

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused the Share Buy-Back Statement prior to its issuance as it is exempted pursuant to Practice Note 18 of the Main Market Listing Requirement of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Statement/Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents in this Statement/Circular.



JAYA TIASA HOLDINGS BERHAD
(3751-V)
(Incorporated in Malaysia)

PART A

SHARE BUY-BACK STATEMENT

IN RELATION TO THE

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE
ITS OWN SHARES**

PART B

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The above proposals will be tabled at the 55th Annual General Meeting of the Company to be held at the Auditorium, Ground Floor, No.62, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak on Thursday, 26 November 2015 at 9.00 a.m. The Notice of the 55th Annual General Meeting of the Company together with the Form of Proxy are set out in the Annual Report 2015 of the Company despatched together with this Statement/Circular.

The Form of Proxy must be completed and lodged at the Registered Office of the Company at No.1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak on or before the date and time indicated below. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : 24 November 2015 at 9.00 a.m.

Date and Time of the Annual General Meeting : 26 November 2015 at 9.00 a.m.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Statement/Circular: -

Act	- The Companies Act, 1965 as amended from time to time
AGM	- Annual General Meeting
55 th AGM	- Fifty-Fifth Annual General Meeting of JTH to be held on 26 November 2015
Annual Report 2015	- Annual Report for the financial year ended 30 June 2015
Board or Directors	- Board of Directors of JTH
Bursa Securities	- Bursa Malaysia Securities Berhad
Code	- Malaysian Code on Take-Overs and Mergers, 2010 as amended from time to time
EPS	- Earnings per share
JTH or the Company	- Jaya Tiasa Holdings Berhad (Company No. 3751-V)
JTH Group or the Group	- JTH and its subsidiaries, collectively
NA	- Net Assets
Proposed Share Buy-Back	- Proposed Renewal of Shareholders' Authority for the Company to purchase its own shares of up to ten per centum (10%) of its issued and paid-up capital
Proposed Shareholders' Mandate For RRPT	- The Proposed Shareholders' Mandate for the Group to enter into recurrent Related Party Transaction (RRPT)
RM or Sen	- Ringgit Malaysia and Sen respectively
Related Party(ies)	- Means a director, major shareholder or person connected with such director or major shareholder. For the purpose of this definition, "director" and "major shareholder" shall have the same meaning as given in paragraph 10.02 of the Main Market Listing Requirements. Person connected shall have the same meaning as given in paragraph 1.01 of the Main Market Listing Requirements
Related Party Transaction	- A transaction entered into by JTH Group which involve the interests, direct or indirect, of a Related Party
RRPT	- Related Party Transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the Group in the ordinary course of business.
Share(s) or JTH Share(s)	- Issued and paid-up ordinary share(s) of RM1.00 each in JTH

CONTENTS

PART A

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

	PAGE
1. INTRODUCTION	1
2. PROPOSED SHARE BUY-BACK	1
2.1 Funding, Retained Profits and Share Premium	1
2.2 Public Shareholding Spread	1
2.3 The Rationale and Risk Assessment	2
2.4 Purchase, Resale and Cancellation Made in The Previous Twelve (12) Months	2
3. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK	
3.1 Share Capital	2 - 3
3.2 NA Per Share and EPS	3
3.3 Working Capital and Cash Flow	3
4. IMPLICATIONS RELATING TO THE CODE	3 - 4
5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	4
6. DIRECTORS' RECOMMENDATION	4

PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

	PAGE
1. INTRODUCTION	5
2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE FOR RRPT	
2.1 Principal Business Activities of The Group	6
2.2 Class of Related Party, Nature of RRPT, Estimated Value and Actual Value	6 - 8
2.3 Deviation where the Actual Value exceeds the Estimated Value by 10% or more	8
2.4 Amount Due and Owing by Related Parties	8
2.5 Rationale and Benefits of The Recurrent Related Party Transactions	8
2.6 Review Procedure	8 - 9
2.7 Disclosure	9
2.8 Audit Committee Statements	9 - 10

2.9	Condition of The Proposed Shareholders' Mandate For RRPT	10
2.10	Validity Period of The Proposed Shareholders' Mandate For RRPT	10
2.11	Interests of the Directors and Major Shareholders	10 - 11
3.	ANNUAL GENERAL MEETING	11
4.	DIRECTORS' RECOMMENDATION	11 - 12
5.	FURTHER INFORMATION	12
ANNEXURE	NAME OF INTERESTED RELATED PARTIES AND NATURE OF THEIR INTEREST IN THE RRPT	13
APPENDIX I	ADDITIONAL INFORMATION	14
EXTRACT OF NOTICE OF 55TH ANNUAL GENERAL MEETING		15
FORM OF PROXY		

ENCLOSED IN
ANNUAL REPORT 2015

PART A

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO
PURCHASE ITS OWN SHARES**



JAYA TIASA HOLDINGS BERHAD
(3751-V)
(Incorporated in Malaysia)

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

1. INTRODUCTION

On 20 October 2015, the Board announced that JTH will be seeking its shareholders approval at the forthcoming 55th AGM for the proposed renewal of authority for the purchase by JTH of its own shares up to ten percent (10%) of the issued and paid-up share capital of the Company.

