

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

Minutes of the Third Annual General Meeting of Jati Tinggi Group Berhad (“JTGB” or “Company”) held at 1st Floor, Function Room, Sungai Long Golf Resort Berhad, 11 ¼ Miles, Jalan Cheras, 43000 Kajang, Selangor on Thursday, 29 May 2025 at 10.00 A.M.

Present

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. Law Wei Leng (Company Secretary)

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

TA Securities Holdings Berhad
Mr. Chin Wai Kit
Ms. Yee Peili

Messrs. Crowe Malaysia PLT
Mr. Chong Wei-Chnoong
Ms. Lau Yuan Hua
Ms. Yen Chi Yin

Symphony Corporate Services Sdn Bhd
Mr. Danny Yap
Mr. Yap Sun Hong
Ms. Anna

Propoll Solutions Sdn Bhd
Ms. Tan Lian Hong

Aquilla Services Sdn Bhd
Mr. Muhammad Ruzaini Bin Mohd Rosli
Cik Norsliha Binti Mat Nayan

Shareholders, Proxies and Corporate Representatives : As per the attendance list

WELCOME REMARKS BY CHAIRMAN OF THE MEETING

Datuk Ir. Mohd Aminuddin Bin Mohd Amin (“**Datuk Chairman**”), being the Chairman of the Board of Directors, presided as Chairman of the 3rd Annual General Meeting (“**3rd AGM**” or “**the Meeting**”) and welcomed all members, proxies and invitees to the 3rd AGM of the Company.

Thereafter, Datuk Chairman proceeded to introduce the Board of Directors, the Company Secretary, the Senior Management Team, representatives from TA Securities Holdings Berhad, and the External Auditors who were present at the Meeting.

The shareholders, proxies, representatives of corporate shareholders were also reminded that any form of recording of the 3rd AGM proceedings was not permitted.

QUORUM

With the requisite quorum being present, Datuk Chairman declared the Meeting duly convened and called the Meeting to order.

Datuk Chairman informed that the Company had received 13 proxy forms from the shareholders for a total of 3,251,200 ordinary shares and 1 corporate representative certificate for a total of 200,000,000 ordinary shares, representing 0.83% and 51.05% respectively of the total number of issued ordinary shares of the Company. Among these, 10 shareholders holding 3,250,800, representing 0.83% of the issued share capital of the Company, had nominated the Chairman of the Meeting as proxy to vote on their behalf.

NOTICE OF MEETING (“NOTICE”)

Datuk 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 AGM.

VOTING BY WAY OF POLL

The Meeting noted that all resolutions set out in the Notice of the AGM 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 AGM be conducted by poll.

Datuk Chairman informed that the Company had appointed Symphony Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the electronic polling (“E-Polling”) and Propoll Solutions Sdn. Bhd. had been appointed as the Independent Scrutineers to verify and confirm the results of the poll.

Members were informed that the E-Polling process would be conducted on the conclusion of the deliberations of each resolution on the agenda.

The representative of the Poll Administrator was then invited by the Datuk Chairman to brief the Members on the E-Polling procedures.

Datuk Chairman then proceeded with the following businesses at hand.

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON (“AUDITED FINANCIAL STATEMENTS”)

Datuk Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements which had been circulated earlier to all shareholders within the prescribed period. The Audited Financial Statements were tabled and laid before the Meeting for discussion only and would not be put forward for voting.

It was noted that there were no questions from the floor pertaining to the Audited Financial Statements. Datuk Chairman then declared that the Audited Financial Statements be noted and accepted.

ORDINARY RESOLUTION 1

TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND MEETING ALLOWANCES PAYABLE TO THE DIRECTORS OF THE COMPANY AND ITS SUBSIDIARY OF UP TO RM400,000.00 FOR THE PERIOD FROM 30 MAY 2025 UNTIL THE DATE OF THE NEXT ANNUAL GENERAL MEETING ("AGM") IN YEAR 2026.

Datuk Chairman informed that Ordinary Resolution 1 was to approve the payment of Directors' fees and meeting allowances payable to the Directors of the Company and its subsidiary of up to RM400,000.00 for the period from 30 May 2025 until the conclusion of the AGM to be held in 2026.

Datuk Chairman further explained that in line with the Malaysian Code on Corporate Governance, the Directors, who were also the shareholders of the Company, will abstain from voting on the resolution.

