

JAYA TIASA HOLDINGS BERHAD

Company No. 3751-V

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Jaya Tiasa Holdings Berhad (“JTH” or “Company”) will be held at The Auditorium, Ground Floor, No. 62, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak on Friday, 25 May 2012 at 10.00 a.m., for the purpose of considering and if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED PLACEMENT OF NEW ORDINARY SHARES OF RM1.00 EACH IN JAYA TIASA HOLDINGS BERHAD (“JTH”) (“JTH SHARES”), REPRESENTING UP TO 15% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF JTH (“PROPOSED PLACEMENT”)

“THAT, subject to all approvals being obtained from the relevant authorities including but without limit to, the approval-in-principle of Bursa Malaysia Securities Berhad for the listing of and quotation for up to 42,379,200 new JTH Shares (“Placement Shares”), approval be and is hereby given to the Board of Directors (“Board”) to allot and issue the Placement Shares at an issue price to be determined by way of book-building but in no event lower than the par value of the JTH Shares, to places to be identified;

AND THAT the Placement Shares shall, upon allotment and issue, rank equally in all respects with the then existing JTH Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Placement with full power to assent to or make any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take all 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 Placement.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF NEW JTH SHARES (“BONUS SHARES”) ON THE BASIS OF 2 BONUS SHARES FOR EVERY 1 JTH SHARE HELD AFTER THE PROPOSED PLACEMENT (“PROPOSED BONUS ISSUE”)

“THAT, subject to the passing of Ordinary Resolution 1 above and the completion of the Proposed Placement and all approvals being obtained from the relevant authorities including but without limit to, the approval-in-principle of Bursa Malaysia Securities Berhad for the listing of and quotation for up to 649,815,398 Bonus Shares, approval be and is hereby given to the Board to capitalise and apply a total sum of up to RM649,815,398 from the Company’s share premium account and/or retained profits for the purpose of the bonus issue of up to 649,815,398 Bonus Shares, to be credited as fully paid-up at par and such Bonus Shares to be allotted to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board (“Entitlement Date”), on the basis of 2 Bonus Shares for every 1 existing JTH Share held on the Entitlement Date after the Proposed Placement;

AND THAT the Bonus Shares shall, upon allotment and issue, rank equally in all respects with the then existing JTH Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Bonus Issue with full power to assent to or make any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take all 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 Bonus Issue.”

BY ORDER OF THE BOARD

Ngu Ung Huong (MAICSA 7010077)
Company Secretary

Sibu
10 May 2012

Notes:

- (1) A member entitled to attend and vote at the meeting may appoint a proxy to vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member shall be entitled to appoint more than one proxy to attend and vote at the same meeting and where such member appoints more than one proxy to attend and vote at the same meeting, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- (2) The form of proxy and the Power of Attorney or other authority (if any) under which it is signed or notarily certified copy thereof must be lodged at the Registered Office at No.1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak, not later than 48 hours before the time appointed for the meeting or any adjournment thereof.
- (3) In the case of a corporation, the form of proxy should be executed under its Common Seal or under the hand of an officer of the corporation duly authorised in writing on its behalf.
- (4) Unless voting instructions are indicated in the form of proxy, the proxy may vote as he thinks fit.
- (5) For the purpose of determining a member who shall be entitled to attend the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 54 of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 21 May 2012. Only a depositor whose name appears on the General Meeting Record of Depositors as at 21 May 2012 shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote in his stead.