The purpose of this Statement is to provide you with relevant information on the Proposed Share Buy-Back and to seek your approval for the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the 55th AGM. The Notice of the AGM and the Form of Proxy are enclosed in the Annual Report 2015 of the Company.

2. PROPOSED SHARE BUY-BACK

At the last AGM of the Company held on 27 November 2014, the shareholders of JTH had granted their approval for JTH to purchase up to ten percent (10%) of the issued and paid-up capital of JTH. The Share Buy-Back authority will expire at the conclusion of the forthcoming AGM of the Company which will be held on 26 November 2015.

The Board of Directors proposes to purchase further Shares from the market of Bursa Securities up to a maximum of 97,371,700 Shares representing 10% of the issued and paid-up share capital of the Company as at 1 October 2015. The maximum number of Shares that may be bought-back would include all Shares which have been previously bought-back and retained as treasury shares.

The Directors therefore wish to seek the approval of the shareholders for the Proposed Share Buy-Back. If approved by the shareholders at the forthcoming 55th AGM, the authority conferred by the shareholders for the Proposed Share Buy-Back will continue in force until the next AGM of the Company (whereupon it will lapse, unless renewed at such meeting) or until it is varied or revoked by the Company in general meeting (if so varied or revoked prior to the next AGM).

2.1 Funding, Retained Profits and Share Premium

The proposed purchase of the Company's own shares will be financed from internally generated funds.

The maximum fund allocated for the purchase of shares shall not exceed the total retained profits and share premium reserves of the Company at the time of purchase. The audited retained profits of the Company as at 30 June 2015 was RM690 million. The Company does not have any share premium reserves as at 30 June 2015.

2.2 Public Shareholding Spread

As at 1 October 2015, the public shareholding spread of the Company was 41.29%.

Your Directors will ensure that the Company complies with the twenty-five percent (25%) public shareholding as required by Bursa Securities and will not buy back shares if the purchase would result in the public shareholding spread requirement not being met.

2.3 The Rationale and Risk Assessment

The Proposed Share Buy-Back, if executed, is expected to potentially benefit the Company and its shareholders as follows:

- Enhance the EPS of the Company and/or the Group (in the case where the Directors resolve to cancel the Purchased JTH Shares and/or retain the Purchased JTH Shares as treasury shares and the treasury shares are not subsequently resold), and thereby long term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company;
- If the Purchased JTH Shares are kept as treasury shares, it will give the Directors an option to sell the Purchased JTH Shares at a higher price and therefore make an exceptional gain for the Company. Alternatively, the Purchased JTH Shares can be distributed as share dividends to shareholders; and
- The Company may be able to stabilise the supply and demand of its Shares in the open market and thereby supporting its fundamental values.

The Proposed Share Buy-Back is not expected to have any potential material disadvantage to the Company and its shareholders as it will be exercised only after in-depth consideration of the financial resources of the Group.

Nonetheless, the funds used for the purchase of Shares will reduce the financial resources of the Group which may result in the Group foregoing other investment opportunities that may emerge in the future and may also reduce the amount of resources available for distribution in the form of cash dividends to shareholders of JTH.

However, the financial resources of the Group may increase in the event the Purchased JTH Shares held as treasury shares are subsequently resold at prices higher than the purchase prices.

2.4 Purchase, Resale and Cancellation Made in the Previous Twelve (12) months

During the previous twelve (12) months, the Company purchased a total of 1,000 JTH Shares from the open market. All the shares purchased are retained as treasury shares. There has been no cancellation and/or resale of treasury shares in the previous twelve (12) months.

The cumulative total number of treasury shares as at 16 October 2015, being the last practicable date prior to the printing of this Statement was 5,724,000 representing 0.59% of the issued and paid-up capital of JTH. Total cost for the purchase of these shares amounted to RM13,682,979 (or RM2.39 per share).

Information on shares purchased during the financial year ended 30 June 2015 is also set out in the "Statement on Corporate Governance - Additional Compliance Information" section of the Annual Report 2015.

3. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

Based on the assumption that the Proposed Share Buy-Back is carried out in full, the effect of the Proposed Share Buy-Back on the share capital, NA, EPS, ~~and~~ working capital and cash flow of JTH are as set out below:

3.1 Share Capital

The Proposed Share Buy-Back will not have any effect on the issued and paid-up share capital of the Company if all the shares purchased are retained as treasury shares.

The effect of the Proposed Share Buy-Back on the issued and paid-up share capital of the Company assuming JTH buys and subsequently cancels up to 97,371,700 Shares representing 10% of the existing issued and paid-up share capital as at 1 October 2015 is as follows:

	No. of ordinary shares of RM1.00 each	RM
Existing as at 1 October 2015	973,717,797	973,717,797
Less: Number of JTH shares to be cancelled pursuant to the Proposed Share Buy-Back of up to 10% of the existing share capital	97,371,700	97,371,700
Upon completion of the Proposed Share Buy-Back	876,346,097	876,346,097

3.2 NA per Share and EPS

The NA per share of the Company and the Group may be increased or decreased, depending on the purchase prices of the Shares to be bought back by the Company. Should the purchase prices exceed the existing NA per Share, the NA of the remaining Shares should decrease accordingly. And conversely, should the purchase price be lower than the existing NA per Share, the resultant NA per Share should increase accordingly.

