

JATI TINGGI GROUP BERHAD
Registration No. 202101043655 (1443955-H)
(Incorporated in Malaysia)

MINUTES OF THE SECOND ANNUAL GENERAL MEETING OF JATI TINGGI GROUP BERHAD (“**JTG**” OR “**THE COMPANY**”) HELD FULLY VIRTUAL THROUGH ONLINE MEETING PLATFORM AT [HTTPS://MEETING.BOARDROOMLIMITED.MY](https://meeting.boardroomlimited.my) PROVIDED BY BOARDROOM SHARE REGISTRARS SDN BHD ON FRIDAY, 31 MAY 2024 AT 3.00 P.M.

PRESENT:-

DIRECTORS

Datuk Ir. Mohd Aminuddin Bin Mohd Amin	- Chairman, also a Shareholder and proxy for shareholders set out in the Attendance Summary attached
Dato' Seri Lim Yeong Seong	- Also a Shareholder
Mr Chin Jiunn Shyong	- Also a Shareholder
Dato' Ir. Lim Yew Soon	- Also a Shareholder
Madam Loo May Len	- Also a Shareholder
Madam Poon Lai Kit	- Also a Shareholder
Dato' Che Nazli Binti Jaapar	
Dato' Sri Dr Mohd Nizom Bin Sairi	

IN ATTENDANCE

Ms Tai Yuen Ling	- Company Secretary
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BY INVITATION

Mr David Lee	- Chief Financial Officer
Ms Vivien Hooi Wye Ping	- Representing TA Securities Holdings Berhad
Mr Chin Wai Kit	- Representing TA Securities Holdings Berhad
Ms Yee Peili	- Representing TA Securities Holdings Berhad
Mr Chong Wei-Chnoong	- Representing Crowe Malaysia PLT
Mr She Hai Ing	- Representing Crowe Malaysia PLT

Note:

All participants participated vide video conferencing

The list of shareholders and proxies who attended the Meeting is set out in the Attendance Lists attached and shall form an integral part of this Minutes.

1. OPENING BY CHAIRMAN

The Chairman, Datuk Ir. Mohd Aminuddin Bin Mohd Amin, extended a warm welcome to the shareholders and proxies present at the Company's Second Annual General Meeting ("2nd AGM"), being the first virtual Annual General Meeting ("AGM") following the listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") on 20 December 2023.

The Chairman informed that the 2nd AGM is conducted entirely on a fully virtual basis through live streaming and online remote participation by using Remote Participation and Electronic Voting Facilities ("RPEV"), in compliance with Section 327 of the Companies Act 2016 ("Act"). The Chairman shall be at the main venue of the AGM, and allows the AGM to be held at more than one venue using any instantaneous telecommunication device that allows Members to participate in the Meeting.

2. INTRODUCTION OF BOARD MEMBERS

The Meeting was informed that the Board of Directors, Senior Management Team, Company Secretary and the representatives of TA Securities Holdings Berhad and External Auditors, Crowe Malaysia PLT participating in the Meeting via the online meeting platform. The Chairman then introduced the Board of Directors, Senior Management Team, Company Secretary, TA Securities Holdings Berhad and the External Auditors to the Meeting. The Chairman also informed the Meeting that in the event that his internet connection is poor, Dato' Seri Lim Yeong Seong, the Managing Director of the Company will be appointed to chair the Meeting.

The Meeting was also informed that attendance of the 2nd AGM is restricted to shareholders, proxies, authorised representatives of corporate shareholders and participants who are authorized to join the AGM and any visual or audio recording whilst the 2nd AGM is conducted is strictly prohibited unless prior written consent from the Company has been obtained.

The Meeting was reminded that the quality of the connectivity to the virtual meeting portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and stability of the internet connection available at the location of the remote users.

3. NOTICE

The Meeting noted that the Company had on 29 March 2024 issued the Notice of the 2nd AGM. The Notice of the Meeting, having been circulated within the stipulated time frame, was taken as read.

4. QUORUM & SUMMARY OF PROXIES RECEIVED

The Company Secretary informed that based on the report from Boardroom Share Registrars Sdn Bhd, the Company had received in total 16 proxy forms from the shareholders for a total of 3,374,200 ordinary shares representing 0.86% of the total number of issued shares representing the issued share capital of the Company.

