

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused the contents of this Circular prior to its issuance as it prescribed as Exempt Circular pursuant to Rule 2.1 of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities (“**Listing Requirements**”).

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

The admission of Jati Tinggi Group Berhad (“**JTG**” or “**Company**”) to the ACE Market of Bursa Securities on 20 December 2023 was sponsored by TA Securities Holdings Berhad (“**TA Securities**”). This Circular has been reviewed by TA Securities as the Sponsor to JTG prior to the issuance of this Circular pursuant to Rule 4.27 of the Listing Requirements.



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

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE”)**

The resolution in respect of the above proposal will be tabled at the Third Annual General Meeting (“**AGM**”) of JTG which will be held at 1st Floor, Function Room, Sungai Long Golf Resort Bhd, 11 1/4 Miles, Jalan Cheras, 43000 Kajang, Selangor on Thursday, 29 May 2025 at 10.00 a.m. or at any adjournment thereof. The Notice of 3<sup>rd</sup> AGM of the Company together with the Proxy Form are set out in the Annual Report 2024 of the Company which is available on the Company’s website at [www.jatitinggi.com](http://www.jatitinggi.com). For further information, please refer to the Notice of 3<sup>rd</sup> AGM.

If you are unable to attend and vote at the AGM, please complete and return the Proxy Form in accordance with the instruction therein as soon as possible and lodged at the office of Symphony Corporate Services Sdn Bhd (“**Symphony**”), the Poll Administrator of this AGM, at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia or via electronic means through Symphony at <https://www.symphonycorporateservices.com.my> not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending, participating and voting in person at the AGM should you subsequently decide to do so and in such an event, your Proxy Form shall be deemed to have been revoked.

Last day, date and time for lodging the Proxy Form : Tuesday, 27 May 2025 at 10.00 a.m.

Day, date and time of the AGM : Thursday, 29 May 2025 at 10.00 a.m.

This Circular is dated 28 March 2025

---

## DEFINITIONS

---

Except where the context otherwise requires, the following definitions shall apply throughout this Circular and the accompanying appendix:

<b>Act</b>	: Companies Act, 2016
<b>AGM</b>	: Annual General Meeting
<b>Annual Report 2024</b>	: Annual report of JTG issued for the financial year ended 30 November 2024
<b>ARMC</b>	: Audit and Risk Management Committee of JTG
<b>Board</b>	: Board of Directors of JTG
<b>Broad River Capital</b>	: Broad River Capital Sdn Bhd (Registration No. 202201028619 (1474316-H))
<b>Bursa Securities</b>	: Bursa Malaysia Securities Berhad (Registration No. 200301033577(635998-W))
<b>Circular</b>	: This circular to the shareholders of JTG in relation to the Proposed Renewal of Shareholders' Mandate dated 28 March 2025
<b>Constitution</b>	: Constitution of JTG, as amended from time to time
<b>CMSA</b>	: Capital Markets and Services Act 2007
<b>Dato' Seri Lim</b>	: Dato' Seri Lim Yeong Seong
<b>Director(s)</b>	: A natural person who holds a directorship in the Company for the time being, whether in an executive or non-executive capacity, falling within the meaning given in Section 2(1) of the CMSA and Section 2(1) of the Act
<b>EPCC</b>	: Engineering, procurement, construction and commissioning
<b>Interested Director(s)</b>	: Dato' Seri Lim and Chin Jiunn Shyong
<b>Interested Major Shareholder(s)</b>	: Dato' Seri Lim, Chin Jiunn Shyong, Lim Ming Hong and Broad River Capital
<b>JTG or Company</b>	: Jati Tinggi Group Berhad (Registration No. 202101043655 (1443955-H))
<b>JTG Group or Group</b>	: JTG and JTHSB, collectively
<b>JTG Share(s) or Share(s)</b>	: Ordinary shares in the share capital of JTG
<b>JTHSB</b>	: Jati Tinggi Holding Sdn Bhd (Registration No. 200301020328 (622748-W))
<b>JT Mix</b>	: JT Mix Sdn Bhd (Registration No. 201301033181 (1063011-A))

