



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Second Annual General Meeting of the Company will be held at the Auditorium, Ground Floor, No.62, Lorong Upper Lanang 10A, 96000 Sibul, Sarawak on Wednesday, 28 November 2012 at 9.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial period ended 30 June 2012 together with the Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2. | To declare a first and final dividend of 5.15% less tax for the financial period ended 30 June 2012. | Resolution 2 |
| 3. | To re-elect the following Directors who retire by rotation pursuant to Article 78 of the Company's Articles of Association: -

i. Dato' Sri Dr Tiong Ik King
ii. Mdm Tiong Choon | Resolution 3
Resolution 4 |
| 4. | To consider and if thought fit, pass the following resolution:-

"THAT Gen (Rtd) Tan Sri Abdul Rahman Bin Abdul Hamid, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." | Resolution 5 |
| 5. | To approve the payment of Directors' fees for the financial period ended 30 June 2012. | Resolution 6 |
| 6. | To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |

AS SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS

- (i) Re-appointment of Independent Directors
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| (a) | "THAT subject to the passing of Ordinary Resolution No. 5, Gen (Rtd) Tan Sri Abdul Rahman Bin Abdul Hamid be and is hereby re-appointed an Independent Director of the Company in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. | Resolution 8 |
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(b) THAT Mr John Leong Chung Loong be and is hereby re-appointed an Independent Director of the Company in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. Resolution 9

(ii) Proposed Renewal of Authority for the Company to Purchase its Own Shares ("Proposed Share Buy-Back") Resolution 10

"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 Securities") and any other relevant authorities, the Directors be and are hereby authorised to utilise an amount not exceeding the total share premium and retained profits of the Company for the time being 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."

(iii) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions Resolution 11

"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 6 November 2012 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."

8. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT the first and final dividend of 5.15% less tax for the financial period ended 30 June 2012, if approved at the Fifty-Second Annual General Meeting, will be paid on 14 December 2012 to Depositors whose names appear in the Record of Depositors on 3 December 2012.

A Depositor shall qualify for entitlement only in respect of:-

- a) Securities deposited into the Depositor's securities account before 12.30 p.m. on 29 November 2012 in respect of securities exempted from mandatory deposit;
- b) Securities transferred into the Depositor's securities account before 4.00 p.m. on 3 December 2012 in respect of transfers; and
- c) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board
JAYA TIASA HOLDINGS BERHAD

NGU UNG HUONG (MAICSA 7010077)
Company Secretary

Sibu, Sarawak
6 November 2012

NOTES ON APPOINTMENT OF PROXY

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 November 2012 shall be entitled to attend, speak and vote at this 52nd AGM.
2. A member of the Company entitled to attend, speak and vote at the meeting is also entitled to appoint one or more proxy in his/her stead. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. A member who is an exempt authorized nominee which holds ordinary shares in the company for multiple beneficial owners in one securities account ("omnibus account") may appoint any no of proxies in respect of the omnibus account it holds.
4. The instrument appointing a proxy must be deposited at the Company's Registered Office at No.1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.
5. If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of its attorney. If the proxy form is executed by an attorney, supporting documents has to be produced on the day of the Annual General Meeting for verification by the Company Secretary.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- (a) Re-appointment of Independent Directors

Ordinary Resolutions No. 8 and 9

Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012") recommends that shareholders' approval must be sought in the event that the Company intends to retain the independent

directors who have served in that capacity for more than 9 years. The Proposed Ordinary Resolutions No. 8 and 9, if passed, will enable the Company to retain Gen (Rtd) Tan Sri Abdul Rahman Bin Abdul Hamid and Mr John Leong Chung Loong as independent directors in accordance with MCCG 2012.

(b) Proposed Renewal of Authority for the Company to Purchase its Own Shares

The Proposed Ordinary Resolution No. 10 if passed, will authorise the Company to purchase up to 10% of the issued and paid-up share capital of the Company through Bursa Malaysia Securities Berhad.

(c) Proposed Shareholders' Mandate for Recurrent Related Party Transactions

The Proposed Ordinary Resolution No. 11 if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions involving the interests of Related Parties, which are of a revenue or trading nature necessary for the Group's day-to-day operations and the transactions being carried out are in the ordinary course of business on terms not to the detriment of the minority shareholders of the Company.

(d) Please refer to the Circular to Shareholders dated 6 November 2012 which is circulated together with this Annual Report for further information on the Proposed Share Buy-Back and the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.