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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.

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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 58th Annual General Meeting of Jaya Tiasa Holdings Berhad (“the Company”) to be held at the Auditorium, Ground Floor, No.62, Lorong Upper Lanang 10A, 96000 Sibul, Sarawak on Wednesday, 28 November 2018 at 9.00 a.m. Notice of the meeting together with a proxy form are enclosed in the Annual Report 2018 dispatched together with this Statement/Circular.

The shareholders are requested to complete the proxy form and deposit the proxy form at the Registered Office of the Company at No.1-9, Pusat Suria Permata, Lorong Upper Lanang 10A, 96000 Sibul, Sarawak on or before the date and time indicated below. The lodging of the proxy form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the proxy form : 26 November 2018 at 9.00 a.m.
Date and Time of the Annual General Meeting : 28 November 2018 at 9.00 a.m.

This Statement/Circular is dated 30 October 2018

DEFINITIONS

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

Act	- The Companies Act, 2016 as amended from time to time
AGM	- Annual General Meeting
58 th AGM	- Fifty-Eighth Annual General Meeting of the Company to be held on 28 November 2018
Annual Report 2018	- Annual Report for the financial year ended 30 June 2018
Board	- The board of Directors
Bursa Securities	- Bursa Malaysia Securities Berhad
Company	Jaya Tiasa Holdings Berhad (Company No. 3751-V)
Director	- shall have the meaning given in Section 2(1) of the Malaysian Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company.
EPS	- Earnings per share
JTH	- Jaya Tiasa Holdings Berhad (Company No. 3751-V)
Group	- The Company and its subsidiaries
Latest Practicable Date	- 30 September 2018, being the latest practicable date prior to the printing of this Statement/Circular
Major Shareholder	- as defined under the Main Market Listing Requirements of Bursa Securities, a person who has (which includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon) an interest or interests in one or more voting shares in a company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is: (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation; or any other corporation which is its subsidiary or holding company (For the purposes of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act.)
NA	- Net Assets
Proposed Share Buy-Back	- Proposed Renewal of Shareholders' Authority for the Company to purchase its own shares of up to ten percent (10%) of the total number of issued shares of the Company

Proposed Shareholders' Mandate For RRPT	- The Proposed Shareholders' Mandate for the Group to enter into recurrent Related Party Transactions of a revenue or trading nature pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities
RM	- Ringgit Malaysia
Related Party(ies)	- Director(s), major shareholder(s) or person connected with such director(s) and/or major shareholder(s).
Related Party Transaction	- A transaction entered into by the Company and/or the Group involving 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 Company and/or the Group
Share(s)	- The ordinary share(s) in the capital of the Company

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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

At the last AGM of the Company held on 29 November 2017, the shareholders had granted their approval for the Company to purchase up to ten percent (10%) of the total number of issued shares of the Company. The Share Buy-Back authority will expire at the conclusion of the forthcoming AGM of the Company which will be held on 28 November 2018.

On 18 October 2018, the Board announced that the Company will be seeking its shareholders approval for the renewal of the Proposed Share Buy-Back Mandate.

The purpose of this Statement is to provide you with relevant information for your consideration of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the 58th AGM. The Notice of the AGM and the proxy form are enclosed in the Annual Report 2018.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

The Board of Directors proposes to seek your approval for the renewal of authority to enable the Company to purchase further Shares from the market of Bursa Securities up to a maximum of 10% of the total number of issued shares of the Company. Based on the total issued ordinary share capital of the Company as at the Latest Practicable Date, the maximum number of Shares that may be purchased by the Company is 97,371,700 Shares. 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.

If approved by the shareholders at the forthcoming 58th 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), whichever occurs first.

2.1 Funding and Retained Profits

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 of the Company for the time being. The audited retained profits of the Company as at 30 June 2018 was RM1,011 million.

2.2 Public Shareholding Spread

As at the Latest Practicable Date, the public shareholding spread of the Company was 54.48%.

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 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 Shares and/or retain the purchased 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 Shares are kept as treasury shares, it will give the Directors an option to sell the purchased Shares at a higher price and therefore make an exceptional gain for the Company. Alternatively, the purchased 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, 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 the Company.

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

2.4 Purchase, Resale and Cancellation made by the Company

There was no purchase, resale and cancellation of Shares in the preceding 12 months.

The cumulative total number of treasury shares as at the Latest Practicable Date was 5,727,000 representing 0.59% of the issued capital of the Company.

