

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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF JATI TINGGI GROUP BERHAD (“JTGB” OR “COMPANY”) HELD ON A FULLY VIRTUAL BASIS VIA ONLINE MEETING PLATFORM AT [HTTPS://WWW.SYMPHONYCORPORATESERVICES.COM.MY](https://www.symphonycorporateservices.com.my) (DOMAIN REGISTRATION NO. WITH MYNIC: D1C534619) PROVIDED BY SYMPHONY CORPORATE SERVICES SDN. BHD. ON MONDAY, 20 JANUARY 2025 AT 10.30 A.M.

Present : Present at the Broadcast Venue

Board of Directors

Datuk Ir. Mohd Aminuddin Bin Mohd Amin (Independent Non-Executive Chairman)
Dato' Seri Lim Yeong Seong (Managing Director)
Mr. Chin Jiunn Shyong (Executive Director/Chief Operating Officer)
Dato' Ir. Lim Yew Soon (Independent Non-Executive Director)
Madam Loo May Len (Independent Non-Executive Director)
Madam 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)

In Attendance : Ms. Khoo Ming Siang (Company Secretary)
Ms. Law Wei Leng (Company Secretary)

By Invitation : Mr. Lee Tuck Wai, David - Chief Financial Officer

TA Securities Holdings Berhad

Ms. Vivien Hooi
Mr. Chin Wai Kit
Ms. Yee Peili
Ms. Leong Ee Vonn

Messrs David Lai & Tan

Ms. Chong Yan Teng, Carol
Ms. Brenda Chew Xin Mae
Ms. Kathy Lim Chen Mun

Symphony Corporate Services Sdn Bhd

Mr. Tan Kai Meng

Propoll Solutions Sdn Bhd

Mr. Yap Yee Kong, Danny

Aquilla Services Sdn Bhd

Mr. Muhammad Ruzaini Mohd Rosli

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.

OPENING BY CHAIRMAN

The Chairman, Datuk Ir. Mohd Aminuddin Bin Mohd Amin (“**Datuk Chairman**”), chaired the Company’s Extraordinary General Meeting (“**EGM**” or “**the Meeting**”) and welcomed all members, proxies and invitees to the EGM 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 and Clause 56(2) of the Company’s Constitution.

INTRODUCTION OF BOARD MEMBERS

The Meeting was informed that the Board of Directors, the Chief Financial Officer, the Company Secretary, the representatives of TA Securities Holdings Berhad, the Adviser, and Messrs David Lai & Tan, the legal advisers, participated the Meeting via the online meeting platform.

The shareholders were also reminded that any form of recording of the EGM proceedings was not permitted.

As the EGM was a virtual meeting, Datuk Chairman advised that the quality of the live broadcast was dependent on the participants’ internet connection.

NOTICE OF MEETING (“NOTICE”)

The Chairman announced that the Notice convening the Meeting had been circulated within the prescribed period and, having been taken as read, proceeded with the business of the EGM.

QUORUM

The Company Secretary confirmed that a quorum was present for the Meeting. With that, Datuk Chairman declared the Meeting duly constituted.

SUMMARY OF PROXIES RECEIVED

Datuk Chairman informed that based on the report from Symphony Corporate Services Sdn. Bhd., the Company had received in total 11 proxy forms from the shareholders for a total of 3,375,500 ordinary shares and 1 corporate representative certificate for a total of 200,000,000 ordinary shares, representing 0.86% and 51.05% respectively of the total number of issued ordinary shares of the Company. Among them, 11 shareholders holding 3,375,500 ordinary shares, representing 3,375,500 of the issued ordinary shares of the Company, had appointed the Chairman of the Meeting as their proxy.

VOTING PROCEDURES

The Meeting noted that all resolutions set out in the Notice of the EGM must be voted by poll pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Accordingly, Datuk Chairman directed that all the resolutions set forth in the Notice of the EGM be conducted by way of electronic polling.

Datuk Chairman informed that the Company had appointed Symphony Corporate Services Sdn. Bhd., as Poll Administrator to conduct the poll voting electronically and Propoll Solutions Sdn. Bhd., as the scrutineer to verify the poll results.

Datuk 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 could vote anytime during the EGM until the closure of the voting session, with details on the voting process and support hotline provided.

Datuk Chairman further invited shareholders and proxies to raise questions in real time by submitting their questions regarding the agenda and resolutions, via Q&A platform in Zoom Cloud Meeting App. He further informed that the Company will respond to the questions, and similar or repetitive questions will only be answered once.

The Meeting was then briefed on the electronic and remote poll voting process via video presentation.