---

**DEFINITIONS (Cont'd)**

---

- Listing Requirements** : ACE Market Listing Requirements of Bursa Securities
- LPD** : 28 February 2025, being the latest practicable date prior to the printing of this Circular
- Major Shareholder(s)** : Means a person who has an interest or interests in one or more voting shares in JTG and the number or aggregate number of those shares, is:
- (a) 10% or more of the total number of voting shares in JTG; or
  - (b) 5% or more of the total number of voting shares in JTG where such person is the largest shareholder of JTG.

For the purpose of this definition, “**interest**” shall have the meaning of “**interest in shares**” given in Section 8 of the Act.

A “**Major Shareholder**” includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of JTG or any other company which is its subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements.

- Mandate Period** : The period during which the RRPTs are to be entered into for which the Proposed Renewal of Shareholders’ Mandate is being sought. This period shall commence immediately upon the date of passing of the ordinary resolution for the Proposed Renewal of Shareholders’ Mandate at the forthcoming AGM and shall continue to be in force until:
- (a) the conclusion of the next AGM of the Company at which time the Proposed Renewal of Shareholders’ Mandate will lapse, unless the authority is renewed by a resolution passed at the next AGM;
  - (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - (c) revoked or varied by resolution passed by shareholders of the Company in general meeting,

whichever is the earlier.

---

**DEFINITIONS (Cont'd)**

---

<b>Person(s) Connected</b>	: In relation to a Director or Major Shareholder (referred to as “ <b>said Person</b> ”) means such person who falls under any one of the following categories:  (a) a family member of the said Person;  (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;  (c) a partner of the said Person;  (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/ are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;  (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;  (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or  (g) a body corporate which is a related corporation of the said Person.
<b>Proposed Renewal of Shareholders’ Mandate</b>	: Proposed renewal of shareholders’ mandate for JTG Group to enter into RRPTs of a revenue or trading nature
<b>QCasts</b>	: QCasts Sdn Bhd (Registration No. 201901020607 (1329936-P))
<b>Recurrent Related Party Transaction(s) or RRPT(s)</b>	: Related Party Transaction(s) involving recurrent transaction(s) of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of the Group.
<b>Related Party(ies)</b>	: Director(s), Major Shareholder(s) or Person(s) Connected with such Director or Major Shareholder
<b>Related Party Transaction(s) or RPT(s)</b>	: Transaction(s) entered into by the Group which involve(s) the interest, direct or indirect, of the Related Party(ies)
<b>RM and sen</b>	: Ringgit Malaysia and sen respectively, being the lawful currency of Malaysia
<b>sq. m.</b>	: Square metre(s)
<b>Takdir Untung</b>	: Takdir Untung Sdn Bhd (Registration No. 201201020107 (1004599-V))

---

**DEFINITIONS (Cont'd)**

---

All references to “**you**” in this Circular are references to shareholders of JTG.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and/ or neuter genders and *vice versa*. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any provision of a statute, rule, regulation, enactment, or rule of a stock exchange shall (where the context admits) be construed as a reference to the provision of such statute, rule, regulation, enactment or rule of a stock exchange (as the case may be) as modified by any written law, or, if applicable, any amendment or re-enactment to the statute, rule, regulation, enactment or rule of a stock exchange for the time being in force. Any reference to a time of day in this Circular is a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the figures included in this Circular between the amount stated, actual figures and the totals thereof are due to rounding.

