



JENTAYU SUSTAINABLES BERHAD
[Registration No. 197501000834 (22146-T)]
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Forty-Eighth (“48th”) Annual General Meeting (“AGM”) of **JENTAYU SUSTAINABLES BERHAD** (“Company”) will be held at Unit 25-01, Level 25, Menara FELDA, 11 Persiaran KLCC, 50450 Kuala Lumpur on Tuesday, 5 December 2023 at 10:00 a.m. for the following purposes:

AGENDA

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|-----|---|--------------------------------------|
| 1. | To receive the Audited Financial Statements for the financial year ended 30 June 2023 and the Reports of the Directors and Auditors thereon. | (Please refer to Explanatory Note A) |
| 2. | To approve the proposed payment of Directors’ fees for the financial year ending 30 June 2024: | |
| 2.1 | Director’s fee of RM70,000.00 to Encik Abdul Halim bin Jantan | Ordinary Resolution 1 |
| 2.2 | Director’s fees of RM60,000.00 to Dato’ Amiruddin bin Abdul Satar | Ordinary Resolution 2 |
| 2.3 | Director’s fees of RM10,000.00 to Mr Baevinraj Thiagarajah | Ordinary Resolution 3 |
| 2.4 | Director’s fees of RM60,000.00 to Ms Kung Chin Woon | Ordinary Resolution 4 |
| 2.5 | Director’s fees of RM50,000.00 to Mr Tobias Hjalmar Mangelmann | Ordinary Resolution 5 |
| 2.6 | Director’s fees of RM40,000.00 to Encik Ahmad Shahizam bin Mohd Shariff | Ordinary Resolution 6 |
| 2.7 | Additional Directors’ Fees of RM60,000.00 | Ordinary Resolution 7 |
| 3. | To approve the payment of Directors’ benefits (other than Directors’ fees) payable to the Non-Executive Directors up to an amount of RM70,000.00 for the period from 6 December 2023 until the next AGM of the Company in 2024. | Ordinary Resolution 8 |
| 4. | To re-elect the following Directors who are retiring by rotation pursuant to Article 145 of the Company’s Constitution: | |
| 4.1 | Encik Abdul Halim bin Jantan | Ordinary Resolution 9 |
| 4.2 | Dato’ Amiruddin bin Abdul Satar | Ordinary Resolution 10 |
| 5. | To re-elect the following Directors who were appointed during the year and are retiring pursuant to Article 138 of the Company’s Constitution: | |
| 5.1 | Mr Tobias Hjalmar Mangelmann | Ordinary Resolution 11 |
| 5.2 | Encik Ahmad Shahizam bin Mohd Shariff | Ordinary Resolution 12 |
| 6. | To re-appoint KPMG PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | Ordinary Resolution 13 |

As Special Business

To consider and if thought fit, with or without modifications, to pass the following resolution:

7. **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS**

Ordinary
Resolution 14

“THAT subject to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price, 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 pursuant to this Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Article 73 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this mandate.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine.”

8. To transact any other business for which due notice has been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO. 201908002648)
TAN LEY THENG (MAICSA 7030358) (SSM PC NO. 201908001685)
Company Secretaries

Kuala Lumpur
Dated: 10 November 2023

NOTES:

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors as at 29 November 2023 (“General Meeting Record of Depositors”) shall be eligible to participate and vote at the meeting.

2. Where a Member is an authorised nominee as defined under the securities industry (central depositories) act, 1991, he may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities' account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a Member of the Company is an Exempt Authorised Nominee who holds ordinary shares in the Company for multiple beneficial owners in one 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.
4. A Member may appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a meeting of Members of the Company but shall not be entitled to appoint more than two (2) proxies to attend the same meeting. where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. a proxy appointed to attend and vote at the meeting of the Company shall have the same rights as the Members to speak at the meeting.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing (or such appointor be a corporation, under its common seal or under the hand of an officer or attorney duly authorised or in some other manner approved by directors). an instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.
6. The instrument appointing the proxy must be deposited with the Company’s share registrar, Boardroom Share Registrars Sdn Bhd at 11th floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 48th AGM or any adjournment thereof.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS

A. Audited Financial Statements for the financial year ended 30 June 2023

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require the formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

1. Ordinary Resolutions 1 to 7 - Directors’ fees

Section 230(1) of the Companies Act 2016 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. The Executive Directors do not receive any fees as Directors, but they are remunerated with salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders.