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, working capital and cash flow of the Company 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 pro forma effect of the Proposed Share Buy-back on the issued share capital of the Company as at the Latest Practicable Date, assuming the repurchased Shares representing 10% of the issued share capital are cancelled, are illustrated below:

	Number of Shares
Number of issued Shares as at the Latest Practicable Date	973,717,797
Maximum number of Shares which may be repurchased and cancelled	97,371,700
Resultant Shares after cancellation	<u><u>876,346,097</u></u>

3.2 NA per Share and EPS

The NA per share of the Company and the Group may increase or decrease, 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 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 2019.

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 Shares will reduce the Group's cash flow. The level of reduction will depend on, inter-alia, the actual number of 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. SUBSTANTIAL SHAREHOLDERS' AND DIRECTORS' SHAREHOLDINGS

If the Proposed Share Buy-Back is implemented and there is no change in the number of Shares held by the Substantial Shareholders and Directors as at the Latest Practicable Date, the pro forma effects before and after the Proposed Share Buy-Back on the percentage shareholdings of the Substantial Shareholders and Directors are set out below.

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

	Direct	%	Indirect	%	Direct	%	Indirect	%
Substantial Shareholders								
Tan Sri Datuk Sir Tiong Hiew King	8,871,408	0.92	271,881,515 (a)	28.09	8,871,408	1.01	271,881,515 (a)	31.02
Tiong Toh Siong Holdings Sdn. Bhd.	206,755,565	21.36	2,918,451 (b)	0.30	206,755,565	23.59	2,918,451 (b)	0.33
Genine Chain Limited	91,055,164	9.41	-	-	91,055,164	10.39	-	-
Amanas Sdn. Bhd.	50,479,961	5.21	-	-	50,479,961	5.76	-	-
Tiong Toh Siong Enterprises Sdn. Bhd.	50,449,008	5.21	-	-	50,449,008	5.76	-	-
Teck Sing Lik Enterprise Sdn. Bhd.	1,270,080	0.13	50,449,008 (c)	5.21	1,270,080	0.14	50,449,008 (c)	5.76
Directors								
Gen Tan Sri Abdul Rahman Bin Abdul Hamid (Rtd)	-	-	-	-	-	-	-	-
Dato' Sri Tiong Chiong Hoo	3,353,436	0.34	750,000 (d)	0.08	3,353,436	0.38	750,000 (d)	0.09
Dato' Wong Sie Young	453,975	0.05	-	-	453,975	0.05	-	-
Dato' Sri Dr Tiong Ik King	341,790	0.04	-	-	341,790	0.04	-	-
Tiong Choon	-	-	1,352,428 (e)	0.14	-	-	1,352,428 (e)	0.15
Tiong Chiong Hee	-	-	-	-	-	-	-	-
John Leong Chung Loong	-	-	-	-	-	-	-	-
Dato' Wong Lee Yun	-	-	-	-	-	-	-	-

Notes:

- a. *Deemed interested in shares held by Tiong Toh Siong Holdings Sdn Bhd, Tiong Toh Siong & Sons Sdn Bhd, Kuntum Enterprises Sdn Bhd, Tiong Toh Siong Enterprises Sdn Bhd, Teck Sing Lik Enterprise Sdn Bhd and Pertumbuhan Abadi Asia Sdn Bhd by virtue of Section 8(4) of the Companies Act 2016.*
- b. *Deemed interested in shares held by Tiong Toh Siong & Sons Sdn Bhd and Kuntum Enterprises Sdn Bhd by virtue of Section 8(4) of the Companies Act 2016.*
- c. *Deemed interested in shares held by Tiong Toh Siong Enterprises Sdn Bhd by virtue of Section 8(4) of the Companies Act 2016.*
- d. *Deemed interested in shares held by Hoojin Holding Sdn Bhd.*
- e. *Deemed interested in shares held by her spouse.*

5. IMPLICATIONS RELATING TO THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS CODE 2010 (“THE CODE”)

It is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory general offer under the Code by any of the Directors and Substantial Shareholders and parties acting in concert with them.

The Board is mindful of the requirements of the Code when making any purchase of Shares pursuant to the Proposed Share Buy-Back and will ensure that only such number of Shares will be purchased so as not to trigger the mandatory general offer obligation under the Code.