**[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]**

---

**TABLE OF CONTENTS**

---

	<b>PAGE</b>
<b>LETTER TO THE COMPANY'S SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE</b>	
<b>1. INTRODUCTION</b>	<b>1</b>
<b>2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE</b>	<b>2</b>
<b>3. RATIONALE AND BENEFIT OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE</b>	<b>10</b>
<b>4. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED WITH THEM</b>	<b>10</b>
<b>5. APPROVALS REQUIRED</b>	<b>11</b>
<b>6. DIRECTORS' STATEMENT AND RECOMMENDATION</b>	<b>11</b>
<b>7. AGM</b>	<b>11</b>
<b>8. FURTHER INFORMATION</b>	<b>12</b>
 <b>APPENDIX</b>	
<b>APPENDIX I FURTHER INFORMATION</b>	<b>13</b>



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

**Registered Office:**  
Unit 521, 5th Floor, Lobby 6  
Block A, Damansara Intan  
No. 1, Jalan SS20/27  
47400 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

**Board of Directors**

28 March 2025

Datuk Ir. Mohd Aminuddin Bin Mohd Amin (*Independent Non-Executive Chairman*)  
Dato' Seri Lim Yeong Seong (*Managing Director*)  
Chin Jiunn Shyong (*Executive Director/ Chief Operating Officer*)  
Dato' Ir. Lim Yew Soon (*Independent Non-Executive Director*)  
Loo May Len (*Independent Non-Executive Director*)  
Poon Lai Kit (*Independent Non-Executive Director*)  
Dato' Che Nazli Binti Jaapar (*Independent Non-Executive Director*)  
Dato' Sri Dr. Mohd Nizom Bin Sairi (*Independent Non-Executive Director*)

**To: Shareholders of Jati Tinggi Group Berhad**

Dear Sir/ Madam,

## **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

---

### **1. INTRODUCTION**

At the 2<sup>nd</sup> AGM of the Company held on 31 May 2024, the shareholders had among others, granted a mandate for JTG to enter into RRPT(s). The aforesaid shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 3<sup>rd</sup> AGM, unless a renewal is obtained.

On 20 March 2025, the Board announced that the Company proposes to seek the approval of its shareholders for the Proposed Renewal of Shareholders' Mandate at the Company's forthcoming 3<sup>rd</sup> AGM.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO BE TABLED AT THE COMPANY'S FORTHCOMING 3<sup>RD</sup> AGM. THE NOTICE OF 3<sup>RD</sup> AGM AND PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT 2024 OF THE COMPANY.**

**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 3<sup>RD</sup> AGM.**

## 2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

### 2.1 Provisions under the Listing Requirements

Pursuant to the Rule 10.09(2) of the Listing Requirements, the Company may seek a mandate from its shareholders for RRPTs subject to the following:

- (i) 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;
- (ii) 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 shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Rule 10.09(1) of the Listing Requirements in relation to a listed corporation with a share capital which is less than RM60 million:
  - (a) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or
  - (b) the percentage ratio of such RRPT is 1% or more,whichever is the lower;
- (iii) the Company's circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain a shareholder mandate, the interested director(s), interested major shareholder(s) or interested person(s) connected with the director(s) or major shareholder(s), and where it involves the interest of an interested person connected with a director or major shareholder, such director(s) or major shareholder(s) must not vote on the resolution in respect of the RRPTs;
- (v) the interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the RRPTs; and
- (vi) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPTs disclosed under **Section 2.4** of this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed corporation has procured a shareholder mandate pursuant to the above, the provisions of Rule 10.08 of the Listing Requirements will not apply.

### 2.2 Validity period

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming AGM, will take effect from the date of the passing of the ordinary resolution at the forthcoming AGM and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time the Proposed Renewal of Shareholders' Mandate will lapse, unless the authority is renewed by a resolution passed at the next AGM;



- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but must 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 shareholders of the Company in general meeting,

whichever is the earlier.

Thereafter, approval from shareholders of the Company will be sought for the renewal of shareholders' mandate in relation to RRPTs at each subsequent AGM of the Company.

