



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting ("AGM") of Jati Tinggi Group Berhad ("JTG" or "the Company") will be held at 1st Floor, Function Room, Sungai Long Golf Resort Bhd, 11 1/4 Miles, Jalan Cheras, 43000 Kajang, Selangor on Monday, 18 May 2026 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses:

AGENDA

As Ordinary Business

(Please refer to Explanatory Note 1)

- To receive the Audited Financial Statements for the financial year ended 30 November 2025 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and meeting allowances payable to the Directors of the Company of up to RM440,000.00 for the period from 19 May 2026 until the date of the next AGM in year 2027.
- To re-elect Poon Lai Kit who is to retire pursuant to Clause 77(3) of the Company's Constitution and being eligible, has offered herself for re-election.
- To re-elect Dato' Che Nazli Binti Jaapar who is to retire pursuant to Clause 77(3) of the Company's Constitution and being eligible, has offered herself for re-election.
- To re-elect Dato' Sri Dr. Mohd Nizam Bin Sairi who is to retire pursuant to Clause 77(3) of the Company's Constitution and being eligible, has offered himself for re-election.
- To re-appoint Messrs TGS TW PLT as auditors of the Company for the financial year ending 30 November 2026 and to authorise the Directors to fix their remuneration.

Ordinary Resolution 1
(Please refer to Explanatory Note 2)
Ordinary Resolution 2
(Please refer to Explanatory Note 3)
Ordinary Resolution 3
(Please refer to Explanatory Note 3)
Ordinary Resolution 4
(Please refer to Explanatory Note 3)
Ordinary Resolution 5

As Special Business

To consider and, if thought fit, to pass the following resolutions: -

7. Authority to allot and issue new shares pursuant to Sections 75 and 76 of the Companies Act 2016.

Ordinary Resolution 6
(Please refer to Explanatory Note 4)

"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."

8. Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate").

Ordinary Resolution 7
(Please refer to Explanatory Note 5)

"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 31 March 2026 ("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:

- the conclusion of the next AGM of the Company following the forthcoming 4th 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
- 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
- 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."

- To transact any other business for which due notice shall have been given in accordance with the Act.

BY ORDER OF THE BOARD

KHOO MING SIANG (MAICSA 7034037) (SSM PC No.: 202208000150)
LAW WEI LENG (MAICSA 7064862) (SSM PC No.: 202108000506)

Company Secretaries

Selangor Darul Ehsan

Date: 31 March 2026

NOTES:-

- A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or attorney or other duly authorised representative to attend and vote in his/her stead. A proxy may, but need not be a member of the Company. A member may appoint any person to be his/her proxy. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- A member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint at least one (1) proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote.
 - In hard copy form
In the case of an appointment made in hard copy form, the original proxy form must be deposited to Propoll Solutions Sdn. Bhd. ("Propoll"), the appointed poll administrator for this AGM, at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia.
 - By electronic means
The proxy form can be electronically lodged through Propoll's online website at <https://www.propollsolutions.com.my> (Domain Registration No. D1A403203-MYNIC).
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is Saturday, 16 May 2026 at 10.00 a.m.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited to Propoll's office at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative to Propoll's office at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at **11 May 2026** and only a depositor whose name appears on the Record of Depositors on this date shall be entitled to attend the meeting or appoint proxies to attend and vote in his/her stead.
- Pursuant to Rule 8.31A(1) of the Listing Requirements, all the resolutions set out in the notice of any general meeting will be put to vote by poll.

EXPLANATORY NOTES: -

1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. Ordinary Resolution 1 on the Payment of Directors' Fees and Meeting Allowances

The estimated Directors' fees are calculated based on the current Board size, the duties and responsibilities of the Directors, while the meeting allowances payable to the Non-Executive Directors are calculated based on the number of scheduled Board and/or Committee meetings to be held. Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board had recommended the payment of Directors' fees and meeting allowances payable to the Directors for shareholders' approval at the 4th AGM in a resolution as follows:-

- Payment of Directors' fees and meeting allowances payable to Directors of the Company for the period commencing from 19 May 2026 until the date of the next AGM in year 2027.

The current structure of Directors' fees has been reviewed by Remuneration Committee ("RC"). The RC recommended and the Board has approved that the fees payable to Directors shall remain unchanged, subject to shareholders' approval at this 4th AGM.

In the event that the proposed Directors' fees and meeting allowances payable to the Directors during the above period exceed the estimated amount sought at the 4th AGM, approval will be sought at the next AGM for additional Directors' fees and meeting allowances payable to meet the shortfall, prior to the payment being made.

3. Ordinary Resolutions 2 to 4 on re-election of Directors

The profiles of the Directors who are standing for re-election as per Agenda items 3 to 5 are set out in the Directors' Profile of the Annual Report 2025.

The Board had, through the Nomination Committee, carried out the necessary assessment of the retiring Directors, namely Poon Lai Kit, Dato' Che Nazli Binti Jaapar and Dato' Sri Dr. Mohd Nizam Bin Sairi (collectively referred to as "Retiring Directors"). The Nomination Committee concluded that the Retiring Directors have:

- met the criteria as prescribed under Rule 2.20A of the Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors;
- met the fit and proper criteria pursuant to the Directors' Fit and Proper Policy adopted; and
- those who are Independent Directors remain independent.

The Directors named above, who are the members of Board have abstained from deliberation and decision on their own eligibility and suitability to stand for re-election at the relevant Nomination Committee Meeting and Board of Directors' Meeting respectively.

4. Ordinary Resolution 6 on the Authority to allot and issue new shares pursuant to Sections 75 and 76 of the Act

The Company had at its 3rd AGM held on 29 May 2025, obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, and 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 10% of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("Previous 10% General Mandate"). The Previous 10% General Mandate will expire at the conclusion of this AGM.

The Company had issued and allotted 39,180,000 new ordinary shares of the Company ("Placement Shares") at an issue price of RM0.51 per share on 15 August 2025 under the private placement ("Private Placement") made pursuant to the Previous 10% General Mandate, which was approved by the shareholders at the 3rd AGM and will lapse at the conclusion of the forthcoming AGM.

As at 3 March 2026, the status of utilisation of proceeds raised from the Private Placement are as follows:

Details of utilisation RM'000	Proposed utilisation RM'000	Actual utilisation RM'000	Deviation RM'000	Balance unutilised RM'000	Estimated time frame for utilisation from the date of the listing of Placement Shares
Working capital	19,422	-	75	19,497	Within 12 months
Expenses for the Private Placement and employees' share option scheme	560	485	(75)	-	Immediate
	19,982	485	-	19,497	

The Ordinary Resolution 6 is a renewal of the general mandate for issuance of new ordinary shares by the Company under Sections 75 and 76 of the Act. The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to allot and issue new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of business expansion or strategic merger and acquisition opportunities involving equity deals or part equity, funding current and/or future investment projects, working capital, repayment of bank borrowings or debt settlement/repayment, operational expenditure, acquisitions and/or for issuance of shares as settlement of purchase consideration and such authority shall continue to be in force until the conclusion of the next AGM of the Company. The general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. The Board of Directors of the Company is of the view that the general mandate is in the best interest of the Company and its shareholders as the Company may use this general mandate within the validity period to meet its financial needs to ensure long term sustainability and interest of the Company and its shareholders. At as the date of this Notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

5. Ordinary Resolution 7 on Proposed Renewal of Shareholders' Mandate

The proposed Ordinary Resolution 7, if passed, will allow the Group to enter or continue to enter into RRPTs of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. Please refer to the RRPT Circular dated 31 March 2026 for more information.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.