

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fifty-Seventh 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 November 2017 at 9.00 a.m. to transact the following businesses:-

**AGENDA**

**AS ORDINARY BUSINESS**

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| 1 | To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. | (Please refer to Note 1 of the Explanatory Notes) |
| 2 | To declare a Final single-tier dividend of 0.5 sen per ordinary share for the financial year ended 30 June 2017.                                       | Resolution 1                                      |
| 3 | To re-elect the following Directors retiring by rotation pursuant to Article 78 of the Company's Articles of Association: -                            |   |
|   | i. Dato' Sri Tiong Chiong Hoo  | Resolution 2                                      |
|   | ii. Mr Tiong Chiong Hee  | Resolution 3                                      |
|   | iii. Mr John Leong Chung Loong   | Resolution 4                                      |
| 4 | To re-appoint Gen Tan Sri Abdul Rahman Bin Abdul Hamid (Rtd) as Director of the Company.   | Resolution 5                                      |
| 5 | To approve the payment of Directors' fees amounting to RM506,500 to the Non-Executive Directors for the financial year ended 30 June 2017.             | Resolution 6                                      |
| 6 | To approve the payment of Directors' benefits to the Non-Executive Directors with effect from February 2017 until otherwise resolved.                  | Resolution 7                                      |
| 7 | To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.                                | Resolution 8                                      |

**AS SPECIAL BUSINESS**

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

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| 8.  | Continuation in office as Independent Non-Executive Directors 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 Tan Sri Abdul Rahman Bin Abdul Hamid (Rtd) to continue to serve as an Independent Non-Executive Director of the Company notwithstanding that his tenure as an Independent Director has exceeded a cumulative term of more than nine (9) years. | Resolution 9  |
| (b) | "THAT subject to the passing of Ordinary Resolution No. 4, approval be and is hereby given to Mr John Leong Chung Loong to continue to serve as an Independent Non-Executive Director of the Company notwithstanding that his tenure as an Independent Director has exceeded a cumulative term of more than nine (9) years."                     | Resolution 10 |
| (c) | "THAT approval be and is hereby given to Dato' Wong Lee Yun to continue to serve as an Independent Non-Executive Director of the Company notwithstanding that her tenure as an Independent Director has exceeded a cumulative term of more than nine (9) years."   | Resolution 11 |
| 9.  | <b>Proposed Renewal of Authority for the Company to Purchase its Own Shares ("Proposed Share Buy-Back")</b>  | Resolution 12 |

"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, the Directors be and are hereby authorized:

- 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 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 be and are hereby authorised to do all such acts and 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."

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| 10. | <b>Proposed Shareholders' Mandate for Recurrent Related Party Transactions</b> | Resolution 13 |
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"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 27 October 2017 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 do all such acts and things as they may consider expedient or necessary to give full effect to the transactions authorised by this resolution."

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| 11. | 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, 2016. |  |
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**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN THAT A Final single-tier dividend of 0.5 sen per ordinary share for 2017, if approved at the Fifty-Seventh Annual General Meeting, will be paid on 19 December 2017 to Depositors whose names appear in the Record of Depositors on 4 December 2017.

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

- Securities deposited into the Depositor's securities account before 12.30 p.m. on 29 November 2017 in respect of securities exempted from mandatory deposit;
- Securities transferred into the Depositor's securities account before 4.00 p.m. on 4 December 2017 in respect of transfers; and
- Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

NGU UNG HUONG  
MAICSA 7010077  
Company Secretary

Sibu, Sarawak  
27 October 2017

**NOTES ON APPOINTMENT OF PROXY**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 November 2017 shall be entitled to attend, speak and vote at this 57th AGM.
- 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.
- A member shall not be entitled to appoint more than 2 proxies to attend and vote at this 57th 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. 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.
- Where a member of the Company is an exempt authorized nominee who holds ordinary share in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be signed by the appointor or by his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
- 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 Sibul, Sarawak not less than forty-eight (48) hours before the time for holding the meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

**EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS**

- Audited Financial Statements**  
Agenda 1 on the Audited Financial Statements is for discussion only and no voting is required under Section 340(1)(a) of the Companies Act, 2016.
- Re-appointment of Director**  
There is no age limit provision for directors in the Companies Act 2016 which came into force on 31 January 2017.  
At the 56th Annual General Meeting (AGM) of Jaya Tiasa Holdings Berhad held on 24 November 2016, Gen Tan Sri Abdul Rahman Bin Abdul Hamid (Rtd) who was over the age of 70, was re-appointed pursuant to Section 129 of the Companies Act 1965 (which was then in force) to hold office until this 57th AGM. Gen Tan Sri Abdul Rahman Bin Abdul Hamid (Rtd) has offered himself for re-appointment. The Resolution No. 5, if passed, will enable Gen Tan Sri Abdul Rahman Bin Abdul Hamid (Rtd) to continue to act as Director of the Company and he shall thereafter be subject to retirement by rotation in accordance with the Articles of Association of the Company.
- Directors' Fees and Benefits**  
Section 230(1) of the Companies Act 2016 requires the fees and benefits payable to the Directors of the Company to be approved at a general meeting.  
The Resolution No. 6, if approved, will authorise the payment of Directors' fees to the Non-executive Directors (NED) of the Company.  
The Resolution No. 7, if approved, will authorise the payment of Directors' benefits to the NED of the Company comprising the following which shall take effect from February 2017 onwards until such time a revision is proposed:

Directors' Benefits	
Meeting Allowances	RM1,600 per board members attended for all Non-Executive Directors
Monthly Fixed Allowances	<ul style="list-style-type: none"> <li>• RM5,000 per month to the Non-Executive Chairman</li> <li>• RM12,000 per month to the Non-Executive Director responsible for investor relations advisory services</li> </ul>
Other Benefits	<ul style="list-style-type: none"> <li>• Car benefits for the Non-Executive Chairman</li> <li>• Travel and other claimable benefits for all Non-Executive Directors</li> </ul>

- Continuation in offices as Independent Directors**  
Resolutions No. 9, 10 and 11  
The Board has via the Nominating Committee conducted performance evaluation and assessment of Gen Tan Sri Abdul Rahman Bin Abdul Hamid (Rtd), Mr John Leong Chung Loong and Dato' Wong Lee Yun who had served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and recommended them to continue to act as Independent Non-Executive Directors based on the following justifications:
  - they have the professional ability to challenge management in a constructive manner thus providing effective management oversight;
  - the invaluable knowledge and experience that they have obtained over the years enable them to participate objectively in deliberations and decision making process at the Committee and Board meetings;
  - they have exercised due care during their tenure as Independent Non-Executive Directors of the Company and carried out their responsibilities in the interest of the Company and shareholders.
  - they have been very committed and devoted sufficient time in attending Committee and Board Meetings; and
  - they have met the criteria of "independence" as specified in the LR of Bursa Securities.
- Proposed Renewal of Authority for the Company to Purchase its Own Shares**  
The Resolution No. 12 if passed, will authorise the Company to purchase up to 10% of the total number of issued shares of the Company through Bursa Malaysia Securities Berhad.
- Proposed Shareholders' Mandate for Recurrent Related Party Transactions**  
The Resolution No. 13 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.
- Please refer to the Circular to Shareholders dated 27 October 2017 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.