### 2.3 Principal activities of the Group

JTG is principally engaged in the business of investment holding. As at LPD, the principal activities of the subsidiary of JTG are as follows:

Company name	Place of incorporation	Principal activities	Effective interest held (%)
JTHSB	Malaysia	Provision of underground and overhead utilities engineering services and solutions, substation EPCC and trading of equipment for substations.	100

The Group had, in its ordinary course of business, entered into certain RRPTs and it is anticipated that the Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in **Section 2.4** of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Accordingly, Company proposes to seek the approval of its shareholders for the Proposed Renewal of Shareholders' Mandate for future RRPT(s) to be entered into during the Mandate Period.

These RRPTs which are necessary for the day-to-day operations of the Group, have been/ will be undertaken on arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public, and not to the detriment of the minority shareholders of the Company.

**[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]**

**2.4 Classes of Related Parties, nature of RRPTs and estimated value of RRPTs under the Proposed Renewal of Shareholders' Mandate**

<b>Transacting party within the Group</b>	<b>Related party</b>	<b>Nature of relationship between JTHSB and the related party</b>	<b>Nature of transaction</b>	<b>Estimated value as disclosed in preceding year's circular dated 29 March 2024<sup>(1)</sup> (RM'000)</b>	<b>Actual value transacted from date of last AGM on 31 May 2024 up to the LPD<sup>(1)</sup> (RM'000)</b>	<b>Estimated value to be transacted from the forthcoming 3<sup>rd</sup> AGM to the next AGM<sup>(1)</sup> (RM'000)</b>
JTHSB	JT Mix	<p>Dato' Seri Lim and Chin Jiunn Shyong are the Executive Directors and Major Shareholders of the Company.</p> <p>Lim Ming Hong<sup>+</sup> and Broad River Capital<sup>^</sup> are persons connected with Dato' Seri Lim and Chin Jiunn Shyong and major shareholders of the Company.</p> <p>Dato' Seri Lim and Chin Jiunn Shyong are shareholders of JT Mix. Collectively, they hold 100.00% equity interest in JT Mix.</p>	<p>Provision of raw materials (e.g., asphalt premix products and road pavement materials) by JT Mix to JTHSB.</p>	800	92	800
JTHSB	QCasts	<p>Dato' Seri Lim and Chin Jiunn Shyong are the Executive Directors and Major Shareholders of the Company.</p> <p>Lim Ming Hong<sup>+</sup> and Broad River Capital<sup>^</sup> are persons connected with Dato' Seri Lim and Chin Jiunn Shyong and major shareholders of the Company.</p> <p>Dato' Seri Lim and Chin Jiunn Shyong are shareholders of QCasts. Collectively, they hold 100.00% equity interest in the QCasts.</p>	<p>Purchase of materials such as concrete slabs by JTHSB from QCasts.</p>	1,200	153	1,200

Transacting party within the Group	Related party	Nature of relationship between JTHSB and the related party	Nature of transaction	Estimated value as disclosed in preceding year's circular dated 29 March 2024 <sup>(1)</sup> (RM'000)	Actual value transacted from date of last AGM on 29 May 2024 up to the LPD <sup>(1)</sup> (RM'000)	Estimated value to be transacted from the forthcoming 3 <sup>rd</sup> AGM to the next AGM <sup>(1)</sup> (RM'000)
JTHSB	Takdir Untung	<p>Dato' Seri Lim and Chin Jiunn Shyong are the Executive Directors and Major Shareholders of the Company.</p> <p>Lim Ming Hong<sup>+</sup> and Broad River Capital<sup>^</sup> are persons connected with Dato' Seri Lim and Chin Jiunn Shyong and major shareholders of the Company.</p> <p>Dato' Seri Lim, Chin Jiunn Shyong and Lim Ming Hong are directors and shareholders of Takdir Untung. Collectively, they hold 77.50% equity interest in Takdir Untung.</p>	Lease paid/ payable to Takdir Untung for a dedicated area on a piece of vacant land <sup>(2)</sup> for storage of materials (e.g., power cables).	84	63	84
JTHSB	Dato' Seri Lim, Chin Jiunn Shyong and Lim Ming Hong	<p>Dato' Seri Lim and Chin Jiunn Shyong are the Executive Directors and Major Shareholders of the Company.</p> <p>Lim Ming Hong<sup>+</sup> and Broad River Capital<sup>^</sup> are persons connected with Dato' Seri Lim and Chin Jiunn Shyong and major shareholders of the Company.</p>	Office leases paid/ payable to Dato' Seri Lim Yeong Seong, Chin Jiunn Shyong and Lim Ming Hong for the tenancy of the Group's offices <sup>(3)</sup> .	312	234	315
<b>Total</b>				<b>2,396</b>	<b>542</b>	<b>2,399</b>

