



JAYCORP BERHAD (COMPANY NO. 459789-X)  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the Fourteenth Annual General Meeting of JAYCORP BERHAD will be held at Room Bunga Dahlia, 7th Floor, Renaissance Melaka Hotel, Jalan Bendahara, 75000 Melaka, Malaysia, on Thursday, 13 December 2012 at 10.30 a.m. for the following purposes:-

#### AGENDA

##### AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 July 2012 together with the Reports of the Directors and Auditors thereon.            | Ordinary Resolution 1 |
| 2. To declare a first and final single tier dividend of 7% for the financial year ended 31 July 2012.  | Ordinary Resolution 2 |
| 3. To approve the payment of Directors' Fees for the financial year ended 31 July 2012.  | Ordinary Resolution 3 |
| 4. To re-elect Mr Yeo Ayk Ke, a Director who retires by rotation in accordance with Article 113 of the Articles of Association of the Company.                       | Ordinary Resolution 4 |
| 5. To re-elect Encik Asgari bin Mohd Fuad Stephens, a Director who retires by rotation in accordance with Article 113 of the Articles of Association of the Company. | Ordinary Resolution 5 |
| 6. To re-elect Mr Chia Lai Joo, a Director who retires by rotation in accordance with Article 113 of the Articles of Association of the Company.                     | Ordinary Resolution 6 |
| 7. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration.   | Ordinary Resolution 7 |

##### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolutions:-

##### 8. Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares

"That pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issuance."

Ordinary Resolution 8

##### 9. Proposed Renewal of Authority for the Company to Purchase its Own Shares ("Proposed Renewal of Authority for Share Buy-Back")

"That subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the total retained profits available for dividend and the share premium account of the Company, for the purpose of and to purchase such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company;

That an amount not exceeding the share premium account of the Company and retained profits account be allocated by the Company for the proposed share buy-back;

That authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 67A of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may sell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them;

That the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will expire at:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposed Renewal of Authority for Share Buy-Back was passed, at which time it will lapse unless by a resolution passed at a general meeting of the Company, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
- revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

And that the Directors of the Company be authorised to take all steps necessary to implement, complete and 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 Renewal of Authority for Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities."

Ordinary Resolution 9

##### 10. Retention of Independent Directors

"THAT the following Directors be retained as Independent Non-Executive Directors, in accordance with the Malaysian Code of Corporate Governance 2012 until the conclusion of the next Annual General Meeting:-

- Encik Omar Bin Musa
- Encik Asgari Bin Mohd Fuad Stephens

Ordinary Resolution 10  
Ordinary Resolution 11

##### 11. Proposed amendments to the Articles of Association of the Company

"THAT the amendments to the Articles of Association of the Company as set out in Appendix 1 attached in the Annual Report for the financial year ended 31 July 2012 be and is hereby approved."

Special Resolution 1

#### NOTICE OF DIVIDEND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT**, subject to the approval of the shareholders at the Fourteenth Annual General Meeting, a first and final single tier dividend of 7% in respect of the financial year ended 31 July 2012 will be paid to shareholders on 28 December 2012. The entitlement date for the said dividend shall be 18 December 2012.

A Depositor shall qualify for entitlement to the Dividend only in respect of:

- Securities transferred into the Depositor's securities account before 4.00 p.m. on 18 December 2012 in respect of ordinary transfers.
- Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

LIEW IRENE (MAICSA 7022609)  
CHAN SU SAN (MAICSA 6000622)  
Secretaries

Melaka

Date: 21 November 2012

#### NOTES:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead at the same meeting. Where a member of the Company is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. A proxy may but need not be a member of the Company and the provisions of Section 149 (1) (b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares 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 authorised nominee may appoint in respect of each omnibus account it holds.  
  
An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at JA 1880, Batu 22 1/2, Parit Perawas, Sungai Rambai, 77400 Melaka not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- A power of attorney or certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 6 December 2012 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at the meeting and entitled to appoint proxy or proxies.

#### 6. EXPLANATORY NOTES ON SPECIAL BUSINESS

##### (i) Ordinary Resolution 8 pursuant to Section 132D of the Companies Act, 1965

The Company had obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act") at the Thirteenth Annual General Meeting held on 16 December 2011. The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution is a renewal of the general mandate for the issuance of shares by the Company pursuant to Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for purpose of funding future investments or working capital of the Group on a timely basis. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

##### (ii) Ordinary Resolution 9 on Proposed Renewal of Authority for Share Buy-Back

The explanatory notes for Ordinary Resolution 10 on Proposed Renewal of Authority for Share Buy-Back are set out in the Statement to Shareholders dated 21 November 2012.

##### (iii) Ordinary Resolutions 10 and 11 on Retention of Independent Directors

###### a) Encik Omar Bin Musa (Encik Omar)

Encik Omar was appointed as an Independent Non-Executive Director on 19 July 2002. Encik Omar has served the Company for more than ten (10) years as at the date of the notice of Annual General Meeting (AGM). However, Encik Omar has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Guidelines"). The Board, therefore, considers Encik Omar to be independent and recommends Encik Omar to remain as an Independent Non-Executive Director.

###### b) Encik Asgari Bin Mohd Fuad Stephens (Encik Asgari)

Encik Asgari was appointed as an Independent Non-Executive Director on 16 September 2004. Encik Asgari will attain 9 years on 16 September 2013. Encik Asgari meets the Guidelines and the Board recommends Encik Asgari to remain as an Independent Non-Executive Director from 16 September 2013 until the next AGM.

##### (iv) Special Resolution 1 – Proposed amendments to the Articles of Association of the Company

The Special Resolution 1, if passed, will render the Articles of Association of the Company to be in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

- Datuk Ang Hai @ Datuk Ang Kim Hai who retires pursuant to Section 129 of the Companies Act, 1965 will not be seeking re-appointment at the Fourteenth Annual General Meeting and therefore shall retire at the conclusion of the said Annual General Meeting.