



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

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fifty-Third Annual General Meeting of the Company will be held at the Auditorium, Ground Floor, No.62, Lorong Upper Lanang 10A, 96000 Sibul, Sarawak on Thursday, 28 November 2013 at 9.00 a.m. for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

- |   |   |                          |
|---|---|--------------------------|
| 1 | To receive the Audited Financial Statements for the financial year ended 30 June 2013 together with the Reports of the Directors and Auditors thereon.  | Ordinary<br>Resolution 1 |
| 2 | To declare a first and final single-tier dividend of 1% for the financial year ended 30 June 2013.  | Ordinary<br>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' Wong Lee Yun   | Ordinary<br>Resolution 3 |
|   | ii. Datuk Talib Bin Haji Jamal  | Ordinary<br>Resolution 4 |
| 4 | To re-elect Dato' Wong Sie Young who retires pursuant to Article 82 of the Company's Articles of Association.   | Ordinary<br>Resolution 5 |
| 5 | To consider and if thought fit, pass the following resolution:-<br><br>"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." | Ordinary<br>Resolution 6 |
| 6 | To approve the payment of Directors' fees for the financial year ended 30 June 2013.  | Ordinary<br>Resolution 7 |
| 7 | To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.   | Ordinary<br>Resolution 8 |

**AS SPECIAL BUSINESS**

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

- 8 Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012
- (a) “THAT subject to the passing of Ordinary Resolution No. 5, approval be and is hereby given to Gen (Rtd) Tan Sri Abdul Rahman Bin Abdul Hamid who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.” Ordinary Resolution 9
- (b) “THAT approval be and is hereby given to Mr John Leong Chung Loong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.” Ordinary Resolution 10
- 9 Proposed Renewal of Authority for the Company to Purchase its Own Shares (“Proposed Share Buy-Back”) Ordinary Resolution 11
- “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 Malaysia, 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.”

- 10 Proposed Shareholders' Mandate for Recurrent Related Party Transactions Ordinary Resolution 12

"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 2013 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."

- 11 Proposed Amendments to the Articles of Association of the Company Special Resolution

"THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix A attached to this Annual Report be and are hereby approved AND THAT the Directors be and are hereby authorised to carry out all the necessary steps to give effect to the amendments."

- 12 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 single-tier dividend of 1% for the financial year ended 30 June 2013, if approved at the Fifty-Third Annual General Meeting, will be paid on 13 December 2013 to Depositors whose names appear in the Record of Depositors on 2 December 2013.

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 28 November 2013 in respect of securities exempted from mandatory deposit;
- b) Securities transferred into the Depositor's securities account before 4.00 p.m. on 2 December 2013 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 2013

#### **NOTES ON APPOINTMENT OF PROXY**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 November 2013 shall be entitled to attend, speak and vote at this 53<sup>rd</sup> AGM.
2. A member of the Company entitled to attend, speak and vote at the meeting is also entitled to appoint a proxy to attend, speak and vote in his/her stead. 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. (i) A member shall not be entitled to appoint more than 2 proxies to attend and vote at this 53<sup>rd</sup> AGM provided that where a member is an authorized nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991, it may appoint up to 2 proxies in respect of each Securities Account it holds with ordinary shares in the Company standing to the credit of the said Securities Account.  
  
(ii) Where a member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. A member who is an exempt authorized nominee which holds ordinary shares in the omnibus account may appoint any no of proxies in respect of the omnibus account it holds.
5. 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.
6. 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) Continuation in offices as Independent Directors

Ordinary Resolutions No. 9 and 10

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 Nomination Committee and Board have determined at the annual assessment that Gen (Rtd) Tan Sri Abdul Rahman Bin Abdul Hamid and Mr John Leong Chung Loong who had served on the Board for more than 9 years, remain objective and independent in expressing their views and in participating in deliberations and decision making of the Board and Board Committees. Their length of service on the Board does not in any way interfere with their exercise of independent judgement and ability to act in the best interests of the Company. The Proposed Ordinary Resolutions No. 9 and 10, 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.

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

The Proposed Ordinary Resolution No. 11 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. 12 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 2013 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.

- (e) Amendments to the Articles of Association of the Company

On 22 September 2011, Bursa Securities had introduced certain amendments in Chapter 7 of the Listing Requirements which took effect from 3 January 2012 and to which listed issuers must seek Shareholders' approval for the amendments at a general meeting by 31 December 2013. As such, a listed issuer is required to amend its Articles of Association to:

- (i) allow a member who is an exempt authorized nominee to appoint multiple proxies for each omnibus account it holds [Paragraph 7.21 of the Listing Requirements];
- (ii) expressly disallow any restriction on a proxy's qualification [Paragraph 7.21A(1) of the Listing Requirements];
- (iii) accord proxies the same rights as members to speak at the general meeting [Paragraph 7.21A(2) of the Listing Requirements];

The Proposed Special Resolution if passed, will update the Articles of Association of the Company in line with the amended provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.