

JAYA TIASA HOLDINGS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 62nd Annual General Meeting of the Company will be held on a fully virtual basis via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657) provided by Boardroom Share Registrars Sdn Bhd on Friday, 25 November 2022 at 10.00 a.m. for the following purposes:-

A G E N D A

AS ORDINARY BUSINESS

- 1 To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Note C 1)
- 2 To re-elect the following Directors retiring pursuant to Article 81 of the Company's Constitution:-
 - i. Mr Tiong Chiong Hee Resolution 1
 - ii. Dato' Wong Lee Yun Resolution 2
 - iii. Mr Yong Voon Kar Resolution 3
- 3 To approve the payment of Directors' fees amounting to RM456,500 for the financial year ended 30 June 2022. Resolution 4
- 4 To approve the payment of Directors' benefits not exceeding RM400,000 in aggregate during the period from 26 November 2022 until the next Annual General Meeting of the Company. Resolution 5
- 5 To re-appoint Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 6

AS SPECIAL BUSINESS

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

- 6 **Continuing in office as Independent Non-Executive Director** Resolution 7
 "THAT approval be and is hereby given for Dato' Wong Lee Yun who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, to continue to be designated as an Independent Non-Executive Director of the Company until 31 May 2023."
- 7 **Proposed Renewal of the Existing Shareholder Mandate for Recurrent Related Party Transactions** Resolution 8
 "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 2.2 of the Circular to Shareholders dated 28 October 2022 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;
 AND THAT such mandate shall commence upon the passing of this resolution until:
 (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such authority will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholder Mandate is renewed; or
 (ii) the expiration of the period within which the next AGM of the Company is required by laws to be held; or
 (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;
 whichever occurs first.
 THAT the Directors of the Company be authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholder Mandate."
- 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
28 October 2022

Notes:

(A) FULLY VIRTUAL AGM

The 62nd AGM of the Company will be held on a fully virtual basis through live streaming and online remote voting by shareholders via the Remote Participation and Electronic Voting ("RPEV") Platform at <https://meeting.boardroomlimited.my>. The online meeting platform allows shareholders to attend and exercise their rights as a member to speak in the form of real time submission of typed texts and vote at the 62nd AGM remotely. Please refer to the Administrative Guide for details on registration to participate at our 62nd AGM and vote remotely via the RPEV Platform.

(B) PROXY AND VOTING

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on **18 November 2022** shall be entitled to attend the meeting or appoint proxy(ies) to attend, vote and speak on his/her behalf.
2. 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.
3. 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 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 2 proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
 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.
4. 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.
5. The proxy form may be made in hard copy or by electronic means as follows:
 - (i) **In hard copy form**
 The instrument appointing a proxy must be deposited at Boardroom Share Registrars Sdn Bhd, Ground Floor or 11th Floor, Menara Symphony, No.5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting, i.e. latest by **Wednesday 23 November 2022 at 10.00 a.m.**
 - (ii) **By electronic means**
 Alternatively, the instrument appointing a proxy can be deposited electronically (for individual shareholders only) through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or via email to bsr.helpdesk@boardroomlimited.com before the Proxy Form lodgement cut-off time as mentioned in (i) above.
6. 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.

(C) EXPLANATORY NOTES ON ORDINARY/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**
Resolutions No. 1, 2 and 3
 Mr Tiong Chiong Hee, Dato' Wong Lee Yun and Mr Yong Voon Kar (the "Retiring Directors") are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 62nd AGM.
 The Board had, through the Nomination Committee ("NC"), considered the performance and "fit and proper" assessment on the Retiring Directors, and concluded that they had effectively discharged their roles as Directors and were able to act in the best interest of the Company. The Board endorsed the NC's recommendation on the re-election of the Retiring Directors.
 The profiles of the Retiring Directors are set out in the Company's 2022 Annual Report.
3. **Directors' Fees and Benefits**
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 contract 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 Resolutions No. 4 and 5. The directors' benefits comprise meeting allowance payable as and when incurred and fixed allowances payable monthly.
4. **Continuing in office as Independent Director**
Resolution No. 7
 Dato' Wong Lee Yun was appointed as Independent Non-Executive Director on 21 June 2007.
 The Board has via the Nomination Committee conducted assessment of Dato' Wong Lee Yun who has served as Independent Non-Executive Director for a cumulative term of more than nine (9) years and recommended her to continue to be designated as Independent Non-Executive Director of the Company up to 31 May 2023 based on the following justifications:
 - Dato' Wong Lee Yun meets the criteria of "independence" as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, is able to bring independent and objective judgement on matters brought to the Board and Board Committees;
 - her relevant experience and expertise in investment banking and corporate advisory coupled with her diverse skill set enables her to provide invaluable contribution to the Board and Board Committees; and
 - she has discharged her duties diligently and always challenged management constructively. Her understanding of the Group's business operations gained over her tenure of service with the Company enables her to contribute effectively during Board and Board Committees meetings.
5. **Proposed Recurrent Related Party Transactions ("RRPT") Mandate**
Resolution No. 8
 Please refer to the Circular to Shareholders dated 28 October 2022 for information on the Ordinary Resolution No. 8 for the Proposed RRPT Mandate.

STATEMENT ACCOMPANYING NOTICE OF THE 62ND 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 62nd AGM.

PERSONAL DATA PRIVACY:

- By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 62nd AGM and/or any adjournment thereof, a shareholder of the Company:
- (i) consents to the collection, use and disclosure of the shareholder'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 62nd AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists and other documents relating to the 62nd AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing requirements, regulations and/or guidelines (collectively, the "Purposes");
 - (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 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.