Out of those, there were 13 shareholders who have appointed the Chairman of the Meeting as their proxy to vote on their behalf and the shares so represented stood at 3,364,000, representing 0.86% of the total number of issued shares representing the issued share capital of the Company.

The Company Secretary confirmed that a quorum was present. With the requisite quorum being present, the Meeting was called to order at 3.07 p.m.

5. VOTING PROCEDURES

The Meeting noted that all resolutions set out in the Notice of the 2nd AGM must be voted by poll pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities. Accordingly, the Chairman directed that all the resolutions set forth in the Notice of the 2nd AGM be conducted by way of electronic polling.

The Chairman informed that the Company has appointed Boardroom Share Registrars Sdn Bhd to conduct the poll voting electronically and Sky Corporate Services Sdn Bhd as the scrutineer to verify the poll results.

The Chairman further informed that polling on all the resolutions will be conducted after the meeting has deliberated on all items on the agenda. However, the shareholders and proxies holders may vote before the voting session begins as the online RPEV system is accessible until such time to be announced later.

The Chairman further invited shareholders and proxies to raise questions in real time by submitting their questions via the messaging chat box and the Company will respond to the questions.

Shareholders were then briefed on the voting procedures by a representative of the poll administrator.

6. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2023

The Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 30 November 2023 together with the Reports of the Directors' and Auditors' thereon.

The Audited Financial Statements for the financial year ended 30 November 2023 together with the Reports of the Directors' and Auditors' having been circulated within the prescribed period was with the permission of the Meeting taken as read.

The Chairman informed that the Audited Financial Statements for the financial year ended 30 November 2023 tabled were meant for discussion only as the provision under Section 340 of the Act does not require approval of shareholders.

Thereafter, the Chairman went through each of the resolution set out in the Notice of Meeting.

7. DIRECTORS' FEES AND BENEFITS PAYABLE FOR THE FINANCIAL YEAR ENDING 30 NOVEMBER 2024

- *Ordinary Resolution 1*

The Chairman informed that Ordinary Resolution 1 was to approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiary of up to Ringgit Malaysia Six Hundred Forty-Seven Thousand and Four Hundred only (RM647,400.00) for the financial year ending 30 November 2024.

8. DIRECTORS' FEES AND BENEFITS PAYABLE FOR THE PERIOD FROM 1 DECEMBER 2024 UNTIL THE CONCLUSION OF NEXT AGM

- *Ordinary Resolution 2*

The Chairman informed that Ordinary Resolution 2 was to approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiary of up to Ringgit Malaysia Three Hundred and Thirty-Two Thousand only (RM332,000.00) for the period from 1 December 2024 until the conclusion of the AGM to be held in 2025.

9. RE-ELECTION OF DIRECTOR – DATO’ SERI LIM YEONG SEONG, MR CHIN JIUNN SHYONG, DATO’ SRI DR. MOHD NIZOM BIN SAIRI AND DATO’ CHE NAZLI BINTI JAAPAR

- Ordinary Resolutions 3 to 6

The Chairman informed that Ordinary Resolutions 3 to 6 were the re-election of Dato’ Seri Lim Yeong Seong, Mr Chin Jiunn Shyong, Dato’ Sri Dr. Mohd Nizom Bin Sairi and Dato’ Che Nazli Binti Jaapar respectively as Directors of the Company pursuant to Clause 77(3) and Clause 80 of the Constitution of the Company and all Directors being eligible, have offered themselves for re-election.

10. RE-APPOINTMENT OF AUDITORS

- Ordinary Resolution 7

The Chairman informed that Ordinary Resolution 7 was to re-appoint Crowe Malaysia PLT as the External Auditors of the Company and to authorise the Directors to fix their remuneration. The retiring Auditors, Crowe Malaysia PLT had signified their consent to continue to act as External Auditors of the Company.

11. AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES

- Ordinary Resolution 8

Having concluded in ordinary business of the 2nd AGM, the Chairman informed to move on to Special Business on the Agenda. The Chairman informed that Ordinary Resolution 8 was to obtain shareholders’ approval for the Directors to issue and allot new shares when the need arises up to 10% of the total number of issued shares of the Company.

