



## JENTAYU SUSTAINABLES BERHAD

(Registration No.197501000834 (22146-T))  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Jentayu Sustainables Berhad (“**JSB**” or the “**Company**”), will be held at Unit 25-01, Level 25, Menara FELDA, No. 11 Persiaran KLCC, 50450 Kuala Lumpur, Malaysia on Wednesday, 22 October 2025 at 10.30 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification the resolutions as set out in this notice.

#### ORDINARY RESOLUTION 1

#### **PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF JSB TO THIRD PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)**

“**THAT** subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Board of Directors of JSB (“**Board**”) to issue and allot up to 119,419,144 new ordinary shares in the Company (“**JSB Share(s)**” or “**Share(s)**”), representing approximately 20.00% of the enlarged total number of issued shares of JSB (“**Placement Share(s)**”) to independent third-party investor(s) to be identified later at an issue price to be determined later by the Board (“**Price Fixing Date**”) upon such terms and conditions as disclosed in the Circular to the shareholders of the Company dated 3 September 2025 (“**Circular**”).

THAT, pursuant to Section 85 of the Companies Act, 2016 read together with Article 73 of the Constitution of the Company, approval be hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new Shares ranking equally to the existing issued JSB Shares arising from any allotment and issuance of new Shares pursuant to the Proposed Private Placement.

THAT the issue price of the Placement Shares will be determined based on a discount of not more than 10.00% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately preceding the Price Fixing Date.

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/ or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

THAT such Placement Shares will, upon allotment and issuance, rank equally in all respects with the existing JSB Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Placement Shares.

THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the best interest of the Company and to take such steps as they may deem appropriate, necessary and/or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.

AND THAT this resolution constitute a specific approval for the issuance of securities in the Company contemplated herein and shall continue to be in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

#### ORDINARY RESOLUTION 2

#### **PROPOSED ACQUISITION OF 51% EQUITY INTEREST IN JENTAYU SOLAR SDN BHD (“JENTAYU SOLAR”) FROM JENTAYU CAPITAL SDN BHD (“JENTAYU CAPITAL”), FOR A PURCHASE CONSIDERATION OF RM5.87 MILLION, TO BE SATISFIED WHOLLY VIA SET-OFF ARRANGEMENT, TOGETHER WITH THE PROPOSED ACQUISITION OF THE REMAINING 49% EQUITY INTEREST IN JENTAYU SOLAR VIA THE EXERCISE OF A CALL OPTION PURSUANT TO A CALL OPTION DEED ENTERED INTO WITH SERI PANGLIMA HOLDINGS SDN BHD (“SERI PANGLIMA”) FOR A PURCHASE CONSIDERATION OF RM5.64 MILLION (“CALL OPTION DEED”) (COLLECTIVELY, THE “PROPOSED ACQUISITION”)**

“THAT, subject to the passing of Ordinary Resolution 3 and the approvals from all relevant authorities and/or parties being obtained, approval be and is hereby given for the Company to acquire 51% equity interest in Jentayu Solar at the purchase consideration of RM5.87 million to be satisfied wholly via set-off arrangement upon the terms and subject to the conditions set out in the conditional share sale agreement dated 26 June 2025 entered into by JSB with Jentayu Capital.

THAT, subject to the approvals from all relevant authorities and/ or parties being obtained, approval be and is hereby given for JSB to exercise the call option granted under the call option deed dated 26 June 2025 entered into with Seri Panglima, to acquire the remaining 1,470,000 ordinary shares in Jentayu Solar, representing 49% equity interest in Jentayu Solar, for a purchase consideration of RM5.64 million, within 12 months from the date of the Call Option Deed.

AND THAT the Board of Directors of JSB (save for Datuk Beroz Nikmal bin Mirdin) be and is hereby authorised and empowered to give full effect to the Proposed Acquisition with full power to deal with all matters incidental, ancillary to and/or relating thereto and take all such steps and to execute and deliver and/or caused to be executed and delivered all the necessary documents, including the SSA, Call Option Deed and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

#### ORDINARY RESOLUTION 3

#### **PROPOSED VARIATION TO THE UTILISATION OF THE PROCEEDS RAISED FROM THE COMPANY’S RIGHTS ISSUE EXERCISE THAT WAS COMPLETED ON 3 MARCH 2022 (“RIGHTS ISSUE 2022”) (“PROPOSED VARIATION”)**

“THAT, subject to the passing of Ordinary Resolution 2 and the approvals from all relevant authorities and/or parties being obtained, approval be and is hereby given for JSB to vary the utilisation of the proceeds raised from the Rights Issue 2022, which raised total gross proceeds of approximately RM30.44 million upon the listing and quotation of 101,457,300 Rights Shares on the Main Market of Bursa Malaysia Securities Berhad on 3 March 2022, to reallocate a sum of RM16.00 million, which was previously earmarked as refundable deposits for the proposed acquisition of hydro assets (which acquisition was mutually terminated on 17 March 2025), for the following purposes:-

- to partially fund, by way of set-off arrangement, the purchase consideration for the Proposed Acquisition; and
- to fund future viable investment and/or expansion opportunities identified by the Company;

AND THAT the Board of Directors of JSB be and is hereby authorised to take all such steps and to do all acts, deeds and things as they may deem necessary, expedient and/or in the best interest of the Company to give full effect to the Proposed Variation, with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to deal with all matters incidental thereto.”

By Order of the Board

**ANDREW TAN KEN SENG** (MAICSA 7068904) (SSM PC NO. 202408000555)  
**CYNTHIA GLORIA LOUIS** (MAICSA 7008306) (SSM PC NO. 201908003061)  
Company Secretaries

Kuala Lumpur  
3 September 2025

#### Notes:

- In regard of deposited securities, only members whose names appear in the Record of Depositors as at Thursday, 16 October 2025 (“**General Meeting Record of Depositors**”) shall be eligible to participate and vote at the Meeting.
- 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.
- Where a member of the Company is an Exempt Authorised Nominee which 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.
- 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.
- 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 appointor.
- The instrument appointing a proxy shall 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 Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
- Alternatively, the proxy form can be deposited electronically through the Share Registrar’s website, Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> to login and deposit your proxy form electronically not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.