The effective reduction in the issued and paid-up share capital of the Company pursuant to the Proposed Share Buy-Back would generally, all else being equal, increase the consolidated EPS of the Company and/or the Group. However, the Proposed Share Buy-Back, if exercised, is not expected to have any material effect on the NA per share and EPS of the Company and/or the Group for the financial year ending 30 June 2016.

3.3 Working Capital and Cash Flow

Although the Proposed Share Buy-Back will reduce the working capital of the Company to the extent of the amount of funds utilised for the purchase of the Company's shares, it is not expected to have a material effect on the working capital of the Company.

The Group's cash flow may be affected as any purchase of JTH shares will reduce the Group's cash flow. The level of reduction will depend on, inter-alia, the actual number of JTH Shares that may be purchased and their purchase prices at the relevant point of time during the period of the Proposed Share Buy-Back.

4. IMPLICATIONS RELATING TO THE CODE

The Proposed share Buy-Back is not expected to have any implication on the Code.

In the event the Proposed Share Buy-Back would result in the substantial shareholders and/or parties acting in concert with them incurring a mandatory general offer obligation under the Code, approvals would be sought from the Securities Commission for the exemption under Practice Note 9 of the Code, subject to certain conditions (as set out in the Practice Note) being met since the increase in their shareholding is inadvertent and is a result of action that is outside their direct participation.

In the event the proposed waiver is not granted by Securities Commission, the Company will only proceed with the Proposed Share Buy-Back to the extent that it will not contravene the limit as provided under the Code.

If the Proposed Share Buy-Back is implemented and there is no change in the number of Shares held by the Substantial Shareholders as at 1 October 2015, the effects before and after the Proposed Share Buy-Back on the percentage shareholdings of the Substantial Shareholders will for the purpose of illustration only be as follows :

-----> No. of ordinary shares held <----->
 <-----> Before the proposed Share buy-back <-----> After the proposed Share buy-back <----->

Substantial Shareholders	No. of ordinary shares held				No. of ordinary shares held			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Tiong Toh Siong Holdings Sdn. Bhd.	206,815,665	21.37	2,918,451 [@]	0.30	206,815,665	21.37	2,918,451 [@]	0.30
Genine Chain Limited	91,055,164	9.41	47,259,343 [%]	4.88	91,055,164	9.41	47,259,343 [%]	4.88
Amanas Sdn Bhd	50,479,961	5.21	-	-	50,479,961	5.21	-	-
Double Universal Limited	20,405,097	2.11	120,147,504 ^{&}	12.41	20,405,097	2.11	120,147,504 ^{&}	12.41
Tan Sri Datuk Sir Tiong Hiew King	8,871,408	0.92	250,941,615 [*]	25.92	8,871,408	0.92	250,941,615 [*]	25.92
Teck Sing Lik Enterprise Sdn. Bhd.	1,270,080	0.13	239,183,124 [#]	24.71	1,270,080	0.13	239,183,124 [#]	24.71

Notes:

- @ Deemed interested by virtue of its substantial shareholding in Tiong Toh Siong & Sons Sdn Bhd and Kuntum Enterprises Sdn Bhd.
- % Deemed interested by virtue of its substantial shareholding in Asanas Sdn Bhd.
- & Deemed interested by virtue of its substantial shareholdings in Insan Anggun Sdn Bhd, Nustinas Sdn Bhd and Amanas Sdn Bhd.
- * Deemed interested by virtue of his substantial shareholdings in Teck Sing Lik Enterprise Sdn Bhd, Tiong Toh Siong Holdings Sdn Bhd, Tiong Toh Siong Enterprises Sdn Bhd, Tiong Toh Siong & Sons Sdn Bhd, Pertumbuhan Abadi Asia Sdn Bhd and Kuntum Enterprises Sdn Bhd.
- # Deemed interested by virtue of its substantial shareholdings in Tiong Toh Siong Holdings Sdn Bhd, Tiong Toh Siong Enterprises Sdn Bhd, Tiong Toh Siong & Sons Sdn Bhd and Kuntum Enterprises Sdn Bhd.

5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

None of the Directors, Substantial Shareholders and persons connected to them has any interest, direct or indirect, in the Proposed Share Buy-Back and the resale of treasury shares, if any.

6. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of JTH.

The Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the 55th AGM to be held on 26 November 2015.

PART B

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**



JAYA TIASA HOLDINGS BERHAD
(3751-V)
(Incorporated in Malaysia)

Registered Office:-

No.1-9, Pusat Suria Permata
Lorong Upper Lanang 10A
96000 Sibu
Sarawak

30 October 2015

Directors:-

Gen (Rtd) Tan Sri Abdul Rahman Bin Abdul Hamid (*Chairman*)
Dato' Sri Tiong Chiong Hoo (*Deputy Executive Chairman*)
Dato' Wong Sie Young (*Chief Executive Officer*)
Dato' Sri Dr. Tiong Ik King
Tiong Choon
Tiong Chiong Hee
John Leong Chung Loong
Dato' Wong Lee Yun
Datuk Talib Bin Haji Jamal

To: The Shareholders of Jaya Tiasa Holdings Berhad

Dear Shareholders,

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

On 27 November 2014, the Company obtained a mandate from its shareholders for the Group to enter into RRPT of a revenue or trading nature which are necessary for the Group's day-to-day operations in the ordinary course of business on normal commercial terms which are not more favorable to the Related Party than those generally available to the public. The existing shareholders' mandate for RRPT will expire at the conclusion of the forthcoming 55th AGM of the Company which will be held on 26 November 2015.