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF JTGB ("JTGB SHARES" OR "SHARES") (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME FOR ELIGIBLE EMPLOYEES, EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF THE COMPANY AND ITS NON-DORMANT SUBSIDIARY(IES) ("PROPOSED ESOS" OR "SCHEME")

- (a) Datuk Chairman went through the first agenda related to the Proposed ESOS and informed that the first resolution was to seek approval for the establishment of an Employees' Share Option Scheme ("**ESOS**") allowing eligible employees, Executive Directors, and Non-Executive Directors of the Company and its non-dormant subsidiary(ies) ("**Group**") to participate. The key details are:
- The ESOS will involve up to 30% of the total number of issued Shares (excluding treasury shares, if any) at any point in time during the duration of the Scheme.
 - The Scheme will initially be effective for 3 years from the effective date and may be extended or renewed (as the case may be), provided always that the initial Scheme period stipulated above and such extension of the Scheme made pursuant to the by-laws governing the Scheme ("**By-Laws**") shall not in aggregate exceed a duration of 10 years from the effective date.
 - The issuance of JTGB Shares under the Scheme shall not exceed 30% of the total number of issued Shares during its duration.
- (b) Datuk Chairman explained the objectives of the Proposed ESOS is to, amongst others, drive and motivate the eligible persons to work towards achieving the Group's goals and objectives, and to reward the eligible persons in recognition of their accumulated contribution to the operations and continued growth of the Group. It is also intended to retain the eligible persons by giving a sense of ownership, loyalty and belonging to the Group. The ESOS will also provide them with an incentive to participate in the future growth of the Group and motivate them towards better performance through greater productivity and loyalty.
- (c) The Non-Executive Directors are also eligible to participate in the ESOS to recognize their contributions and efforts as they play an important role in the business performance of the Group and their participation in the equity of the Company is expected to enhance their level of commitment and contribution as well as to enable the Company to attract and retain capable individuals to act as non-executive Directors of the Company, who will assist in the overall strategic decisions and directions of the Group.

(d) Datuk Chairman disclosed that the following persons, being the Directors of the Company and/or persons connected with the Directors, are deemed interested in the Proposed ESOS to the extent of their respective allocations:

- (1) Datuk Ir. Mohd Aminuddin Bin Mohd Amin
- (2) Dato' Seri Lim Yeong Seong
- (3) Chin Jiunn Shyong
- (4) Dato' Ir. Lim Yew Soon
- (5) Loo May Len
- (6) Poon Lai Kit
- (7) Dato' Che Nazli Binti Jaapar
- (8) Dato' Sri Dr. Mohd Nizom Bin Sairi
- (9) Lim Zi Fan¹

(e) The Directors, along with persons connected with them, will abstain from voting on the resolutions related to their respective allocations under the Proposed ESOS.

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATUK IR. MOHD AMINUDDIN BIN MOHD AMIN

Datuk Chairman handed the chair to Dato' Seri Lim Yeong Seong on the next Agenda in view that it involves the proposed allocation of ESOS options to himself.

Dato' Seri Lim Yeong Seong tabled the Ordinary Resolution 2 for the proposed allocation of ESOS options to Datuk Ir. Mohd Aminuddin Bin Mohd Amin. The full text of the resolution was taken as read.

Datuk Chairman thanked Dato' Seri Lim Yeong Seong and resumed the chair thereafter.

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' SERI LIM YEONG SEONG

Datuk Chairman tabled the resolution for the proposed allocation of ESOS options to Dato' Seri Lim Yeong Seong. The full text of the resolution was taken as read.

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO CHIN JIUNN SHYONG

Datuk Chairman tabled the resolution for the proposed allocation of ESOS options to Chin Jiunn Shyong. The full text of the resolution was taken as read.

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' IR. LIM YEW SOON

Datuk Chairman tabled the resolution for the proposed allocation of ESOS options to Dato' Ir. Lim Yew Soon. The full text of the resolution was taken as read.

¹ She is daughter of Dato' Seri Lim Yeong Seong and a Senior Executive (Tender Department) of Jati Tinggi Holding Sdn Bhd (a wholly-owned subsidiary of the Company)

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO LOO MAY LEN

Datuk Chairman tabled the resolution for the proposed allocation of ESOS options to Loo May Len. The full text of the resolution was taken as read.

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO POON LAI KIT

Datuk Chairman tabled the resolution for the proposed allocation of ESOS options to Poon Lai Kit. The full text of the resolution was taken as read.