The Chairman informed that pursuant to Section 85 of the Act, read together with Clause 12(3) of the Constitution of the Company, the Company also seek shareholders’ approval to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares in the Company or other convertible securities.

This will eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

12. PROPOSED NEW SHAREHOLDERS’ MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“RRPT”)

- Ordinary Resolution 9

 The Chairman informed that Ordinary Resolution 9 was to seek Shareholders' approval on the proposed new shareholders' mandate for RRPT of a Revenue and/or Trading Nature.

It was noted that the details of the RRPT had been set out in the Circular to Shareholders dated 29 March 2024.

The Chairman further informed that the interested Directors and interested major shareholders in these transactions namely, Dato' Seri Lim Yeong Seong and Mr Chin Jiunn Shyong, as well as interested major shareholders in these transactions namely, Madam Lim Ming Hong and Broad River Capital Sdn Bhd as well as the persons connected with them as set out in the Circular to Shareholders dated 29 March 2024 have abstained from voting on this resolution.

13. QUESTIONS AND ANSWERS

 Before proceeded with the questions and answers, the Chairman informed that there will be no door gifts for shareholders and proxies who have participated virtually in the AGM.

The Chairman then invited the Company Secretary to read out the questions raised by the member/proxy via the messaging chat box, and Mr David Lee, the Chief Financial Officer of the Company to answer it accordingly.

In summary, the following queries were raised by the members/proxies and response from Mr David Lee:-

- What is the current order book and tender book of the Company?

Company's response:

As at 1st Quarter 2024, the order book is approximately RM220 million, while the tender book would fluctuate based on our project availability and tender opportunity.

- Could you please explain what is the "other income" in the 1st Quarter 2024 result. Am I right to say if excluded the other income, the Company is in the loss in the 1st Quarter 2024?

Company's response:

There is a gain on disposal on investment property of RM7.4 million. Had the gain on disposal & RPGT been excluded, the Company would have a consolidated profit after tax of RM0.53 million.

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- How much order has the Company secured YTD in relation to the data centre projects in Malaysia?

Company's response:

The Company accepted a Letter of Awards for a data centre project as announced on Bursa Securities in March 2024. The Company has commenced work.

- What is the success rate (in %) of the Company in securing projects?

Company's response:

The success rate is dependent on the project's specifications, hence, there is no specific success rate.

After the Question and Answer session, the Chairman informed that the Audited Financial Statements for the financial year ended 30 November 2023 together with the Directors' and the Auditors' Reports thereon were deemed properly laid and duly received at the AGM.

14. VOTING

After having addressed all the questions raised, the Chairman proceeded to voting. The Chairman placed on record that several shareholders have appointed him to be their proxy and he will vote according to their instructions. The Chairman also informed that the verification of the votes by the scrutineer would take approximately 15 minutes and the Meeting will resume once the results is ready for the declaration of voting results. The Chairman declared that the voting session will be closed in 5 minutes time.

15. POLL RESULTS

The Meeting resumed at 4.30 p.m. and after obtaining the report from the scrutineer, the scrutineer announced the results of the poll as follows:-

RESOLUTION	VOTES FOR		VOTES AGAINST		RESULT
	No. of shares	%	No. of shares	%	
Ordinary Resolution 1 To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiary of up to RM647,400.00 for the	295,701,100	99.9323	200,300	0.0677	Carried

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RESOLUTION	VOTES FOR		VOTES AGAINST		RESULT
	No. of shares	%	No. of shares	%	
financial year ending 30 November 2024.					
Ordinary Resolution 2 To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiary of up to RM332,000.00 for the period from 1 December 2024 until the conclusion of the AGM to be held in 2025.	295,700,900	99.9322	200,500	0.0678	Carried
Ordinary Resolution 3 To re-elect Dato' Seri Lim Yeong Seong who is to retire pursuant to Clause 77(3) of the Company's Constitution and being eligible, has offered himself for re-election.	295,718,800	99.9383	182,600	0.0617	Carried
Ordinary Resolution 4 To re-elect Chin Jiunn Shyong who is to retire pursuant to Clause 77(3) of the Company's Constitution and being eligible, has offered himself for re-election.	295,718,800	99.9383	182,600	0.0617	Carried
Ordinary Resolution 5 To re-elect Dato' Sri Dr. Mohd Nizom Bin Sairi who is to retire pursuant to Clause 80 of the Company's Constitution and being eligible, has offered himself for re-election.	295,721,800	99.9393	179,600	0.0607	Carried