Notes:

- + *Lim Ming Hong is the sister of Dato' Seri Lim and spouse of Chin Jiunn Shyong.*
- ^ *Dato' Seri Lim, Chin Jiunn Shyong and Lim Ming Hong are the directors and shareholders of Broad River Capital.*
- (1) *The estimated values are based on the historical data and best estimates by the Group's management. The actual value of the transactions may vary from the estimated value disclosed above and are subject to changes.*
- (2) *As at the LPD, the details of the property rented by the Group from Takdir Untung are as follows:*

<b>Registered owner/ Landlord</b>	<b>Tenant</b>	<b>Address</b>	<b>Land area/ Built-up area</b>	<b>Term of tenancy</b>	<b>Rental</b>
Takdir Untung	JTHSB	Area D (HSD 109515), PT13293, Kawasan Perindustrian Nilai, Persiaran Pusat Bandar Nilai, 71800 Nilai, Negeri Sembilan.	<u>Land area:</u> Approximately 6,590.87 sq. m.  <u>Build-up area:</u> Nil	1 December 2024 to 30 November 2025	RM7,000 per month

*The Group intends to renew the tenancy upon expiry of the term of tenancy.*

- (3) *As at the LPD, the details of the properties rented by the Group from Dato' Seri Lim, Chin Jiunn Shyong and Lim Ming Hong are as follows:*

<b>Registered owner/ Landlord</b>	<b>Tenant</b>	<b>Address</b>	<b>Land area/ Built-up area</b>	<b>Term of tenancy</b>	<b>Rental</b>
Dato' Seri Lim, Chin Jiunn Shyong, Lim Ming Hong	JTHSB	No. 23, Jalan Temenggung 13/9, Bandar Mahkota Cheras, Seksyen 9, 43200 Cheras, Selangor Darul Ehsan	<u>Land area:</u> 153 sq. m.  <u>Build-up area:</u> 439.46 sq. m.	1 June 2024 to 31 May 2025	RM9,200 per month
Dato' Seri Lim, Chin Jiunn Shyong, Lim Ming Hong	JTHSB	No. 25, Jalan Temenggung 13/9, Bandar Mahkota Cheras, Seksyen 9, 43200 Cheras, Selangor Darul Ehsan	<u>Land area:</u> 229 sq. m.  <u>Build-up area:</u> 594.51 sq. m.	1 June 2024 to 31 May 2025	RM9,200 per month

<b>Registered owner/ Landlord</b>	<b>Tenant</b>	<b>Address</b>	<b>Land area/ Built-up area</b>	<b>Term of tenancy</b>	<b>Rental</b>
<i>Dato' Seri Lim, Chin Jiunn Shyong, Lim Ming Hong</i>	JTHSB	<i>No. 26-G, Jalan Temenggung 13/9, Bandar Mahkota Cheras, Seksyen 9, 43200 Cheras, Selangor Darul Ehsan*</i>	<i><u>Land Area:</u> 229 sq. m.  <u>Build-up Area:</u> 137.31 sq. m.</i>	<i>1 November 2023 to 31 October 2025</i>	<i>RM3,000 per month</i>
<i>Dato' Seri Lim, Chin Jiunn Shyong, Lim Ming Hong</i>	JTHSB	<i>No. 26-2, Jalan Temenggung 13/9, Bandar Mahkota Cheras, Seksyen 9, 43200 Cheras, Selangor Darul Ehsan*</i>	<i><u>Land area:</u> 229 sq. m.  <u>Build-up area:</u> 228.60 sq. m.</i>	<i>1 June 2024 to 31 May 2025</i>	<i>RM4,628.75 per month</i>

*The Group intends to renew the tenancies upon expiry of the terms of tenancies.*

*Note:*

*\* These properties are on the same building but on different floors.*

**[THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]**

## **2.5 Amount due and owing to the Group by its Related Parties**

As at the LPD, there is no amount due and owing to the Group by its Related Parties which has exceeded credit term.

## **2.6 Review and disclosure procedures for the RRPTs**

The Group has established the following procedures to ensure that the RRPTs are conducted at arm's length 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.

The RRPTs will be undertaken based on prevailing rates according to normal commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/ considerations. All RRPTs within the Group are to be reviewed by the ARMC for their subsequent recommendation to the Board for approval.

The review procedures established by the Group are as follows:

- (i) a list of Related Parties will be circulated within the Group from time to time to notify that all RRPTs are required to be conducted at arm's length basis and on normal commercial terms and on transaction prices and terms not more favourable to the Related Parties than those generally available to the public. These include transacting at prevailing market rates/ prices of the products or services provider's usual commercial terms or otherwise in accordance with applicable industry norm. Transactions refer to both sales and purchases of products or provision of services of the Group;
- (ii) Directors will be required to immediately make full disclosure of any direct/ indirect interest that they may have in any business enterprise that is engaged in or proposed to be engaged in a transaction with the Group, whether or not they believe it is a material transaction. Upon such disclosure, the interested director shall be required to abstain from deliberation and voting on any resolution related to the related party transaction;
- (iii) any tender, quotation or contract received from or proposed to be entered with a Related Party will not be approved unless the terms offered to the Group are comparable with those offered by other unrelated parties for the same or substantially similar type of transactions;
- (iv) records will be maintained by the Company to capture all RRPTs to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (v) the Board and the ARMC will review the RRPTs on a quarterly basis, to ascertain that the guidelines and procedures established to monitor the RRPTs have been complied with;
- (vi) the internal auditor shall periodically review the guidelines and procedures in respect of all RRPTs entered into and ascertain the guidelines and procedures have been complied with. Any divergence will be reported to the ARMC;
- (vii) the ARMC shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with in accordance to the internal audit plans;
- (viii) the ARMC has reviewed and shall continue to review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate; and

- (ix) at least 2 other contemporaneous transactions with unrelated third parties for similar products/ services 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 products or services and/ or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/ customers of similar products or services, or if the product/ service is a proprietary item), the Group will rely on its usual business norms and practices taking into account the efficiency, quality and type of products or services to be provided to ensure that the RRPTs are not detrimental to the Group.

## **2.7 Threshold for approval of RRPTs within the Group**

There is no specific threshold for approval of RRPTs within the Group. However, all RRPTs will be reviewed by the ARMC on quarterly basis and are subject to the approval of the Board with the recommendation from the ARMC. Where any Director has an interest, direct or indirect in any RRPTs, such Director shall abstain from deliberation and voting on the matter.

If it is determined that the procedure and guidelines stated in **Section 2.6** of this Circular are inadequate, the Company is required to ensure that:

- (i) the RRPTs will be conducted 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
- (ii) such transactions are not to the detriment of the minority shareholders of the Company.

In reviewing these transactions, the ARMC, if necessary, may request for additional information from independent sources or advisors.

The Company will obtain a new shareholders' mandate based on new procedures and guidelines. The ARMC shall also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

## **2.8 Statement by the ARMC**

The ARMC has reviewed the procedures established in **Section 2.6** of this Circular and is of the view that:

- (i) the said procedures for the RRPTs are sufficient to ensure that the RRPTs will be conducted at arm's length basis and on normal commercial terms which are 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
- (ii) the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures and processes are reviewed on an annual basis or whenever the need arises.

## 2.9 Disclosure in annual report

Disclosure will be made in the annual report of the Company in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information:

- (i) the type of the RRPTs made; and
- (ii) the names of the Related Parties involved in each type of the RRPTs made and their relationships with the Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Renewal of Shareholders' Mandate had been obtained.

## 3. RATIONALE AND BENEFIT OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The RRPTs entered or to be entered into by the Group under the Proposed Renewal of Shareholders' Mandate are in the ordinary course of business of the Group. These RRPTs are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and could arise at any time and from time to time. These RRPTs may also be constrained by the time-sensitive nature and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such RRPTs. The RRPTs are conducted at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public. The RRPTs are not to the detriment of the minority shareholders of the Company.

The Proposed Renewal of Shareholders' Mandate will allow the Group to carry out RRPTs necessary for the Group's day-to-day operations and will reduce administrative time and expenses associated with the convening of general meetings from time to time to seek shareholders' approval for such transactions. It also allows manpower resources and time to be focused on attaining the Group's corporate objectives and business opportunities.

As such, the Board is seeking the approval of its shareholders for the Proposed Renewal of Shareholders' Mandate pursuant to Rule 10.09(2) of the Listing Requirements to allow the Group to enter or continue to enter into the RRPTs described in **Section 2.4** of this Circular.

## 4. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED WITH THEM

As at the LPD, the direct and indirect shareholdings of the Interested Directors and Interested Major Shareholders of the Company are as follows:

Interested Directors and Interested Major Shareholders	Direct interest		Indirect interest	
	No. of Shares	%	No. of Shares	%
Dato' Seri Lim	54,000,480	13.78	<sup>(1)</sup> 200,000,000	51.05
Chin Jiunn Shyong	18,000,160	4.59	<sup>(2)</sup> 218,000,160	55.64

Interested Major Shareholders	Direct interest		Indirect interest	
	No. of Shares	%	No. of Shares	%
Lim Ming Hong	18,000,160	4.59	<sup>(1)</sup> 200,000,000	51.05
Board River Capital	200,000,000	51.05	-	-

Notes:

(1) Deemed interested pursuant to Section 8(4) of the Act by virtue of his/her shareholding in Broad River Capital.



(2) *Deemed interested pursuant to Section 59(11)(c) of the Act by virtue of the Shares held by his spouse (Lim Ming Hong) and pursuant to Section 8(4) of the Act by virtue of his shareholding in Broad River Capital.*

The Interested Directors have abstained and will continue to abstain from all deliberations and voting at board meetings in respect of the RRPTs as comprised in the Proposed Renewal of Shareholders' Mandate. The Interested Major Shareholders will abstain from voting in respect of their direct and/ or indirect shareholdings in the Company at the forthcoming AGM on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate. The Interested Directors and/ or Interested Major Shareholders have undertaken that they will ensure that the persons connected with them (if any) will abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors and/ or Major Shareholders of the Company and/ or Persons Connected with them have any interest, direct or indirect in the RRPTs.

## **5. APPROVALS REQUIRED**

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of JTG at the forthcoming 3<sup>rd</sup> AGM of the Company to be convened.

## **6. DIRECTORS' STATEMENT AND RECOMMENDATION**

The Board (save for the Interested Directors), after having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is fair and reasonable and in the best interest of the Company.

Accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM.