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' CHE NAZLI BINTI JAAPAR

Datuk Chairman tabled the resolution for the proposed allocation of ESOS options to Dato' Che Nazli Binti Jaapar. The full text of the resolution was taken as read.

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' SRI DR. MOHD NIZOM BIN SAIRI

Datuk Chairman tabled the resolution for the proposed allocation of ESOS options to Dato' Sri Dr. Mohd Nizom Bin Sairi. The full text of the resolution was taken as read.

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF ESOS OPTIONS TO LIM ZI FAN

Datuk Chairman tabled the resolution for the proposed allocation of ESOS options to Lim Zi Fan, the daughter of Dato' Seri Lim Yeong Seong and a Senior Executive in the Tender Department of Jati Tinggi Holding Sdn. Bhd., a wholly-owned subsidiary of the Company. The full text of the resolution was taken as read.

Datuk Chairman noted that Resolution 10 was the final resolution for the Meeting.

QUESTIONS AND ANSWERS

- (a) Before proceeding with the questions and answers, Datuk Chairman informed that there will be no door gifts for shareholders and proxies who have participated virtually in the EGM.
- (b) Datuk Chairman then invited the Company Secretary to read out the questions raised by the shareholders/proxies via the messaging chat box.
- (c) The Company Secretary informed that all questions received were related to shareholders rewards, such as door gifts, to which, the Company Secretary reiterated that, as previously mentioned, there would be no distribution of door gifts or other rewards during this EGM.

VOTING SESSION

- (a) Datuk Chairman informed that the Meeting would proceed with the voting on the resolutions. Shareholders were instructed to cast their votes electronically, with the voting session to remain open.
- (b) Datuk Chairman further informed that he had been appointed as a proxy for several shareholders and would vote according to the instructions provided. The Meeting then adjourned at 10:52 a.m. for the votes to be counted and to enable the Scrutineer to tabulate the results of the poll.
- (c) The Meeting resumed at 10:58 a.m., for the declaration of the results of the poll.

POLL RESULTS

Datuk Chairman announced the results of the poll as follows:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF JTGB ("JTGB SHARES" OR "SHARES") (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME FOR ELIGIBLE EMPLOYEES, EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF THE COMPANY AND ITS NON-DORMANT SUBSIDIARY(IES) ("PROPOSED ESOS" OR "SCHEME")

Ordinary Resolution 1	VOTES FOR		VOTES AGAINST		RESULTS
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	
	294,449,200	99.9949	15,000	0.0051	Carried

The Chairman declared the following resolutions as CARRIED and RESOLVED: -

"THAT subject to the approvals of all relevant regulatory authorities and/ or parties being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to:

- (i) establish, implement and administer the Proposed ESOS of up to 30% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point in time during the duration of the Scheme for the eligible employees, executive directors and non-executive directors ("**Eligible Persons**", collectively) of JTGB and its non-dormant subsidiary(ies) ("**JTGB Group**" or "**Group**") who fulfil the eligibility criteria for participation in the Scheme as set out in the by-laws governing the Scheme ("**By-Laws**"), a draft of which is set out in **Appendix I** of the circular to the shareholders of the Company dated 3 January 2025 ("**Circular**"), and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- (ii) make the necessary applications to Bursa Malaysia Securities Berhad ("**Bursa Securities**") and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the ESOS options under the Scheme ("**ESOS Options**");
- (iii) establish a committee to implement and administer the Scheme for the benefit of the Eligible Persons, in accordance with the By-Laws governing the Scheme as set out in **Appendix I** of the Circular;

- (iv) allot and issue and/ or procure from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the ESOS Options granted under the Scheme provided that the aggregate number of Shares to be allotted and issued under the Proposed ESOS shall not exceed in aggregate of 30% of the total number of issued Shares (excluding treasury shares, if any) at any point in time over the duration of the Scheme;
- (v) new Shares to be issued arising from the exercise of ESOS Options, shall upon allotment and issuance, carry the same rights with the then existing JTGB Shares. However, such new Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid to the Company's shareholders unless such new Shares were allotted and issued on or before the entitlement date of such rights, allotments and/ or other distributions. The new JTGB Shares to be issued arising from the exercise of ESOS Options will be subjected to the provisions of the Company's Constitution relating to transfer, transmission or otherwise of the Shares including the rights of the holder of the Shares on the winding up of the Company;
- (vi) add, delete, modify and/ or amend all or any part of the terms and conditions as set out in the By-Laws governing the Proposed ESOS from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/ or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/ or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/ or amendments of the Scheme;
- (vii) extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and
- (viii) do all such acts and things, to execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws;

THAT the By-Laws of the Scheme, a draft of which is set out in **Appendix I** of the Circular, be and is hereby approved and adopted;

THAT the Board be and is hereby authorised to give effect to the Proposed ESOS with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion;

AND THAT pursuant to Section 85(1) of the Companies Act 2016 ("**Act**") read together with Clause 12(3) of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over any new JTGB Shares to be allotted and issued under the Proposed ESOS, which when issued rank equally with the existing issued Shares in the Company and that the Board be exempted, in respect of the Proposed ESOS from any obligation to offer or make any grants of such new JTGB Shares first to the existing members of the Company in proportion to their respective shareholdings in the Company."