Mr Baevinraj Thiagarajah had been redesignated from Independent Non Executive Director to an Executive Director on 4 September 2023. Hence, he is entitled to fees on pro-rata basis for the period from 1 July 2023 to 4 September 2023.

Mr Tobias Hjalmar Mangelmann was appointed as an Independent Non-Executive Director of the Company on 4 September 2023. Hence, he is entitled to the fees on pro-rata basis for the period from 4 September 2023 to 30 June 2024.

Encik Ahmad Shahizam bin Mohd Shariff was appointed as an Independent Non-Executive Director of the Company on 8 November 2023. Hence, he is entitled to the fees on pro-rata basis for the period from 8 November 2023 to 30 June 2024.

Resolution 7 is to facilitate the payment of additional Directors' fees which are budgeted for the financial year ending 30 June 2024 in the event the Company appoints additional Non-Executive Director(s) during the year.

2. Ordinary Resolution 8 – Directors' Benefits

The Company is seeking shareholders' approval for payment of Directors' benefits (other than Directors' fees) to the Non-Executive Directors up to an amount of RM70,000.000 for the period from 5 December 2023 until the conclusion of the next AGM of the Company.

The aforesaid Directors' benefits are for payment of golf club membership and also meeting attendance allowance of RM1,000.00 per meeting to the Non-Executive Directors, which is computed based on the estimated number of scheduled meetings for Board, Board Committee meetings and general meetings, including a provisional sum as a contingency should there be new appointment of Non-Executive Director and additional Board or Committees' meetings to be held.

In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. Ordinary Resolutions 9 to 12 – Re-election of Directors

Encik Abdul Halim bin Jantan and Dato' Amiruddin bin Abdul Satar, who retire in accordance with Article 145 of the Constitution, together with Mr Tobias Hjalmar Mangelmann and Encik Ahmad Shahizam bin Mohd Shariff, who retire in accordance with Article 138 of the Constitution (collectively referred to as "**Retiring Directors**"), being eligible, have offered themselves for re-election.

The Retiring Directors had provided the fit and proper declarations and the Board had through the Board Nomination and Remuneration Committee, carried out the assessment on the Retiring Directors and agreed that they met the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their role as Directors.

4. Ordinary Resolution 13 - Re-appointment of Auditors

The Board Audit Committee had assessed the suitability and independence of the Auditors and recommended the re-appointment of KPMG PLT as Auditors of the Company for the financial year ending 30 June 2024.

The Board, at the recommendation of the Board Audit Committee, endorsed the re-appointment of KPMG PLT as Auditors of the Company for the financial year ending 30 June 2024, to be presented to the shareholders for approval.

5. Ordinary Resolution 14 - Authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights

The Company wishes to renew the mandate on the authority to issue and allot shares pursuant to the Companies Act 2016 at the 48th AGM of the Company (hereinafter referred to as the "**General Mandate**").

The Company had been granted a general mandate by its shareholders at the 47th AGM of the Company held on 27 December 2022 ("**Previous Mandate**"). As at the date of this Notice, no new shares were issued pursuant to the Previous Mandate and hence, no proceeds were raised therefrom.

The General Mandate, if approved, will empower the Directors of the Company pursuant to the Act, from the date of the 48th AGM of the Company, to issue and allot shares in the Company at any time to such persons in their absolute discretion without convening a general meeting

provided that the aggregate number of the shares issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment(s), project(s), working capital and/or acquisition(s).

Pursuant to Section 85 of the Companies Act 2016 read together with Article 73 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The proposed Resolution 14, if passed, the shareholders of the Company shall agree to waive their statutory pre-emptive rights and thus will allow the Directors to issue new shares to any person under the General Mandate without having to offer the new shares to all existing shareholders of the Company prior to the issuance of the new shares.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the 48th 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.