## **7. AGM**

The resolution in respect of the Proposed Renewal of Shareholders' Mandate is set out in the Notice of 3<sup>rd</sup> AGM contained in the Annual Report 2024 of the Company which is available on the Company's website at [www.jatitinggi.com](http://www.jatitinggi.com).

The AGM will be held at 1<sup>st</sup> Floor, Function Room, Sungai Long Golf Resort Bhd, 11 1/4 Miles, Jalan Cheras, 43000 Kajang, Selangor on Thursday, 29 May 2025 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to attend and vote at the AGM, please complete and return the Proxy Form in accordance with the instructions therein as soon as possible and lodged at the office of Symphony Corporate Services Sdn Bhd ("Symphony"), the Poll Administrator of this AGM, at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia or via electronic means through Symphony at <https://www.symphonycorporateservices.com.my> not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

The lodging of the Proxy Form will not preclude you from attending, participating and voting in person at the AGM should you subsequently decide to do so and in such an event, your Proxy Form shall be deemed to have been revoked.

**8. FURTHER INFORMATION**

You are advised to refer to **Appendix I** of this Circular for further information.

Yours faithfully  
For and on behalf of the Board  
**JATI TINGGI GROUP BERHAD**

**DATUK IR. MOHD AMINUDDIN BIN MOHD AMIN**  
Independent Non-Executive Chairman

**FURTHER INFORMATION****1. DIRECTORS' RESPONSIBILITY STATEMENT**

The Board has seen and approved this Circular, and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular. The Board confirms that, after having made 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 in this Circular false or misleading.

**2. MATERIAL CONTRACTS**

Save as disclosed below, as at the LPD, there are no material contracts (not being contracts entered into in the ordinary course of business) entered into by the Group within 2 years immediately preceding the date of this Circular:

- (i) sale and purchase agreement dated 17 August 2023 entered into between JTHSB and Bread History Sdn Bhd for the disposal of a freehold land held under HSD No. 39381, PT No. 4533, Mukim Semenyih, Daerah Ulu Langat, Negeri Selangor measuring approximately 4,832.04 sq. m. in area together with buildings erected thereon bearing postal address No. 25, Jalan P4/6, Bandar Teknologi Kajang, 43500 Semenyih, Selangor Darul Ehsan, by JTHSB to Bread History Sdn Bhd for a cash consideration of RM16,000,000. The disposal of property was completed on 7 February 2024;
- (ii) underwriting agreement dated 15 November 2023 entered into between the Company and TA Securities Holdings Berhad for the underwriting of up to 19,600,000 Shares made available for application by the Malaysian Public via balloting ("**Underwritten Shares**"), for the underwriting commission at the rate of 2.50% of the total value of the Underwritten Shares based on the issue price of RM0.27 per Share, in accordance with the terms and conditions as set out in the Underwriting Agreement; and
- (iii) memorandum of understanding dated 17 December 2024 entered into between JTHSB and Public Bank Berhad ("**PBB**") for the supply and installation of photovoltaic solar panel system for 135 PBB branches, covering 333 lots of properties owned by PBB, Public Bank Group Officers' Retirement Benefits Fund and Public Holdings Sdn Bhd.

**3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION**

As at the LPD, the Group is not engaged in any material litigation, claims and/ or arbitration, whether as plaintiff or defendant, which might materially and adversely affect the Group's business or financial position, and the Board confirmed that there are no legal proceedings, pending or threatened against the Group, or of any fact likely to give rise to any legal proceeding which may materially and adversely affect the Group's business or financial position.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at Unit 521, 5th Floor, Lobby 6, Block A, Damansara Intan, No. 1, Jalan SS20/27, 47400 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Mondays to Fridays (except public holidays) for the period from the date of this Circular up to and including the date of the forthcoming AGM:

- (i) the Constitution of the Company;
- (ii) the audited consolidated financial statements of the Company for the financial years ended 30 November 2023 and 30 November 2024; and
- (iii) the material contracts referred to in **Section 2 of Appendix I** of this Circular.