



JAYA TIASA HOLDINGS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 64th Annual General Meeting of the Company will be held at the Auditorium, Ground Floor, No.62, Lorong Upper Lanang 10A, 96000 Sibul, Sarawak on Thursday, 28 November 2024 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 2024 together with the Reports of the Directors and Auditors thereon. | (Please refer to Note B1) |
| 2 To re-elect the following Directors retiring pursuant to Article 81 of the Company's Constitution:- | |
| i. Dato' Jin Kee Mou | Ordinary Resolution 1 |
| ii. Tiong Chiong Hee | Ordinary Resolution 2 |
| iii. Clara Tiong Siew Ee | Ordinary Resolution 3 |
| 3 To approve the payment of Directors' fees amounting to RM740,000 for the financial year ended 30 June 2024. | Ordinary Resolution 4 |
| 4 To approve the payment of Directors' benefits not exceeding RM400,000 in aggregate during the period from 29 November 2024 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 Resolution:-

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| 6 <u>Proposed Renewal of the Existing Shareholder Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature</u> | Ordinary Resolution 7 |
| <p>“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 2024 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.”</p> | |
| 7 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 2024

Notes:

(A) PROXY AND VOTING

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on **21 November 2024** 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.
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 specifies the proportions of his shareholdings to be represented by each proxy.
3. 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 must be deposited at the Company's Registered Office at No. 1-9, Pusat Suria Permatas, Lorong Upper Lanang 10A, 96000 Sibul, Sarawak not less than forty-eight (48) hours before the time for holding the meeting, i.e. latest by **Tuesday 26 November 2024 at 10.00 a.m.**
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.

(B) 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 of the Directors shall retire from office and an election of directors shall take place. Each director shall retire from office once at least in every three years but shall be eligible for re-election.

Dato' Jin Kee Mou, Mr Tiong Chiong Hee and Ms Clara Tiong Siew Ee are retiring pursuant to Article 81 and being eligible, have offered themselves for re-election at the 64th AGM.

The Board had, through the Nomination Committee (“NC”), considered the performance of the retiring Directors as well as “fit and proper” assessment on them, and concluded that they had effectively discharged their roles as Directors and were able to continue 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 2024 Annual Report.

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 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 Ordinary Resolutions No. 4 and 5 respectively. The directors' benefits comprise meeting allowance payable as and when incurred and fixed allowances payable monthly.

4. Proposed Shareholder Mandate for the Recurrent Related Party Transactions (“RRPT”)

Ordinary Resolution No. 7

Please refer to the Circular to Shareholders dated 30 October 2024 for information on the Ordinary Resolution No. 7 for the Proposed Shareholder Mandate on RRPT.

STATEMENT ACCOMPANYING NOTICE OF THE 64TH 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 64th AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies), the Proxy Authorisation Documents, a Power of Attorney and/or other documents appointing representative(s) to attend, participate, speak and vote at the 64th 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 64th AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists and other documents relating to the 64th 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.