It was noted that there were no questions from the floor pertaining to the Ordinary Resolution 1.

The Ordinary Resolution 1 was then put to the vote of the Meeting by E-Polling.

The voting results are attached hereto as Appendix I. Datuk Chairman declared that the following resolution was carried and resolved as follows:

ORDINARY RESOLUTION 1

"That the Directors' fees and meeting allowances payable to the Directors of the Company and its subsidiary of up to RM400,000.00 for the period from 30 May 2025 until the date of the next annual general meeting ("AGM") in year 2026 be and is hereby approved."

ORDINARY RESOLUTION 2

TO RE-ELECT DATUK IR. MOHD AMINUDDIN BIN MOHD AMIN WHO IS TO RETIRE PURSUANT TO CLAUSE 77(3) OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION.

Datuk Chairman handed the chair to Dato' Seri Lim Yeong Seong on the next Agenda in view that it involved the re-election of himself as a Director of the Company.

Dato' Seri Lim Yeong Seong tabled the resolution on the re-election of Datuk Ir. Mohd Aminuddin Bin Mohd Amin as a Director of the Company, who was retiring by rotation pursuant to Clause 77(3) of the Company's Constitution and he being eligible, has offered himself for re-election.

It was noted that there were no questions from the floor pertaining to the Ordinary Resolution 2.

The Ordinary Resolution 2 was then put to the vote of the Meeting by E-Polling.

The voting results are attached hereto as Appendix I. Dato' Seri Lim Yeong Seong declared that the following resolution was carried and resolved as follows:

ORDINARY RESOLUTION 2

"That the re-election of Datuk Ir. Mohd Aminuddin Bin Mohd Amin who is retiring pursuant to Clause 77(3) of the Company's Constitution be and is hereby approved."

Dato' Seri Lim Yeong Seong handed the chair back to Datuk Chairman to continue with the subsequent agendas.

ORDINARY RESOLUTIONS 3 & 4

TO RE-ELECT THE FOLLOWING DIRECTORS WHO ARE TO RETIRE PURSUANT TO CLAUSE 77(3) OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF/ HERSELF FOR RE-ELECTION:

I. DATO' IR. LIM YEW SOON (ORDINARY RESOLUTION 3)
II. MADAM LOO MAY LEN (ORDINARY RESOLUTION 4)

Datuk Chairman continued with the Ordinary Resolutions 3 and 4 on the re-election of Dato' Ir. Lim Yew Soon and Madam Loo May Len as Directors of the Company, who were retiring by rotation pursuant to Clause 77(3) of the Constitution of the Company, and both Directors being eligible, have offered themselves for re-election.

It was noted that there were no questions from the floor pertaining to the Ordinary Resolutions 3 and 4.

The Ordinary Resolutions 3 and 4 were then put to the vote of the Meeting by E-Polling.

The voting results are attached hereto as Appendix I. Datuk Chairman declared that the following resolutions were carried and resolved as follows:

ORDINARY RESOLUTION 3

"That the re-election of Dato' Ir. Lim Yew Soon who is retiring pursuant to Clause 77(3) of the Company's Constitution be and is hereby approved."

ORDINARY RESOLUTION 4

"That the re-election of Loo May Len who is retiring pursuant to Clause 77(3) of the Company's Constitution be and is hereby approved."

ORDINARY RESOLUTION 5
TO RE-APPOINT MESSRS CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 30 NOVEMBER 2025 AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.

Datuk Chairman informed that Ordinary Resolution 5 was to re-appoint Messrs Crowe Malaysia PLT as the External Auditors of the Company and to authorise the Directors to fix their remuneration. The retiring Auditors, Messrs Crowe Malaysia PLT had signified their consent to continue to act as External Auditors of the Company.

It was noted that there were no questions from the floor pertaining to the Ordinary Resolution 5.

The Ordinary Resolution 5 was then put to the vote of the Meeting by E-Polling.

The voting results are attached hereto as Appendix I. Datuk Chairman declared that the following resolution was carried and resolved as follows:

ORDINARY RESOLUTION 5

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

SPECIAL BUSINESS

ORDINARY RESOLUTION 6
AUTHORITY TO ALLOT AND ISSUE NEW SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Datuk Chairman informed that Ordinary Resolution 6 was to seek a general mandate from the Shareholders for the Directors to allot and issue shares not exceeding 10% of the total numbers of issued shares of the Company for the time being pursuant to Sections 75 and 76 of the Companies Act

2016 ("Mandate").

It was noted this Mandate, unless revoked or varied by the Company at a general meeting, would expire at the next annual general meeting of the Company.

It was noted that there were no questions from the floor pertaining to the Ordinary Resolution 6.

The Ordinary Resolution 6 was then put to the vote of the Meeting by E-Polling.

The voting results are attached hereto as Appendix I. Datuk Chairman declared that the following resolution was carried and resolved as follows:

ORDINARY RESOLUTION 6

"That subject always to the Companies Act 2016 ("the Act"), the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements"), the Constitution of the Company and the approval of the relevant government and/or regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to allot and issue new shares in the Company at any time at such price, upon such terms and conditions, for such purposes as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being as stipulated under Rule 6.04(1) of the Listing Requirements, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

That such authority shall continue to be in force until the conclusion of the next AGM of the Company.

That the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

And that the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

ORDINARY RESOLUTION 7

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")

Datuk Chairman informed that Ordinary Resolution 7 was to seek Shareholders' approval on the Proposed Renewal of Shareholders' Mandate.

It was noted that the details of the Proposed Renewal of Shareholders' Mandate had been set out in the circular to shareholders dated 28 March 2025.

Datuk 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, together with the interested major shareholders 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 28 March 2025 have abstained from voting on this resolution.

It was noted that there were no questions from the floor pertaining to the Ordinary Resolution 7.

The Ordinary Resolution 7 was then put to the vote of the Meeting by E-Polling.

The voting results are attached hereto as Appendix I. Datuk Chairman declared that the following resolution was carried and resolved as follows:

ORDINARY RESOLUTION 7

“That authority be and is hereby given for the Company and/or its subsidiary (“the Group”) to enter or continue to enter into any of the recurrent related party transactions (“RRPT(s)”) with the related parties as set out in Section 2.4 of the circular to shareholders of the Company in relation to the Proposed Renewal of Shareholders’ Mandate dated 28 March 2025 (“RRPT Circular”), 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 3rd AGM at which the ordinary resolution for the Proposed Renewal of 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 Renewal of 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 Renewal of Shareholders’ Mandate in the best interest of the Company.”

CONCLUSION

Datuk Chairman announced that business on the Agenda has been completed and he thanked all members present for their continuing support. There being no other business, the Chairman declared the Meeting closed at 10.30 a.m.

CONFIRM BY

-Signed-

CHAIRMAN

Date:

POLL RESULTS

The results of the poll were 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 meeting allowances payable to the Directors of the Company and its subsidiary of up to RM400,000.00 for the period from 30 May 2025 until the date of the next annual general meeting ("AGM") in year 2026	221,357,660	99.9999	100	0.0001	Carried
Ordinary Resolution 2 To re-elect Datuk Ir. Mohd Aminuddin Bin Mohd Amin who is to retire pursuant to Clause 77(3) of the Company's Constitution and being eligible, has offered himself for re-election.	294,308,300	99.9999	100	0.0001	Carried
Ordinary Resolution 3 To re-elect Dato' Ir. Lim Yew Soon who is to retire pursuant to Clause 77(3) of the Company's Constitution and being eligible, has offered himself for re-election.	293,658,300	99.9999	100	0.0001	Carried
Ordinary Resolution 4 To re-elect Loo May Len who is to retire pursuant to Clause 77(3) of the Company's Constitution and being eligible, has offered herself for re-election.	294,108,300	99.9999	100	0.0001	Carried
Ordinary Resolution 5 To re-appoint Messrs Crowe Malaysia PLT as auditors of the Company for the financial year ending 30 November 2025 and to authorise the Directors to fix their remuneration.	294,308,300	99.9999	100	0.0001	Carried

RESOLUTION	VOTES FOR		VOTES AGAINST		RESULT
	NO OF SHARES	%	NO OF SHARES	%	
Ordinary Resolution 6 Authority to allot and issue new shares pursuant to Sections 75 and 76 of the Companies Act 2016.	294,308,300	99.9999	100	0.0001	Carried
Ordinary Resolution 7 Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate").	3,657,500	99.9973	100	0.0027	Carried