ORDINARY RESOLUTIONS 2 TO 10

PROPOSED ALLOCATIONS OF ESOS OPTIONS TO THE DIRECTORS OF JTGB AND PERSONS CONNECTED WITH THEM (“PROPOSED ALLOCATIONS”)

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board to

authorise the committee appointed and authorised by the Board from time to time to administer the Scheme (“**ESOS Committee**”) in accordance with the By-Laws, to offer and grant, from time to time

throughout the duration of the Scheme, such number of ESOS Options to subscribe for new Shares under the ESOS to the following Directors and interested employee:

Ordinary Resolution 2 – Proposed ESOS allocation to Datuk Ir. Mohd Aminuddin Bin Mohd Amin (*Independent Non-Executive Chairman*)

Ordinary Resolution 2	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
	294,449,200	99.9949	15,000	0.0051

Ordinary Resolution 3 – Proposed ESOS allocation to Dato’ Seri Lim Yeong Seong (*Managing Director*)

Ordinary Resolution 3	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
	4,448,400	99.6639	15,000	0.3361

Ordinary Resolution 4 – Proposed ESOS allocation to Chin Jiunn Shyong (*Executive Director/ Chief Operating Officer*)

Ordinary Resolution 4	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
	4,448,400	99.6639	15,000	0.3361

Ordinary Resolution 5 – Proposed ESOS allocation to Dato’ Ir. Lim Yew Soon (*Independent Non-Executive Director*)

Ordinary Resolution 5	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
	293,799,200	99.9949	15,000	0.0051

Ordinary Resolution 6 – Proposed ESOS allocation to Loo May Len (*Independent Non-Executive Director*)

Ordinary Resolution 6	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
	294,249,200	99.9949	15,000	0.0051

Ordinary Resolution 7 – Proposed ESOS allocation to Poon Lai Kit (*Independent Non-Executive Director*)

Ordinary Resolution 7	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
	294,349,200	99.9949	15,000	0.0051

Ordinary Resolution 8 – Proposed ESOS allocation to Dato' Che Nazli Binti Jaapar (*Independent Non-Executive Director*)

Ordinary Resolution 8	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
	294,449,200	99.9949	15,000	0.0051

Ordinary Resolution 9 – Proposed ESOS allocation to Dato' Sri Dr. Mohd Nizom Bin Sairi (*Independent Non-Executive Director*)

Ordinary Resolution 9	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
	294,449,200	99.9949	15,000	0.0051

Ordinary Resolution 10 – Proposed ESOS allocation to Lim Zi Fan²

Ordinary Resolution 10	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
	40,448,620	99.9627	15,100	0.0373

PROVIDED ALWAYS THAT:

- (i) he/ she must not participate in the deliberation or discussion of his/ her own allocation as well as allocation to persons connected to him/ her;
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of JTGB Shares to be issued under the Proposed ESOS shall be allocated to him/ her, if he/ she, either singly or collectively through persons connected with him/ her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued JTGB Shares (excluding treasury shares);
- (iii) not more than 75% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group who are Eligible Persons (where "senior management" shall be subject to any criteria as may be determined by the ESOS Committee from time to time);
- (iv) it is in accordance with the ACE Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/ or adjustments which may be made in accordance with the By-Laws; and
- (v) the Directors and senior management of the Group and members of the ESOS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.

² She is daughter of Dato' Seri Lim Yeong Seong and a Senior Executive (Tender Department) of Jati Tinggi Holding Sdn Bhd (a wholly-owned subsidiary of the Company).

THAT pursuant to Section 85(1) of the Act read together with Clause 12(3) of the Company's Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over the new JTGB Shares to be issued pursuant to the Proposed Allocations, which when issued, to rank *pari passu* with the existing JTGB Shares.

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocations above with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocations as above as well as to deal with all matters relating thereto and/ or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

CLOSURE

There being no other business, the Meeting concluded at 11:11 a.m. with vote of thanks to the Chair.

CONFIRM BY

CHAIRMAN

Date: