Sdn Bhd (PC)	X	✓	80.00%	-
	Pertumbuhan Abadi Asia Sdn Bhd (PC)	X	✓	15.00%	-
Wealth Houses Development Sdn Bhd	Tiong Choon (D)* ³	✓	X	-	-
	Tan Sri Datuk Sir Tiong Hiew King (MS)* ¹	X	✓	-	30.00%
	Pertumbuhan Abadi Asia Sdn Bhd (PC)	X	✓	30.00%	-
R H Selangau Palm Oil Mill Sdn Bhd	Dato' Sri Dr Tiong Ik King (D)* ⁴	✓	✓	19.38%	-
	Datuk Tiong Thai King (DS)* ^{2 & 4}	✓	✓	-	20.69%
	Biru-Hijau Enterprise Sdn Bhd (PC)	X	✓	20.69%	-
	Bring Rich Corporation Inc (PC)	X	✓	13.71%	-
	Priharta Development Sdn Bhd (PC)	X	✓	19.05%	-
	Tan Sri Datuk Sir Tiong Hiew King (MS)* ¹	X	X	1.80%	-
Rimbunan Hijau Auto Services Sdn Bhd	Dato' Sri Dr Tiong Ik King (D)* ⁴	X	✓	15.60%	-
	Datuk Wira Tiong Chiong Hee (D)* ²	✓	✓	-	30.00%
	Datuk Tiong Thai King (DS)* ^{2 & 4}	✓	✓	5.60%	30.00%
	Tan Sri Datuk Sir Tiong Hiew King (MS)* ¹	X	✓	-	22.00%
	Teck Sing Lik Enterprise Sdn Bhd (PC)	X	✓	22.00%	-
	Fatherland Enterprise Sdn Bhd (PC)	X	✓	30.00%	-
Rimbunan Hijau General Trading Group* ⁶	Tiong Choon (D)* ³	✓	X	-	-
	Datuk Tiong Thai King (DS)* ⁴	✓	X	-	-
	Tan Sri Datuk Sir Tiong Hiew King (MS)* ¹	✓	✓	2.46%	82.02%
	Tiong Toh Siong Holdings Sdn Bhd (MS)	X	✓	49.36%	-
	Rimbunan Hijau Southeast Asia Sdn Bhd (PC)	X	✓	23.30%	-
Palm Biolab Sdn Bhd	Datuk Wira Tiong Chiong Hee (D)* ²	✓	✓	-	100%
	Datuk Tiong Thai King (DS)* ^{2 & 4}	✓	✓	-	100%
	Palmgroup Holdings Sdn Bhd (PC)	X	✓	100%	-

Notes:

*¹ Deemed interested through Tiong Toh Siong Holdings Sdn Bhd and/or Teck Sing Lik Enterprise Sdn Bhd, Pertumbuhan Abadi Asia Sdn Bhd, Tiong Toh Siong Enterprises Sdn Bhd, Rimbunan Hijau Southeast Asia Sdn Bhd and Rimbunan Hijau (Sarawak) Sdn Bhd.

*² Deemed interested through Fatherland Enterprise Sdn Bhd or Palmgroup Holdings Sdn Bhd.

*³ Daughter of major shareholder, Tan Sri Datuk Sir Tiong Hiew King.

*⁴ Brother of major shareholder, Tan Sri Datuk Sir Tiong Hiew King.

*⁵ Oriental Group comprises Oriental Evermore Sdn Bhd and its wholly-owned subsidiaries, Empayar Semarak Sdn Bhd, Globular Sdn Bhd, Trans-Allied Sdn Bhd and Moverstar (M) Sdn Bhd.

*⁶ Rimbunan Hijau General Trading Group comprises Rimbunan Hijau General Trading Sdn Bhd and its wholly-owned subsidiary, Kejuruteraan Utama Sentiasa Sdn Bhd.

PART B

**SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED
AUTHORITY FOR THE COMPANY
TO PURCHASE ITS OWN SHARES**



JAYA TIASA HOLDINGS BERHAD
Registration No. 196001000095 (3751-V)
(Incorporated in Malaysia)

SHARE BUY-BACK STATEMENT

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

1. INTRODUCTION

On 23 October 2025, the Board announced the Company's intention to seek shareholders' approval for the Proposed Share Buy-Back authority.

The purpose of this Statement is to provide you with the relevant information regarding the Proposed Share Buy-Back and to seek your approval for the ordinary resolution pertaining to the proposal which will be tabled at the 65th Annual General Meeting ("AGM").

This resolution, if passed, will reinstate the authority for the Company to undertake share buy-back activities which had lapsed in 2022 and had not been renewed for three (3) consecutive years from 2022 to 2024.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

Any purchases or acquisitions of its own shares by the Company would have to be made in accordance with, and in the manner prescribed by the Act and the Listing Requirements and such other laws and regulations as may for the time being be applicable.

The Board of Directors proposes to seek your approval for the authority for the Company to purchase and/or hold from time to time and at any time up to a maximum of 10% of the total number of issued shares of the Company for the time being quoted on Bursa Malaysia through stockbrokers. Based on the total issued ordinary share capital of the Company as at the latest practicable date of 30 September 2025 ("LPD"), the maximum number of Shares that may be purchased by the Company is 97,371,700 Shares (inclusive of all Shares which have been previously bought-back and retained as treasury shares).

The cumulative total number of treasury shares as at the LPD was 5,727,000 representing 0.59% of the issued capital of the Company.

The authority for share buy-back, if approved by the shareholders at the forthcoming 65th AGM, shall be effective upon the passing of the ordinary resolution for the Proposed Share Buy-Back and will remain in force until the next AGM of the Company (whereupon it will lapse, unless renewed at a general meeting), or until it is varied or revoked by the Company in a general meeting (if so varied or revoked prior to the next AGM), whichever occurs first.

The Directors may deal with the Shares bought back in the following manner:-

- (i) cancel the shares so purchased; or
- (ii) 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) retain a portion of the purchased shares as treasury shares and cancel the remainder.

Appropriate announcement will be made to Bursa Malaysia when the Directors execute the Proposed Share Buy-Back and intend to retain the Shares purchased as treasury shares or cancel Shares purchased or a combination of both, and subsequent distribution, resell, transfer or cancellation of treasury shares.

2.1 Funding and Retained Profits

The Proposed Share Buy-Back will be financed through internally generated funds.

The maximum fund allocated for the purchase of Shares shall not exceed the total retained profits of the Company for the time being. The audited retained profits of the Company as at 30 June 2025 was RM 468,859,000.

2.2 Public Shareholding Spread

As at the LPD, the public shareholding spread of the Company was 62.50%.

Your Directors will ensure that the Company complies with the twenty-five percent (25%) public shareholding as required by Bursa Malaysia and will not buy back Shares if the purchase would result in the public shareholding spread requirement not being met.

2.3 Rationale and Risk Assessment

The Proposed Share Buy-Back, if executed, is expected to potentially benefit the Company and its shareholders as follows:

- enhance the EPS of the Company and/or the Group (in the case where the Directors resolve to cancel the purchased Shares and/or retain the purchased Shares as treasury shares and the treasury shares are not subsequently resold), and thereby long term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company;
- if the purchased Shares are kept as treasury shares, it will give the Directors an option to sell the purchased Shares at a higher price and therefore make an exceptional gain for the Company. Alternatively, the purchased Shares can be distributed as share dividends to reward shareholders; and
- the Company may be able to reduce any unwarranted volatility of its Shares, stabilise the supply, demand and price of its Shares in the open market, thereby supporting the fundamental value of its Shares.

The Proposed Share Buy-Back is not expected to have any potential material disadvantage to the Company and its shareholders as it will be exercised only after in-depth consideration of the financial resources of the Group.

Nonetheless, the funds used for the purchase of Shares will reduce the financial resources of the Group which may result in the Group foregoing other investment opportunities that may emerge in the future and may also reduce the amount of resources available for distribution in the form of cash dividends to shareholders of the Company.

However, the financial resources of the Group may increase in the event the purchased Shares held as treasury shares are subsequently resold at prices higher than the purchase prices.

2.4 Purchase of Shares and Resale, Transfer or Cancellation of Treasury Shares in the Preceding 12 Months

In the past twelve (12) months preceding the LPD, the Company has not purchased or cancelled its own shares or resold and/or transferred any of its treasury shares.

The last purchase of shares was undertaken on 27 February 2017. As at LPD, the Company holds 5,727,000 treasury shares.

3. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

Based on the assumption that the Proposed Share Buy-Back is carried out in full, the effect of the Proposed Share Buy-Back on the share capital, NA, EPS, working capital and cash flow of the Company are as set out below:-

3.1 Share Capital

The Proposed Share Buy-Back will not have any effect on the issued and paid-up share capital of the Company if all the shares purchased are retained as treasury shares, but the rights attaching to the treasury shares as to voting, dividends and participation in the other distribution will be suspended. While these Shares remain as treasury shares, the Act prohibits the taking into account of such Shares in calculating the number or percentage of Shares in the Company for any purpose whatsoever including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the results of votes on resolutions.

The pro forma effect of the Proposed Share Buy-Back on the issued share capital of the Company as at the LPD, assuming the repurchased Shares representing 10% of the issued share capital are cancelled, are illustrated below:

	Number of Shares
Number of issued Shares as at the LPD	973,717,797
Maximum number of Shares which may be repurchased and cancelled	97,371,700
	<hr/>
Resultant Shares after cancellation	876,346,097
	<hr/> <hr/>

3.2 NA per Share and EPS

The NA per share of the Company and the Group may increase or decrease, depending on the purchase prices of the Shares to be bought back by the Company. Should the purchase prices exceed the existing NA per Share, the NA of the remaining Shares should decrease accordingly. And conversely, should the purchase price be lower than the existing NA per Share, the resultant NA per Share should increase accordingly.

The effective reduction in the issued share capital of the Company pursuant to the Proposed Share Buy-Back would generally, all else being equal, increase the consolidated EPS of the Company and/or the Group. However, the Proposed Share Buy-Back, if exercised, is not expected to have any material effect on the NA per share and EPS of the Company and/or the Group for the financial year ending 30 June 2026.

3.3 Working Capital and Cash Flow

Although the Proposed Share Buy-Back will reduce the working capital of the Company to the extent of the amount of funds utilised for the purchase of the Company's Shares, it is not expected to have a material effect on the working capital of the Company.

The Group's cash flow may be affected as any purchase of Shares will reduce the Group's cash flow. The level of reduction will depend on, inter-alia, the actual number of Shares that may be purchased and their purchase prices at the relevant point of time during the period of the Proposed Share Buy-Back.

4. SUBSTANTIAL SHAREHOLDERS' AND DIRECTORS' SHAREHOLDINGS

If the Proposed Share Buy-Back is implemented and there is no change in the number of Shares held by the Directors and Substantial Shareholders as at the LPD, the pro forma effects before and after the Proposed Share Buy-Back on the percentage shareholdings of the Directors and Substantial Shareholders are set out below.

	As at LPD				After full implementation of Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Substantial Shareholders								
Tan Sri Datuk Sir Tiong Hiew King	8,871,408	0.92	283,257,149 ^(a)	29.26	8,871,408	1.01	283,257,149 ^(a)	32.32
Tiong Toh Siong Holdings Sdn. Bhd.	208,730,471	21.56	943,545 ^(b)	0.10	208,730,471	23.82	943,545 ^(b)	0.11
Genine Chain Limited	58,146,264	6.01	-	-	58,146,264	6.64	-	-
Tiong Toh Siong Enterprises Sdn. Bhd.	50,449,008	5.21	-	-	50,449,008	5.76	-	-
Teck Sing Lik Enterprise Sdn. Bhd.	1,270,080	0.13	50,449,008 ^(c)	5.21	1,270,080	0.14	50,449,008 ^(c)	5.76
Directors								
Dato' Jin Kee Mou	123,825	0.01	-	-	123,825	0.01	-	-
Datuk Wira Tiong Chiong Hee	-	-	130,000 ^(d)	0.01	-	-	130,000 ^(d)	0.02
Clara Tiong Siew Ee	-	-	795,936 ^(e)	0.08	-	-	795,936 ^(e)	0.09
Dato' Sri Dr Tiong Ik King	341,790	0.04	-	-	341,790	0.04	-	-
Tiong Choon	-	-	1,432,428 ^(f)	0.15	-	-	1,432,428 ^(f)	0.16

Notes:

- Deemed interested in shares held by Tiong Toh Siong Holdings Sdn Bhd, Tiong Toh Siong & Sons Sdn Bhd, Tiong Toh Siong Enterprises Sdn Bhd, Teck Sing Lik Enterprise Sdn Bhd and Pertumbuhan Abadi Asia Sdn Bhd by virtue of Section 8(4) of the Companies Act 2016 ("Act").
- Deemed interested in shares held by Tiong Toh Siong & Sons Sdn Bhd by virtue of Section 8(4) of the Act.
- Deemed interested in shares held by Tiong Toh Siong Enterprises Sdn Bhd by virtue of Section 8(4) of the Act.
- Deemed interested in shares held by Fatherland Enterprise Sdn Bhd by virtue of Section 8(4) of the Act.
- Deemed interested in shares held by the late Tiong Chiong Hoo and Hoojin Holding Sdn Bhd by virtue of Section 8(6) of the Act.
- Deemed interested in shares held by her spouse by virtue of Section 59(11)(c) of the Act.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest market price of JTH Shares as traded on the Bursa Malaysia for the past twelve (12) months from October 2024 to September 2025 are set out below:-

	High RM	Low RM
2024		
October	1.26	1.07
November	1.35	1.11
December	1.53	1.26
2025		
January	1.33	1.18
February	1.37	1.23
March	1.27	1.09
April	1.22	0.995
May	1.20	1.08
June	1.15	1.03
July	1.25	1.08
August	1.29	1.13
September	1.21	1.13

The last transacted price on LPD was RM1.18.