On 20 October 2015, the Board announced that JTH would like to seek approval of its shareholders for the Proposed Shareholders' Mandate For RRPT.

The purpose of this Circular is to provide you with relevant information and seeks your approval for the ordinary resolution pertaining to the Proposed Shareholders' Mandate For RRPT to be tabled at the 55th AGM as special business. The Notice of the AGM and the Form of Proxy are enclosed in the Annual Report 2015 of the Company.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE FOR RRPT

2.1 Principal Business Activities of the Group

The principal activities of the Company are investment holding, provision of management services, logging and sale of logs. The principal activities of the operating subsidiaries of JTH are as follows: -

Name of Subsidiary	Equity Interest held (%)	Principal Activities
Rimbunan Hijau Plywood Sdn Bhd ("RHP")	100	Manufacturing and sale of sawn timber, blockboard, veneer and plywood contract manufacturing
Jaya Tiasa Plywood Sdn Bhd ("JTP")	100	Manufacturing and sale of sawn timber, blockboard, veneer and plywood contract manufacturing
Jaya Tiasa Timber Products Sdn Bhd ("JTTP")	100	Manufacturing and sale of veneer, sawn timber and plywood
Jaras Sdn Bhd ("JSB")	100	Extraction, purchase and sale of logs
Curiah Sdn Bhd ("CSB")	88.9	Extraction and sale of logs
Sericahaya Sdn Bhd ("SSB")	88.9	Extraction and sale of logs
Hak Jaya Sdn Bhd ("HJSB")	100	Marketing of timber logs
Kunari Timber Sdn Bhd ("KTSB")	100	Marketing of timber logs
Jaya Tiasa Forest Plantation Sdn Bhd ("JTFP")	100	Development and maintenance of planted forests, logging and forest plantation contractor
Erajaya Synergy Sdn Bhd ("ESSB")	100	Development of oil palm plantations and related activities
Hariyama Sdn Bhd ("HSB")	100	Development of oil palm plantations and related activities
Simalau Plantation Sdn Bhd ("SPSB")	100	Development of oil palm plantations and related activities
Poh Zhen Sdn Bhd ("PZSB")	100	Development of oil palm plantations and related activities
Eastern Eden Sdn Bhd ("EESB")	100	Development of oil palm plantations and related activities
JT Oil Palm Development Sdn Bhd ("JTOP")	100	Palm oil processing and related activities
Maujaya Sdn Bhd ("MJSB")	100	Palm oil processing and related activities
Jaya Tiasa R&D Sdn Bhd ("JTRD")	100	Research and development and sale of seeds
Jaya Tiasa Aviation Sdn Bhd ("JTA")	100	Provision of private air transportation services
Maxiwealth Holdings Sdn Bhd ("MHSB")	100	Palm oil processing and related activities
Guanaco Sdn Bhd ("GSB")	100	Cultivation and trading of bird's nest
Mantan Sdn Bhd ("MSB")	100	Timber Logging

2.2 Class of Related Party, Nature of RRPT, Estimated Value and Actual Value

The transacting Related Parties are companies in which directors of JTH Group, major shareholders of JTH and/or person(s) connected with them have substantial interests. The name of the transacting Related Parties, details of the nature of the RRPT to be entered into by the JTH Group, the estimated aggregate value of the respective RRPT contemplated under the Proposed Shareholders Mandate For RRPT, the estimated value of each RRPT as disclosed in the preceding year Circular to Shareholders and the actual value transacted of each RRPT are set out in Table A on page 7.

Interested Related Parties

The name of the interested Related Parties and nature of their interests in the RRPT are set out in the Annexure to Part B of this Circular on page 13.

TABLE A: Transactions for the Proposed Shareholders' Mandate For RRPT**RRPT for Renewal**

Transacting related party	Nature of RRPT to be entered into by the Company (JTH) and/or its subsidiaries	Existing Mandate		Estimated Value ⁽²⁾ RM'000
		Estimated value as disclosed in the preceding year circular RM'000	Actual Value Transacted ⁽¹⁾ RM'000	
Binamewah Sdn Bhd	Purchase of logs by JTH	25,000	19,814	25,000
Petanak Enterprises Sdn Bhd	Purchase of raw materials (glue) by JTP and RHP	34,000	16,492	20,000
Subur Group - Subur Tiasa Holdings Berhad - Subur Tiasa Plywood Sdn Bhd	Helicopter hiring income receivable by JTA	1,000	-	1,000
	Sale of veneer by JTP	36,000	32,345	36,000
Tapak Megah Sdn Bhd	Logging contract fee receivable by JTH	15,000	10,044	15,000
R.H. Forest Corporation Sdn Bhd	Purchase of salvaged logs from natural forest by JTH	5,000	-	5,000
	Contract income receivable by JTFP for salvage logging on natural forest	2,000	-	2,000
	Payment by JTFP for logs harvested from planted forest	100	-	100
	Land rental payable by ESSB	3,000	1,803	4,500
Rejang Heights Sdn Bhd	Land rental payable by ESSB	2,500	1,392	3,000
Wealth Houses Development Sdn Bhd	Land rental payable by ESSB	1,000	231	1,000
Total:				112,600

RRPT from the previous Shareholders' Mandate where renewal is not required

Transacting related party	Nature of RRPT to be entered into by the Company (JTH) and/or its subsidiaries	Existing Mandate	
		Estimated Value as stipulated in preceding year Circular (RM'000)	Actual Value transacted (RM'000)
Subur Tiasa Holdings Berhad	Logpond handling charges receivable by JSB	2,000	Nil

New RRPT for obtaining Shareholders' Mandate

Transacting related party	Nature of RRPT to be entered into by the Company (JTH) and/or its subsidiaries	Estimated Value of Transaction from the date of 55 th AGM to the date of next AGM (RM'000)
R H Development (Sarawak) Sdn Bhd	Reforestation planning and advisory fee payable by JTH, CSB and SSB,	12,000
R H Selangau Palm Oil Mill Sdn Bhd	Sale of fresh fruit bunches by HSB	12,000
Subur Tiasa Holdings Berhad	Logpond handling charges payable by JTP	1,000
Total:		25,000

Notes to Table A:-

1. Actual value transacted from 27 November 2014 (the date of the last AGM) up to 30 September 2015, being the last practicable date prior to printing of this Circular.
2. The Estimated Value from 26 November 2015 (the date of the 55th AGM) up to the next AGM is based on information available at the point of estimation and is subject to changes.
3. Subur Group comprises Subur Tiasa Holdings Berhad and its wholly-owned subsidiary, Subur Tiasa Plywood Sdn Bhd.

2.3 Deviation where the Actual Value exceeds the Estimated Value by 10% or more

The actual value of RRPT did not exceed the estimated value as approved under previous shareholders' mandate granted to the Company at the last AGM.

2.4 Amount Due and Owing by Related Parties

As at 30 June 2015, there were no amounts due and owing to the Group which exceeded the credit term.

2.5 Rationale and Benefits of the RRPT

It is envisaged that in the normal course of business, transactions between companies within the Group and the Related Parties are likely to occur from time to time. The Proposed Shareholders' Mandate For RRPT is intended to facilitate the Companies within the Group to pursue business opportunities which are time-sensitive in nature and to eliminate the need to convene separate general meetings on a case to case basis before entering into such RRPT. This will substantially reduce the administrative time and expenses associated with the convening of general meetings on an ad-hoc basis and allow JTH to channel manpower resources towards attaining other corporate objectives.

The Group is able to secure the products and services from the Related Party with the desired capability and capacity to meet the Group's requirements. Additionally, the Related Parties have been reliable supplier and or customer of the Group for many years and the Group has benefited in term of competitive pricing and business efficiency.

2.6 Review Procedures

The Group has established the following methods and procedures to ensure that the RRPT are undertaken on arm's length basis on terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of JTH: -

- i) A list of Related Parties and a summary explaining what constitutes a RRPT is circulated to Directors and Management within the Group to notify them that all RRPT are to be undertaken at arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of JTH.

The list of Related Parties will be updated and circulated to the Directors and Management of the Group, as and when the RRPT's status changes or additional RRPT are included or in any event, at least once a year if there is no change in the RRPT's status.

- ii) The thresholds for the approval of RRPT within JTH Group are as follows:

Authority Limit	Approving Authority
RM15,000,000 or less*	- Deputy Executive Chairman
More than RM15,000,000	- Audit Committee

* Transaction of RM15,000,000 or less involving the interest of the Deputy Executive Chairman or person connected with him would be approved by the Audit Committee.

- iii) Records will be maintained to capture all RRPT.
- iv) The transaction prices, terms and conditions on purchases and sales will be determined by market forces, under similar commercial terms for transactions with third parties which depend on demand and supply of the products and subject to the availability of the products in the market. At least 2 other contemporaneous transactions with unrelated third parties for similar products and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces and/or quantities.
- v) In the event quotation or comparative pricing from unrelated third parties cannot be obtained, the cost plus method will be used in the determination of fair price or contract rates. This method determines the arm's length price or rate by adding an appropriate mark-up to the cost of production. The appropriate mark-up is the percentage earned based on the industry standard, where applicable, or by company on unrelated party transactions which are similar to the Related Party Transaction.
- vi) The annual internal audit plan shall incorporate periodic reviews of all RRPT entered into pursuant to the shareholders' mandate to ensure that procedures in respect of such transactions are adhered to. The Audit Committee shall review the internal audit reports to ascertain that the established procedures for monitoring the RRPT are complied with.
- vii) The Audit Committee has the overall responsibility for the determination of the review procedures. Such review methods and procedures may be modified, supplemented or replaced from time to time by the Audit Committee.
- viii) Where a member of the Board or Audit Committee has interest in the RRPT, he shall declare the nature of his interest and abstain from deliberation and decision making by the Board or Audit Committee on the RRPT.
- ix) Should the Audit Committee determine that the above procedures and processes are no longer appropriate or adequate to ensure that the RRPT are carried out on normal commercial terms or are prejudicial to the interests of the shareholders, the Audit Committee will draw it to the attention of the Board and, if necessary, the Company will seek a fresh mandate from shareholders based on new procedures.

2.7 Disclosure

The disclosure of a breakdown of the aggregate value of RRPT conducted pursuant to the shareholders' mandate during the financial year will be made in the annual report of the Company, amongst others, based on the following information: -

- i) the type of RRPT made; and
- ii) the names of the Related Parties involved in each type of RRPT made and their relationship with the Company.

2.8 Audit Committee Statements

The members of the Audit Committee are as follows:

	<u>Designation</u>	<u>Directorship</u>
1. Gen (Rtd) Tan Sri Abdul Rahman Bin Abdul Hamid	Chairman	Independent Non-Executive Chairman
2. John Leong Chung Loong	Member	Independent Non-Executive Director
3. Dato' Wong Lee Yun	Member	Independent Non-Executive Director
4. Datuk Talib Bin Haji Jamal	Member	Independent Non-Executive Director

The Audit Committee has seen and reviewed the procedures mentioned in Section 2.6 above and is of the view that:

- i) the said procedures are sufficient to ensure that the RRPT is not more favorable to the Related Party than those generally available to the public and hence are not to the detriment of the minority shareholders; and
- ii) the Group has in place adequate procedures to monitor, track and identify RRPT in a timely and orderly manner and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

2.9 Condition of the Proposed Shareholders' Mandate For RRPT

The Proposed Shareholders' Mandate For RRPT is subject to the approval of the shareholders of the Company at the forthcoming 55th AGM.

2.10 Validity Period of the Proposed Shareholders' Mandate For RRPT

The Proposed Shareholders' Mandate For RRPT would be effective immediately upon passing of the ordinary resolution at the 55th AGM and will continue in force until the next AGM of the Company (whereupon it will lapse, unless renewed at such meeting) or until it is varied or revoked by the Company in general meeting (if so varied or revoked prior to the next AGM).

2.11 INTERESTS OF THE DIRECTORS AND MAJOR SHAREHOLDERS

The interested directors, namely Dato' Sri Tiong Chiong Hoo, Dato' Sri Dr Tiong Ik King, Tiong Choon and Tiong Chiong Hee have abstained and will abstain from deliberation and voting on the relevant resolution regarding the Proposed Shareholders' Mandate For RRPT at the Board Meeting. The aforesaid interested directors and the interested major shareholders, namely Tiong Toh Siong Holdings Sdn Bhd, Teck Sing Lik Enterprise Sdn Bhd and Tan Sri Datuk Sir Tiong Hiew King and all persons connected with them will abstain from voting in respect of their direct and/or indirect interests in JTH at the 55th AGM approving the resolution on the Proposed Shareholders' Mandate For RRPT. In addition, the interested directors and interested major shareholders have undertaken that they will ensure that the persons connected with them will abstain from voting in respect of their direct and/or indirect interests in JTH at the 55th AGM approving the resolution on the Proposed Shareholders' Mandate For RRPT. Save as disclosed herein, none of the other directors and major shareholders and/or person connected with them, has any interest, direct or indirect, in the Proposed Shareholders' Mandate For RRPT.

The direct and indirect shareholdings of the interested directors, interested major shareholders and persons connected with them in JTH as at 1 October 2015 were as follows: -

	◀----- No. of shares held -----▶			
	Direct	%	Indirect	%
Interested Directors of the Company				
Dato' Sri Tiong Chiong Hoo ¹	3,353,436	0.34	750,000 (a)	0.08
Dato' Sri Dr Tiong Ik King ⁴	341,790	0.04	-	-
Tiong Choon ²	-	-	1,352,428 (b)	0.14
Tiong Chiong Hee ⁸	-	-	-	-
Interested Director of the Subsidiary				
Datuk Tiong Thai King – <i>Director of JSB, JTP and JTTP</i>	5,531,735	0.57	-	-
Interested Major Shareholders of the Company				
Tiong Toh Siong Holdings Sdn Bhd	206,815,665	21.37	2,918,451 (c)	0.30
Tan Sri Datuk Sir Tiong Hiew King	8,871,408	0.92	250,941,615 (d)	25.92
Teck Sing Lik Enterprise Sdn Bhd	1,270,080	0.13	239,183,124 (e)	24.71
Persons Connected				
Puan Sri Datin Ngu Yii Chuo ³	172,542	0.02	-	-
Tiong Kiong King ⁴	671,866	0.07	-	-
Tiong Chiong Ong ¹	2,475,896	0.25	-	-

	◀----- No. of shares held -----▶			
	Direct	%	Indirect	%
Dato' Tiong Ing ²	944,220	0.10	16,000 (b)	0.00
Tiong Ching ²	661,500	0.07	-	-
Tiong Chiew ²	706,889	0.07	-	-
Law Cheng King ⁵	25,000	0.00	793,474 (f)	0.08
Ko Yeu Ying ⁶	1,352,428	0.14	-	-
James Lau Sze Yuan ⁶	-	-	11,375,634 (g)	1.18
James Tai Cheong @ Tai Chiong ⁶	16,000	0.00	-	-
Tiong Toh Siong & Sons Sdn Bhd ⁷	943,545	0.10	-	-
Tiong Toh Siong Enterprises Sdn Bhd ⁷	29,449,008	3.04	-	-
Pertumbuhan Abadi Asia Sdn Bhd ⁷	10,488,411	1.08	-	-
Kuntum Enterprises Sdn Bhd ⁷	1,974,906	0.20	-	-
Hoojin Holding Sdn Bhd ⁹	750,000	0.08	-	-

