

JAYA TIASA HOLDINGS BERHAD

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

AGENDA

- AS ORDINARY BUSINESS
 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)

Ordinary Resolution 1

Ordinary Resolution 2 Ordinary Resolution 3

Ordinary Resolution 8

- 2 To re-elect the following Directors retiring pursuant to Article 81 of the Company's Constitution:
- Tan Sri Dato' Sri Mohamad Fuzi Bin H
- Wong Lee
- iii. Mr Yong Voon Kar
- To approve the payment of Directors' fees amounting to RM740,000 for the financial year ended 30 June 2025.

 4 To approve the payment of Directors' benefits not exceeding RM400,000 in aggregate during the period from 29 Ordinary Resolution 5 November 2025 until the next Annual General Meeting of the Company.
- 5 To re-appoint Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS To consider and if thought fit, pass the following Ordinary Resolutions:

Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Ordinary Resolution 7

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

6 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;

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' Mandale.*

AND THAT the Directors of the Company to Buttonsed to do an activation and the State State

- 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

30 October 2025

- 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.

 (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. 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 Securities 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, Pussal 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 th

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.

(PLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS Audited Financial Statements
Agenda 1 on the 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.

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.

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 sha

Ordinary Resolutions No. 4 and 5 respectively. The directors benefits include meeting allowances payable as and when incurred as well as fixed monthly allowances.

Proposed Shareholder 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.

Proposed Authority for the Company to Purchase Its Own Shares

Ordinary Resolution No. 3

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 DirectorsNo 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 bas 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 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 Company (or its agents or service providers) of the personal data of such proxy(ies), attorney(ies) and/or representative(s) for the Company (or its agents or service providers) of the personal data of such proxy(ies), attorney(ies) and/or representative(s) for the Company (or its agents or service providers) of the personal data of such proxy(ies), attorney(ies) and/or representative(s) for the Company (or its agents or servi