6. IMPLICATIONS RELATING TO THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2016 (“THE CODE”)

It is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory general offer under the Code by any of the Directors and Substantial Shareholders and parties acting in concert with them.

The Board is mindful of the requirements of the Code when making any purchase of Shares pursuant to the Proposed Share Buy-Back authority and will ensure that only such number of Shares will be purchased so as not to trigger the mandatory general offer obligation under the Code. In the event the Proposed Share Buy-Back would result in the substantial shareholders and/or parties acting in concert with them incurring a mandatory general offer obligation under the Code, approvals would be sought from the Securities Commission for the exemption under Practice Note 2.9.10 of the Code, subject to certain conditions (as set out in the Practice Note of the Code) being met since the increase in their shareholdings is inadvertent and is a result of action that is outside their direct participation.

7. DIRECTORS’ AND MAJOR SHAREHOLDERS’ INTERESTS

None of the Directors, Major Shareholders and persons connected with them has any interest, direct or indirect, in the Proposed Share Buy-Back and the resale of treasury shares, if any.

8. APPROVAL REQUIRED

The Proposed Share Buy-Back is subject to the approval of the shareholders of the Company at the forthcoming 65th AGM.

9. DIRECTORS’ RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company.

The Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the 65th AGM to be held on 28 November 2025.

10. ANNUAL GENERAL MEETING

The 65th AGM of the Company will 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. for the purpose of considering and if thought fit, pass the ordinary resolutions on the business of the AGM which include resolutions on the Proposed Share Buy-Back. An extract of the notice of AGM is enclosed in this Circular as Appendix II for your reference.

If you are unable to attend and vote in person at the AGM, you are requested to complete and deposit the proxy form which is enclosed in the Annual Report 2025 at the Registered Office of the Company at No.1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak not less than forty-eight (48) hours before the time set for the AGM or any adjournment thereof. The lodging of the proxy form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

11. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for additional information.

Yours faithfully
for and on behalf of the Board
JAYA TIASA HOLDINGS BERHAD

TAN SRI DATO’ SRI MOHAMAD FUZI BIN HARUN
Independent Non-Executive Chairman

ADDITIONAL INFORMATION

1. Directors' Responsibility Statement

This Circular has been seen and approved by the Directors of the Company who collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. Material Contracts

Save as disclosed below, the Company and its subsidiaries have not entered into any contract which is or may be material other than contracts entered into in the ordinary course of business during the two (2) years preceding the date of this Circular.

On 30 May 2025, Jaya Tiasa Property Sdn Bhd, a wholly-owned subsidiary of Jaya Tiasa Holdings Berhad, entered into a conditional Sale and Purchase Agreement ("SPA") with Yemas Development Sdn Bhd for the acquisition of four (4) parcels of leasehold lands located in the Sibu Town District. The acquisition comprises three residential leasehold lands approved for mixed development and one vacant leasehold land, for a total purchase consideration of RM100,000,000.00. All conditions precedent as outlined in the SPA have been duly fulfilled. Full ownership and transfer of all the lands were successfully secured by Jaya Tiasa Property Sdn Bhd on 23 July 2025.

3. Material Litigation

Neither the Company nor any of its subsidiary companies is engaged in any material litigation, claims or arbitration either as a plaintiff or defendant, and the Directors are not aware of any proceedings, pending or threatened, against the Company and its subsidiaries or of any fact likely to give rise to any proceedings which might materially or adversely affect the position or business of the Company and its subsidiaries.

4. Documents for Inspection

Copies of the following documents are available for inspection during normal business hours at the Registered Office of the Company at No.1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak from the date of this Circular up to and including the date of the 65th AGM:-

- (i) The Constitution of the Company;
- (ii) The audited financial statements of the Company for the two (2) financial years ended 30 June 2024 and 30 June 2025; and
- (iii) The material contract referred to in Section 2 above.

EXTRACT OF NOTICE OF THE 65TH ANNUAL GENERAL MEETING

**JAYA TIASA HOLDINGS BERHAD**

Registration No. 196001000095 (3751-V)
(Incorporated in Malaysia)

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 Sibu, Sarawak on Friday, 28 November 2025 at 10.00 a.m. for the following purposes:-

AS SPECIAL BUSINESS

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

(I) PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"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."

(II) PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

"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:

- (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 to be 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.”