Notes:

- a. Deemed interested by virtue of his substantial shareholdings in Hoojin Holding Sdn Bhd.
 - b. Deemed interested in shares held by her spouse.
 - c. Deemed interested by virtue of its substantial shareholding in Tiong Toh Siong & Sons Sdn Bhd and Kuntum Enterprises Sdn Bhd.
 - d. Deemed interested by virtue of his substantial shareholdings in Teck Sing Lik Enterprise Sdn Bhd, Tiong Toh Siong Holdings Sdn Bhd, Tiong Toh Siong Enterprises Sdn Bhd, Tiong Toh Siong & Sons Sdn Bhd, Pertumbuhan Abadi Asia Sdn Bhd and Kuntum Enterprises Sdn Bhd.
 - e. Deemed interested by virtue of its substantial shareholdings in Tiong Toh Siong Holdings Sdn Bhd, Tiong Toh Siong Enterprises Sdn Bhd, Tiong Toh Siong & Sons Sdn Bhd and Kuntum Enterprises Sdn Bhd.
 - f. Deemed interested by virtue of his substantial shareholdings in Law Cheng King Enterprise Sdn Bhd.
 - g. Deemed interested by virtue of his substantial shareholdings in Suria Kilat Sdn Bhd.
1. Son of major shareholder, Tan Sri Datuk Sir Tiong Hiew King (TSTHK).
 2. Daughter of TSTHK.
 3. Wife of TSTHK.
 4. Brother of TSTHK.
 5. Brother-in-law of TSTHK.
 6. Son-in-law of TSTHK.
 7. Company in which TSTHK has substantial interests.
 8. Son of Datuk Tiong Thai King
 9. Company in which Dato' Sri Tiong Chiong Hoo has substantial interests.

3. ANNUAL GENERAL MEETING

The 55th AGM of the Company, the Notice of which is enclosed in the Annual Report 2015 of the Company, will be held at the Auditorium, Ground Floor, No.62, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak on Thursday, 26 November 2015 at 9.00 a.m. for the purpose of considering and if thought fit, approving the ordinary resolution on the Proposed Shareholders' Mandate For RRPT as Special Business.

If you are unable to attend and vote in person at the AGM, you are requested to complete and deposit the Form of Proxy which is attached together with the Annual Report 2015 at the Registered Office of the Company at No.1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak not less than forty-eight (48) hours before the time set for the AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

4. DIRECTORS' RECOMMENDATION

The Board, with the exception of Dato' Sri Tiong Chiong Hoo, Dato' Sri Dr. Tiong Ik King, Tiong Choon and Tiong Chiong Hee who have abstained from giving an opinion on the Proposed Shareholders' Mandate For RRPT, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Shareholders of JTH and the Group.

The Board, with the exception of Dato' Sri Tiong Chiong Hoo, Dato' Sri Dr Tiong Ik King, Tiong Choon and Tiong Chiong Hee who have abstained from making a recommendation on the Proposed Shareholders' Mandate For RRPT, recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate For RRPT to be tabled at the 55th AGM.

5. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for additional information.