6. DIRECTORS’ AND MAJOR SHAREHOLDERS’ INTERESTS

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

7. APPROVAL REQUIRED

The Proposed Share Buy-Back is subject to the approval of the shareholders of the Company at the forthcoming 58th AGM.

8. 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 the Company.

The Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the 58th AGM to be held on 28 November 2018.

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 2018

Directors:-

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

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

At the AGM held on 29 November 2017, the Company obtained a mandate from its shareholders for the Group to enter into recurrent related party transactions 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 authority conferred by the said mandate will expire at the conclusion of the forthcoming AGM of the Company which will be held on 28 November 2018.

On 18 October 2018, the Board announced that the Company would be seeking approval from its shareholders for the Proposed Shareholders' Mandate For RRPT at the forthcoming 58th AGM.

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 58th AGM as special business. The Notice of the AGM and the proxy form are enclosed in the Annual Report 2018.

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 the Company are as follows: -

Name of Subsidiary	Equity Interest held (%)	Principal Activities
Rimbunan Hijau Plywood Sdn Bhd ("RHP")	100	Manufacturing and sale of sawn timber and plywood, plywood contract manufacturing and fabrication, repair and maintenance of machinery and related activities
Jaya Tiasa Plywood Sdn Bhd ("JTP")	100	Manufacturing and sale of sawn timber, veneer, blockboard, plywood and plywood contract manufacturing
Jaya Tiasa Timber Products Sdn Bhd ("JTTP")	100	Manufacturing and sale of plywood
Curiah Sdn Bhd ("CSB")	88.9	Extraction and sale of logs
Serichaya 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 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, palm oil processing 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 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	Logging Contractor
JT Logging Sdn Bhd ("JTL")	100	Logging Contractor
Multi Greenview Sdn Bhd ("MGSB")	100	Investment holding

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

The transacting Related Parties are companies in which directors of the Group, major shareholders of the Company and/or person(s) connected with them have interests.

The name of the transacting Related Parties, nature of the RRPT between the transacting Related Parties and the 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 pages 7-8.

Interested Related Parties and Relationship with the Company

The name of the interested Related Parties, their relationship with the Company and nature of their interests in the RRPT are set out in the Annexure to Part B of this Circular on pages 13-14.

TABLE A: Transactions of the Proposed Shareholders' Mandate For RRPT

RRPT for Renewal

Transacting related party	Nature of RRPT between the transacting related party and the Group	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 the Group	8,500	2,644	1,000
Petanak Enterprises Sdn Bhd	Purchase of raw materials (glue) by the Group	15,000	11,636	12,000
Subur Group ⁽³⁾	Helicopter hiring income receivable by the Group	1,000	-	1,000
	Logpond handling charges payable by the Group	1,000	126	1,000
	Sale of veneer by the Group	13,000	1,371	13,000
Tapak Megah Sdn Bhd	Logging contract fee receivable by the Group	4,500	1,016	1,000
R. H. Development (Sarawak) Sdn Bhd	Reforestation planning and advisory fee payable by the Group	7,500	610	6,000
R H Selangau Palm Oil Mill Sdn Bhd	Sale of fresh fruit bunches by the Group	5,000	-	5,000
R.H. Forest Corporation Sdn Bhd	Land rental payable by the Group ⁽⁵⁾	4,500	3,346	4,500
Rejang Height Sdn Bhd	Land rental payable by the Group ⁽⁵⁾	3,000	1,918	3,000
Wealth Houses Development Sdn Bhd	Land rental payable by the Group ⁽⁵⁾	1,000	561	1,000
Rimbunan Hijau General Trading Sdn Bhd	Purchase of lubricant and spare parts by the Group	6,500	4,276	6,500
Borneo Edible Oils Sdn Bhd	Sale of crude palm oil by the Group	700,000	362,875	600,000
Oriental Group ⁽⁴⁾	Freight service charges payable by the Group	18,000	6,011	6,000
Total:				661,000

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

Transacting related party	Nature of RRPT between the transacting related party and the Group	Existing Mandate	
		Estimated Value as stipulated in preceding year Circular (RM'000)	Actual Value transacted ⁽¹⁾ (RM'000)
R.H. Forest Corporation Sdn Bhd	Purchase of salvaged logs from natural forest by the Group	1,000	-
	Contract income receivable by the Group for salvage logging on natural forest	1,000	-
	Payment by the Group for logs harvested from planted forest	100	-

