



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

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fifty-Fourth Annual General Meeting of the Company will be held at the Auditorium, Ground Floor, No.62, Lorong Upper Lanang 10A, 96000 Sibu, Sarawak on Thursday, 27 November 2014 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 June 2014 together with the Reports of the Directors and Auditors thereon.  | (Please refer to Note 1 of the Explanatory Notes) |
| 2 | To declare a first and final single-tier dividend of 1.5% for the financial year ended 30 June 2014.  | Ordinary Resolution 1                             |
| 3 | To re-elect the following Directors who retire by rotation pursuant to Article 78 of the Company's Articles of Association: -   |   |
|   | i. Dato' Sri Tiong Chiong Hoo   | Ordinary Resolution 2                             |
|   | ii. Mr Tiong Chiong Hee   | Ordinary Resolution 3                             |
|   | iii. Mr John Leong Chung Loong  | Ordinary Resolution 4                             |
| 4 | To consider and if thought fit, pass the following resolution:-<br><br>"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." | Ordinary Resolution 5                             |
| 5 | To approve the payment of Directors' fees for the financial year ended 30 June 2014.  | Ordinary Resolution 6                             |
| 6 | To re-appoint Messrs Ernst & Young 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, pass the following ordinary resolutions:-

- 7 Continuation in offices 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. 4, approval be and is hereby given to Mr John Leong Chung Loong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.” Ordinary Resolution 8
- (b) “THAT subject to the passing of Ordinary Resolution No. 5, approval be and is hereby given to Gen (Rtd) Tan Sri Abdul Rahman Bin Abdul Hamid who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.” Ordinary Resolution 9
- 8 Proposed Renewal of Authority for the Company to Purchase its Own Shares (“Proposed Share Buy-Back”) Ordinary Resolution 10
- “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 and any other relevant authorities, the Directors be and are hereby authorised to utilise an amount not exceeding the total retained profits and share premium reserves of the Company at the time of purchase 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;
- 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 Securities Berhad, 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.”

9 Proposed Shareholders' Mandate for Recurrent Related Party Transactions

Ordinary  
Resolution 11

"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 31 October 2014 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."

- 10 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.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN THAT the first and final single-tier dividend of 1.5% for the financial year ended 30 June 2014, if approved at the Fifty-Fourth Annual General Meeting, will be paid on 17 December 2014 to Depositors whose names appear in the Record of Depositors on 3 December 2014.

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

- a) Securities deposited into the Depositor's securities account before 12.30 p.m. on 1 December 2014 in respect of securities exempted from mandatory deposit;
- b) Securities transferred into the Depositor's securities account before 4.00 p.m. on 3 December 2014 in respect of transfers; and
- c) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board  
JAYA TIASA HOLDINGS BERHAD

NGU UNG HUONG (MAICSA 7010077)  
Company Secretary

Sibu, Sarawak  
31 October 2014

## NOTES ON APPOINTMENT OF PROXY

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 November 2014 shall be entitled to attend, speak and vote at this 54<sup>th</sup> AGM.
2. 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 and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. (i) A member shall not be entitled to appoint more than 2 proxies to attend and vote at this 54<sup>th</sup> 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.  
  
(ii) 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.
4. A member who is an exempt authorized nominee which holds ordinary shares in the omnibus account may appoint any number of proxies in respect of the omnibus account it holds.
5. 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.
6. 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

1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. (a) Continuation in offices as Independent Directors

Ordinary Resolutions No. 8 and 9

The Board has via the Nomination Committee conducted an annual performance evaluation and assessment of Gen (Rtd) Tan Sri Abdul Rahman Bin Abdul Hamid and Mr John Leong Chung Loong, who had served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:

- they are experienced independent directors who over the years have developed increased insight into the Company and the business operations of the Group;
- they fulfilled the criteria under the definition of Independent Director as set out in the Listing Requirements of Bursa Malaysia Securities Berhad and therefore are able to bring independent and objective judgment to the Board; and
- they have been very committed and had devoted sufficient time to their responsibilities as Independent Non-Executive Directors of the Company.

- (b) Proposed Renewal of Authority for the Company to Purchase its Own Shares

The Proposed Ordinary Resolution No. 10 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.

- (c) Proposed Shareholders' Mandate for Recurrent Related Party Transactions

The Proposed Ordinary Resolution No. 11 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.

- (d) Please refer to the Circular to Shareholders dated 31 October 2014 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.