Yours faithfully
For and on behalf of the Board
JAYA TIASA HOLDINGS BERHAD

Gen (Rtd) Tan Sri Abdul Rahman Bin Abdul Hamid
Chairman

NAME OF INTERESTED RELATED PARTIES AND NATURE OF THEIR INTERESTS IN THE RRPT

Transacting Related Party	Name of Interested Related Party <i>Director of the Company (D)</i> <i>Director of Subsidiary (DS)</i> <i>Major shareholder of the Company (MS)</i> <i>Person connected (PC)</i>	Nature of interest in the transacting Related Party	
		Director	Substantial Shareholder
Binamewah Sdn Bhd	Dato' Sri Dr Tiong Ik King (D)	X	√
	Tiong Chiong Hee (D) ^{*1}	X	√
	Datuk Tiong Thai King (DS) ^{*1}	√	√
	Tan Sri Datuk Sir Tiong Hiew King (MS)	X	√
	Tiong Toh Siong Holdings Sdn Bhd (MS)	X	√
	Teck Sing Lik Enterprise Sdn Bhd (MS)	X	√
	Tiong Kiong King (PC) ^{*2}	X	√
	Fatherland Enterprise Sdn Bhd (PC)	X	√
Petanak Enterprises Sdn Bhd	Biru-Hijau Enterprise Sdn Bhd (PC)	X	√
	Tan Sri Datuk Sir Tiong Hiew King (MS) ^{*3}	X	√
	Tiong Toh Siong Holdings Sdn Bhd (MS) ^{*3}	X	√
Subur Group	Rimbunan Hijau Chemicals Sdn Bhd (PC)	X	√
	Tan Sri Datuk Sir Tiong Hiew King (MS) ^{*5}	X	√
	Tiong Toh Siong Holdings Sdn Bhd (MS) ^{*5}	X	√
	Teck Sing Lik Enterprise Sdn Bhd (MS) ^{*5}	X	√
	Dato' Tiong Ing (PC)	√	X
Tapak Megah Sdn Bhd	Subur Tiasa Holdings Berhad (PC)	X	√
	Dato' Sri Dr Tiong Ik King (D)	X	√
	Datuk Tiong Thai King (DS)	√	√
	Tan Sri Datuk Sir Tiong Hiew King (MS)	X	√
	Tiong Toh Siong Holdings Sdn Bhd (MS)	X	√
	Teck Sing Lik Enterprise Sdn Bhd (MS)	X	√
R.H. Forest Corporation Sdn Bhd	Tiong Kiong King (PC)	X	√
	Tan Sri Datuk Sir Tiong Hiew King (MS) ^{*4}	√	√
	Tiong Toh Siong Holdings Sdn Bhd (MS)	X	√
	Teck Sing Lik Enterprise Sdn Bhd (MS)	X	√
Rejang Heights Sdn Bhd	Pertumbuhan Abadi Asia Sdn Bhd (PC)	X	√
	Tan Sri Datuk Sir Tiong Hiew King (MS) ^{*4}	√	√
	Teck Sing Lik Enterprise Sdn Bhd (MS)	X	√
	Pertumbuhan Abadi Asia Sdn Bhd (PC)	X	√
Wealth Houses Development Sdn Bhd	Tiong Toh Siong Enterprises Sdn Bhd (PC)	X	√
	Tan Sri Datuk Sir Tiong Hiew King (MS) ^{*4}	√	√
	Tiong Toh Siong Holdings Sdn Bhd (MS)	X	√
	Pertumbuhan Abadi Asia Sdn Bhd (PC)	X	√
R.H. Development (Sarawak) Sdn Bhd	Tiong Toh Siong Enterprises Sdn Bhd (PC)	X	√
	Tiong Chiong Ong (PC)	√	X
	Tiong Toh Siong Holdings Sdn Bhd (MS)	X	√
	Teck Sing Lik Enterprise Sdn Bhd (MS)	X	√
R H Selangau Palm Oil Mill Sdn Bhd	Rimbunan Hijau (Sarawak) Sdn Bhd(PC)	X	√
	Tan Sri Datuk Sir Tiong Hiew King (MS) ^{*4}	√	√
	Tiong Toh Siong Holdings Sdn Bhd (MS)	X	√
	Teck Sing Lik Enterprise Sdn Bhd (MS)	X	√
	Tiong Toh Siong Enterprises Sdn Bhd (PC)	X	√

Notes:

^{*1} Deemed interested through Fatherland Enterprise Sdn Bhd.

^{*2} Deemed interested through Biru-Hijau Enterprise Sdn Bhd.

^{*3} Deemed interested through Rimbunan Hijau Chemicals Sdn Bhd.

^{*4} Deemed interested through Tiong Toh Siong Holdings Sdn Bhd and/or Teck Sing Lik Enterprise Sdn Bhd and/or Pertumbuhan Abadi Asia Sdn Bhd and/or Tiong Toh Siong Enterprises Sdn Bhd.

^{*5} Deemed interested through Subur Tiasa Holdings Berhad.

ADDITIONAL INFORMATION**1. Directors' Responsibility Statement**

This Circular has been seen and approved by the Directors of JTH who collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. Material Contracts

JTH and its subsidiaries have not entered into any material contracts (not being contracts entered into in the ordinary course of business) within the past two (2) years preceding the date of this Circular.

3. Material Litigation

Neither the Company nor any of its subsidiary companies is engaged in any material litigation, claims or arbitration either as a plaintiff or defendant, and the Directors are not aware of any proceedings, pending or threatened, against the Company and its subsidiaries or of any fact likely to give rise to any proceedings which might materially or adversely affect the position or business of the Company and its subsidiaries.

4. Documents for Inspection

Copies of the following documents are available for inspection during normal business hours at the Registered Office of the Company at No.1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak from the date of this Circular up to and including the date of the 55th AGM:-

- (i) The Memorandum and Articles of Association of the Company; and
- (ii) The audited financial statements of JTH Group for the two (2) financial years ended 30 June 2014 and 30 June 2015.



JAYA TIASA HOLDINGS BERHAD
(3751-V)
(Incorporated in Malaysia)

EXTRACT OF NOTICE OF 55TH ANNUAL GENERAL MEETING

SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS

(I) PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED SHARE BUY-BACK”)

“THAT subject to the Companies Act, 1965 (“Act”), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and any other relevant authorities, the Directors be and are hereby authorised to utilise an amount not exceeding the total retained profits and share premium reserves of the Company at the time of purchase to purchase such number of ordinary shares of the Company provided that the ordinary shares so purchased shall [in aggregate with the treasury shares as defined under section 67A of the Act then still held by the Company] not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company;

AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

AND THAT authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the ordinary shares purchased by the Company pursuant to the Proposed Share Buy-Back as treasury shares subsequently to be distributed as share dividends or resold on Bursa Securities, or to cancel the shares so purchased, or a combination of both AND FURTHER THAT the Directors be and are hereby authorised to act and to take all steps and do all things as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, variations and amendments as may be imposed by the relevant authorities.”

(II) PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

“THAT approval be and is hereby given to the Company and/or its subsidiary companies to enter into any of the recurrent related party transactions of a revenue or trading nature as set out in Section 2.2 of Part B of the Circular to Shareholders dated 30 October 2015 with specific classes of Related Parties which are necessary for the day-to-day operations and in the ordinary course of business on 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;

AND THAT such mandate shall commence upon the passing of this resolution until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

AND THAT the Directors of the Company be authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the transactions authorised by this resolution.”