New RRPT for obtaining Shareholders' Mandate

Transacting related party	Nature of RRPT between the transacting related party and the Group	Estimated Value of Transaction from the date of 58 th AGM to the date of next AGM (RM'000)
Oriental Group ⁽⁴⁾	Construction cost on quarter, storage building, shed and platform payable by the Group	14,000
Rimbunan Hijau Auto Services Sdn Bhd	Purchase of motor vehicles (pick-up and van) for operational use by the Group	2,000
Subur Group ⁽³⁾	Purchase of sawn timber by the Group	1,000

Notes to Table A:

1. *Actual value transacted from 29 November 2017 (the date of the last AGM) up to 30 September 2018, being the Latest Practicable Date prior to printing of this Circular.*
2. *The Estimated Value from 28 November 2018 (the date of the 58th 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 subsidiaries, Subur Tiasa Plywood Sdn Bhd and Trimogreen Sdn Bhd.*
4. *Oriental Group comprises Oriental Evermore Sdn Bhd and its wholly-owned subsidiaries, Empayar Semarak Sdn Bhd, Globular Sdn Bhd, Trans-Allied Sdn Bhd and Moverstar (M) Sdn Bhd.*
5. *Lease period exceeding 3 years, but payment of land rental is on monthly basis based on monthly production volume of fresh fruit bunches.*

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 2018, 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 the Company 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 suppliers and or customers of the Group for many years and the Group has benefited in term of competitive pricing and business efficiency.

2.6 Methods and 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 the Company: -

- 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 the Company.

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 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. The Accounts Department monitors actual value transacted of each RRPT. The Company will announce to Bursa Securities in the event the actual value exceeds 10% or more of the estimated value disclosed in the Circular.
- 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 companies 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 the 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 of determining the methods and 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.

2.7 Disclosure

Disclosure will be made in the annual report of the Company in accordance with paragraph 3.1.5 of the Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT entered into during the financial year based on the following information: -

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

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Shareholders' Mandate for RRPT has been obtained.

2.8 Audit Committee Statements

The members of the Audit Committee as at the date of this Circular are as follows:

	<u>Designation</u>	<u>Directorship</u>
1. Dato' Wong Lee Yun	Chairperson	Independent Non-Executive Director
2. Gen Tan Sri Abdul Rahman Bin Abdul Hamid (Rtd)	Member	Senior Independent Non-Executive Director
3. John Leong Chung Loong	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 as set out in Table A Section 2.2 of this Circular are 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 58th 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 58th 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, Ms Tiong Choon and Mr 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 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 the Company at the 58th 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 the Company at the 58th 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 the Company as at the Latest Practicable Date 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	-	-	-	-
Interested Director of the Subsidiary				
Datuk Tiong Thai King	4,908,935	0.51	-	-
Clara Tiong Siew Ee ⁷	-	-	-	-
Interested Major Shareholders of the Company				
Tiong Toh Siong Holdings Sdn Bhd	206,755,565	21.36	2,918,451 (c)	0.30
Tan Sri Datuk Sir Tiong Hiew King	8,871,408	0.92	271,881,515 (d)	28.09
Persons Connected				
Puan Sri Datin Ngu Yii Chuo ³	172,542	0.02	-	-
Tiong Chiong Ong ¹	3,345,896	0.35	-	-
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	20,500	0.00	793,474 (e)	0.08
Ko Yeu Ying ⁶	1,352,428	0.14	-	-
Dato' James Tai Cheong @ Tai Chiong ⁶	16,000	0.00	-	-
Teck Sing Lik Enterprise Sdn Bhd ⁸	1,270,080	0.13	50,449,008 (f)	5.21
Tiong Toh Siong & Sons Sdn Bhd ⁸	943,545	0.10	-	-
Tiong Toh Siong Enterprises Sdn Bhd ⁸	50,449,008	5.21	-	-
Pertumbuhan Abadi Asia Sdn Bhd ⁸	10,488,411	1.08	-	-
Kuntum Enterprises Sdn Bhd ⁸	1,974,906	0.20	-	-
Hoojin Holding Sdn Bhd ⁹	750,000	0.08	-	-

Notes:

