



JAKS RESOURCES BERHAD

(Company No: 585648-T)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of JAKS Resources Berhad ("**JRB**" or "**Company**") will be held at the **Royal Ballroom**, Kelab Golf Sultan Abdul Aziz Shah, No. 1, Rumah Kelab, Jalan Kelab Golf 13/6, 40100 Shah Alam, Selangor Darul Ehsan on Friday, 28 June 2013 at 11:00 a.m. for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolution:-

ORDINARY RESOLUTION

PROPOSED JOINT VENTURE BETWEEN JAKS POWER HOLDING LIMITED ("JPH**") (A WHOLLY-OWNED SUBSIDIARY OF JRB) AND WUHAN KAIDI ELECTRIC POWER ENGINEERING CO., LTD ("**KAIDI**") TO INVEST IN A 2 X 600 MEGAWATT COAL-FIRED THERMAL POWER PLANT ("**PROJECT**") ("**PROPOSED JOINT VENTURE**")**

"THAT, subject to the approval of all relevant parties and/or authorities, approval be and is hereby given to JRB and/or its subsidiaries ("**JRB Group**") for the following in relation to the Proposed Joint Venture:-

- (a) to issue 80 ordinary shares of HKD1.00 each in JAKS Pacific Power Limited ("**JPP**") (representing 40% of the enlarged equity interest in JPP) to Kaidi for a cash consideration of HKD80 upon the terms and conditions set out in the conditional subscription agreement dated 15 April 2013 entered into between JPP and Kaidi, including any modification, variations, amendments and additions thereto from time to time;
- (b) to form a joint venture pursuant to the shareholders agreement between JPH, Kaidi and JPP dated 15 April 2013 and any amendments, variations, modifications and additions thereto from time to time including the supplemental shareholders' agreement entered into on 15 April 2013 between the aforementioned parties to regulate their proposed relationship inter se as shareholders of JPP as well as certain other matters relating to the management of JPP and also to govern their relationship inter se in respect of matters related to JAKS Hai Duong Power Company Limited ("**JHDP**") ("**JPP SHA**");
- (c) to extend (in addition to the capital commitment of USD260 million by JRB Group) guarantee(s) or its equivalent in relation to JPP and/or JHDP, if required; and
- (d) the right to vary the terms of the JPP SHA subject always that the Board of Directors of JRB ("**Board**") considers such amendments to be necessary and in the best interest of JRB Group and that JRB Group's capital commitment arising from such variation should not vary by more than USD26 million, being 10% of aforementioned USD260 million.

AND THAT the Directors be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Joint Venture with full powers to make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by the relevant authorities and to do all such things as they may consider necessary or expedient or in the best interests of the JRB Group."

By Order of the Board of
JAKS RESOURCES BERHAD

LEONG OI WAH (MAICSA 7023802)

Company Secretary
Petaling Jaya

13 June 2013

Notes:-

1. A member entitled to attend and vote at the above meeting may appoint a proxy or proxies (but not more than two) to attend and vote on his behalf and such proxy or proxies need not be a member or members of the Company.
2. Where there are two proxies appointed, the number of shares to be presented by each proxy must be stated.
3. In the case of a corporation, the form of proxy must be executed under seal or under the hand of its attorney duly authorised.
4. The instrument appointing a proxy or proxies must be deposited with the Company Secretary at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS 7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before meeting.
5. Depositors who appear in the Record of Depositors as at 20 June 2013 shall be regarded as Member of the Company entitled to attend the Extraordinary General Meeting or appoint a proxy to attend and vote on his behalf.