

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fiftieth 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, 29 September 2010 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 April 2010 together with the Reports of the Directors and Auditors thereon. Resolution 1
2. To declare a first and final dividend of 2% less tax for the financial year ended 30 April 2010. 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. Ms Wong Lee Yun Resolution 3
 - ii. Datuk Talib Bin Haji Jamal Resolution 4
4. To consider and if thought fit, pass the following resolution:- Resolution 5

“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.”
5. To approve the payment of Directors' fees for the financial year ended 30 April 2010. 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) Proposed Renewal of Authority for the Company to Purchase its Own Shares (“Proposed Share Buy-Back”) Resolution 8

“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 audited share premium and retained profits of the Company as at 30 April 2010 of RM282 million and RM51.4 million respectively 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 for the time being;

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.”

(ii) Proposed Shareholders’ Mandate for Recurrent Related Party Transaction Resolution 9

“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 7 September 2010 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.”

SPECIAL RESOLUTION

(iii) Proposed Amendment to the Articles of Association of the Company Resolution 10

THAT the Company’s Articles of Association be amended by deleting the existing Article 128 in its entirety and replaced by the following new Article 128:

Existing Article 128

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the last known address of the holder or to such person and to such address as the holder may in writing direct, or through a crediting of funds into a nominated bank account of such Member or person entitled thereto and the receipt by the person whose name at the date of the declaration of the dividend appears on the Register of Members or the Record of Depositors as the owner of any share, shall be a good discharge by the Company for all payments made in respect of such share. Every such cheque or warrant or fund shall be sent or credited at the risk of the person entitled to the money represented thereby.

New Article 128

“Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the member or, if several persons are entitled in consequence of the death or bankruptcy of the holder, to any one (1) of such persons and to such address as such persons may in writing direct or by directly crediting the dividend entitlement, interest or other money payable in cash into such member’s or person’s bank account as provided to the Central Depository from time to time. Every such cheque or warrant or funds for crediting into the bank account of the member or person entitled thereto shall be made payable to the order of the member or person entitled thereto and the payment of any such cheque or warrant or direct crediting of funds into the bank account shall be a good discharge by the Company in respect of the money represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged or that there is discrepancy in the details of the bank account(s) given by the member or person entitled thereto. Every such cheque or warrant or funds shall be sent or credited at the risk of the person entitled to the money thereby represented. Where the members or persons entitled thereto have provided to the Central Depository the relevant contact details for the purpose of electronic notification, the Company shall notify them electronically once the Company has paid the cash dividends out of its accounts.”

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.

By Order of the Board
JAYA TIASA HOLDINGS BERHAD

NGU UNG HUONG (MAICSA 7010077)
Company Secretary

Sibu, Sarawak
7 September 2010

NOTES ON APPOINTMENT OF PROXY

1. A member of the Company entitled to attend and vote at the meeting is also entitled to appoint one or more proxies in his/her stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
2. 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. 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.
4. 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) Proposed Renewal of Authority for the Company to Purchase its Own Shares

The Proposed Ordinary Resolution No. 8 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.

(b) Proposed Shareholders' Mandate for Recurrent Related Party Transaction

The Proposed Ordinary Resolution No. 9 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.

(c) Proposed Amendment to the Articles of Association of the Company

The Proposed Special Resolution No. 10 is to amend the Company's Articles of Association in line with the Listing Requirements of Bursa Malaysia in relation to eDividend.

(d) Please refer to the Circular to Shareholders dated 7 September 2010 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 Transaction.