- a. Deemed interested in shares held by Hoojin Holding Sdn Bhd.
- b. Deemed interested in shares held by her spouse.
- c. Deemed interested in shares held by Tiong Toh Siong & Sons Sdn Bhd and Kuntum Enterprises Sdn Bhd.
- d. Deemed interested in shares held by Tiong Toh Siong Holdings Sdn Bhd, Tiong Toh Siong & Sons Sdn Bhd, Kuntum Enterprises Sdn Bhd, Tiong Toh Siong Enterprises Sdn Bhd, Teck Sing Lik Enterprise Sdn Bhd and Pertumbuhan Abadi Asia Sdn Bhd.
- e. Deemed interested in shares held by Law Cheng King Enterprise Sdn Bhd.
- f. Deemed interested in shares held by Tiong Toh Siong Enterprises 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. *Daughter of Dato' Sri Tiong Chiong Hoo.*
8. *Company in which TSTHK has substantial interests.*
9. *Company in which Dato' Sri Tiong Chiong Hoo has substantial interests.*

3. DIRECTORS' RECOMMENDATION

The Board, with the exception of Dato' Sri Tiong Chiong Hoo, Dato' Sri Dr Tiong Ik King, Ms Tiong Choon and Mr Tiong Chiong Hee, having considered all the aspects of the Proposed Shareholders' Mandate For RRPT, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Shareholders of the Company and the Group.

Accordingly, save for Dato' Sri Tiong Chiong Hoo, Dato' Sri Dr Tiong Ik King, Ms Tiong Choon and Mr Tiong Chiong Hee, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate For RRPT to be tabled at the 58th AGM.

4. ANNUAL GENERAL MEETING

The 58th AGM of the Company, the Notice of which is enclosed in the Annual Report 2018 of the Company, will be held at the Auditorium, Ground Floor, No.62, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak on Wednesday, 28 November 2018 at 9.00 a.m. for the purpose of considering and if thought fit, passing the ordinary resolutions on ordinary business and special business of the AGM which include resolutions on the Proposed Share Buy-Back and the Proposed Shareholders' Mandate for RRPT.

If you are unable to attend and vote in person at the AGM, you are requested to complete and deposit the proxy form which is enclosed in the Annual Report 2018 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 proxy form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

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 Tan Sri Abdul Rahman Bin Abdul Hamid (Rtd)
Chairman

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

Transacting Related Party	Name of Interested Related Party and Relationship With the Company <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) Datuk Tiong Thai King (DS) ¹ Tan Sri Datuk Sir Tiong Hiew King (MS) Tiong Toh Siong Holdings Sdn Bhd (MS) Teck Sing Lik Enterprise Sdn Bhd (PC) Tiong Kiong King (PC) ² Fatherland Enterprise Sdn Bhd (PC) Biru-Hijau Enterprise Sdn Bhd (PC)	X √ X X X X X X	√ √ √ √ √ √ √ √
Petanak Enterprises Sdn Bhd	Tan Sri Datuk Sir Tiong Hiew King (MS) ³ Tiong Toh Siong Holdings Sdn Bhd (MS) ³ Rimbunan Hijau Chemicals Sdn Bhd (PC)	X X X	√ √ √
Subur Group	Tan Sri Datuk Sir Tiong Hiew King (MS) ⁴ Tiong Toh Siong Holdings Sdn Bhd (MS) Dato' Tiong Ing (PC)	X X √	√ √ #
Tapak Megah Sdn Bhd	Dato' Sri Dr Tiong Ik King (D) Datuk Tiong Thai King (DS) Tan Sri Datuk Sir Tiong Hiew King (MS) Tiong Toh Siong Holdings Sdn Bhd (MS) Teck Sing Lik Enterprise Sdn Bhd (PC) Tiong Kiong King (PC)	X √ X X X X	√ √ √ √ √ √
R.H. Forest Corporation Sdn Bhd	Tan Sri Datuk Sir Tiong Hiew King (MS) ⁴ Tiong Choon (D) Tiong Toh Siong Holdings Sdn Bhd (MS) Teck Sing Lik Enterprise Sdn Bhd (PC) Pertumbuhan Abadi Asia Sdn Bhd (PC)	√ √ X X X	√ Nil √ √ √
Rejang Height Sdn Bhd	Tan Sri Datuk Sir Tiong Hiew King (MS) ⁴ Tiong Choon (D) Pertumbuhan Abadi Asia Sdn Bhd (PC) Tiong Toh Siong Enterprises Sdn Bhd (PC)	√ √ X X	√ Nil √ √
Wealth Houses Development Sdn Bhd	Tan Sri Datuk Sir Tiong Hiew King (MS) ⁴ Datuk Tiong Thai King (DS) Tiong Toh Siong Holdings Sdn Bhd (MS) Pertumbuhan Abadi Asia Sdn Bhd (PC) Tiong Toh Siong Enterprises Sdn Bhd (PC)	√ √ X X X	√ Nil √ √ √
R.H. Development (Sarawak) Sdn Bhd	Tan Sri Datuk Sir Tiong Hiew King (MS) ⁴ Tiong Toh Siong Holdings Sdn Bhd (MS) Teck Sing Lik Enterprise Sdn Bhd (PC) Rimbunan Hijau (Sarawak) Sdn Bhd (PC)	√ X X X	√ √ √ √
R H Selangau Palm Oil Mill Sdn Bhd	Tan Sri Datuk Sir Tiong Hiew King (MS) ⁴ Tiong Toh Siong Holdings Sdn Bhd (MS) Teck Sing Lik Enterprise Sdn Bhd (PC) Tiong Toh Siong Enterprises Sdn Bhd (PC)	√ X X X	√ √ √ √
Rimbunan Hijau General Trading Sdn Bhd	Datuk Tiong Thai King (DS) ¹ Tan Sri Datuk Sir Tiong Hiew King (MS) ⁴ Tiong Toh Siong Holdings Sdn Bhd (MS) Richtrade Sdn Bhd (PC) Rimbunan Hijau Southeast Asia Sdn Bhd (PC)	√ √ X X X	# √ √ √ √