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RESOLUTION	VOTES FOR		VOTES AGAINST		RESULT
	No. of shares	%	No. of shares	%	
Ordinary Resolution 6 To re-elect Dato' Che Nazli Binti Jaapar who is to retire pursuant to Clause 80 of the Company's Constitution and being eligible, has offered herself for re-election.	295,721,800	99.9393	179,600	0.0607	Carried
Ordinary Resolution 7 To re-appoint Messrs Crowe Malaysia PLT as auditors of the Company for the financial year ending 30 November 2024 and to authorise the Directors to fix their remuneration.	295,889,800	99.9961	11,600	0.0039	Carried
Ordinary Resolution 8 Authority to allot and issue new shares pursuant to Sections 75 and 76 of the Act.	295,712,600	99.9362	188,800	0.0638	Carried
Ordinary Resolution 9 Proposed New Shareholders' Mandate for RRPT.	5,122,500	99.4544	28,100	0.5456	Carried

Based on the results of the poll voting, the Chairman declared the following resolutions as **CARRIED AND RESOLVED:-**

ORDINARY RESOLUTION 1

"That the Directors' fees and benefits payable to the Directors of the Company and its subsidiary of up to RM647,400.00 for the financial year ending 30 November 2024 be and is hereby approved."

ORDINARY RESOLUTION 2

“That the Directors’ fees and benefits payable to the Directors of the Company and its subsidiary of up to RM332,000.00 for the period from 1 December 2024 until the conclusion of the AGM to be held in 2025 be and is hereby approved.”

ORDINARY RESOLUTION 3

“That the re-election of Dato’ Seri Lim Yeong Seong who is retiring pursuant to Clause 77(3) of the Constitution of the Company be and is hereby approved.”

ORDINARY RESOLUTION 4

“That the re-election of Chin Jiunn Shyong who is retiring pursuant to Clause 77(3) of the Constitution of the Company be and is hereby approved.”

ORDINARY RESOLUTION 5

“That the re-election of Dato’ Sri Dr. Mohd Nizom Bin Sairi who is retiring pursuant to Clause 80 of the Constitution of the Company be and is hereby approved.”

ORDINARY RESOLUTION 6

“That the re-election of Dato’ Che Nazli Binti Jaapar who is retiring pursuant to Clause 80 of the Constitution of the Company be and is hereby approved.”

ORDINARY RESOLUTION 7

“That the retiring Auditors, Crowe Malaysia PLT having signified their consent to act, be hereby re-appointed as Auditors at a fee to be fixed by the Directors”

ORDINARY RESOLUTION 8

“That pursuant to Section 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at the time of issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue.

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That pursuant to Section 85 of the Act, read together with Clause 12(3) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares in the Company or other convertible securities.”

ORDINARY RESOLUTION 9

“That approval be and is hereby given to the Company and/or its subsidiary (“the Group”) to enter or continue to enter into any of the RRPTs with the related parties as set out in Section 2.4 of the circular to shareholders of the Company in relation to the Proposed New Shareholders’ Mandate dated 29 March 2024, provided that such transactions which are necessary for the Group’s day-to-day operations are undertaken in the ordinary course of business, at arm’s length basis and on normal commercial terms, which are consistent with the Group’s usual business practices and policies, and on transaction prices and 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 the authority conferred shall continue to be in force until:

- i. the conclusion of the next AGM of the Company following the forthcoming 2nd AGM at which the ordinary resolution for the Proposed New Shareholders’ Mandate is approved, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- ii. the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii. revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

And that the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders’ Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders’ Mandate in the best interest of the Company.”

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16. CONCLUSION

There being no other business to be transacted, the Meeting concluded at 4.45 p.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

-Signed-

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CHAIRMAN