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

Transacting Related Party	Name of Interested Related Party and Relationship With the Company <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
Borneo Edible Oils Sdn Bhd	Tiong Chiong Hee (D) ^{*1} Datuk Tiong Thai King (DS) ^{*1} Tan Sri Datuk Sir Tiong Hiew King (MS) ^{*4} Palmgroup Holdings Sdn Bhd (PC) Rimbunan Hijau (Sarawak) Sdn Bhd (PC)	X √ √ X X	√ √ √ √ √
Oriental Group	Clara Tiong Siew Ee (DS)	√	#
Rimbunan Hijau Auto Services Sdn Bhd	Dato' Sri Dr Tiong Ik King (D) Datuk Tiong Thai King (DS) ^{*1} Tan Sri Datuk Sir Tiong Hiew King (MS) ^{*4} Teck Sing Lik Enterprise Sdn Bhd (PC) Tiong Toh Siong Enterprises Sdn Bhd (PC) Fatherland Enterprise Sdn Bhd (PC)	X √ X X X X	√ √ √ √ √ √

Notes:

^{*1} Deemed interested through Fatherland Enterprise Sdn Bhd or Palmgroup Holdings 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, Pertumbuhan Abadi Asia Sdn Bhd, Tiong Toh Siong Enterprises Sdn Bhd, Richtrade Sdn Bhd, Rimbunan Hijau Southeast Asia Sdn Bhd, Rimbunan Hijau (Sarawak) Sdn Bhd.

Shareholding less than 5%.

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

This Circular has been seen and approved by the Directors of the Company 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

The Company 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 58th AGM:-

- (i) The Memorandum and Articles of Association of the Company; and
- (ii) The audited financial statements of the Company for the two (2) financial years ended 30 June 2017 and 30 June 2018.



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

EXTRACT OF NOTICE OF 58TH 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 2016, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authorities, approval be and is hereby given to the Company to utilise an amount not exceeding the total retained profits of the Company for the time being, to purchase such number of ordinary shares of the Company provided that at the time of purchase, the aggregate number of shares which may be purchased and or held by the Company as treasury shares shall not exceed ten percent (10%) of the total number of issued shares of the Company, and to decide in their absolute discretion to either retain and hold the shares purchased as treasury shares (which may subsequently be distributed as share dividends, resold, transferred or cancelled) or to cancel the shares so purchased or a combination of both.

AND THAT such authority shall commence upon the passing of this resolution until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such authority will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Company is required by laws to be held; or
 - (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;
- whichever occurs first.

THAT the Directors of the Company be authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back.”

(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 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 2018 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 of the Company;

AND THAT such mandate shall commence upon the passing of this resolution until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such authority will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or

- (ii) the expiration of the period within which the next AGM of the Company is required by laws to be held; or
 - (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;
- whichever occurs first.

THAT the Directors of the Company be authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."