



JERASIA CAPITAL BERHAD (503248-A)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 15th Annual General Meeting ("AGM") of Jerasia Capital Berhad ("the Company") will be held at Mutiara Room, Ground Floor, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Selangor on Thursday, 27 August 2015 at 10.00 a.m. to transact the following business:

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2015 and the Reports of Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- To approve the payment of Directors' Fees of RM170,000.00 for the financial year ended 31 March 2015, an increase of RM57,500.00 compared to RM112,500.00 as approved for the financial year ended 31 March 2014. **Resolution 1**
- To re-elect Mr. Pronob Kumar Sen Gupta as a Director who retires by rotation in accordance with Article 81 of the Company's Articles of Association. **Resolution 2**
- To re-appoint Messrs. SJ Grant Thornton as Auditors of the Company and to authorise the Directors to determine their remuneration. **Resolution 3**

SPECIAL BUSINESS

- To consider and if thought fit, pass the following Ordinary Resolutions in accordance with Section 129(6) of the Companies Act, 1965:
 - "THAT Dato' Nik Mohamed Din bin Datuk Nik Yusoff who retires in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **Resolution 4**
 - "THAT Dato' Dr Yong Yuan Tan who retires in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **Resolution 5**
 - "THAT Dato' Tan Yik Huay who retires in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **Resolution 6**
- To consider and if thought fit, pass with or without modifications, the following Ordinary Resolution:

Proposed Renewal of Authority for the Purchase by the Company of its Own Shares ("Proposed Share Buy-Back")

"THAT subject to the Companies Act, 1965 ("Act"), the Articles of Association of the Company and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten per centum of the total issued and paid-up share capital of the Company; **Resolution 7**

AND THAT an amount not exceeding the retained profits of the Company at the time of purchase be allocated by the Company for the Proposed Share Buy-Back. The retained profits of the Company stood at RM11,399,755.00 as at 31 March 2015. The Company does not have any share premium reserves;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company in a general meeting;
- the expiry of the period within which the next AGM of the Company 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 an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND 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 AND FURTHER THAT authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the shares purchased as treasury shares to be either distributed as share dividends or resold on Bursa Securities or subsequently cancelled, or to cancel the shares so purchased, or a combination of both."

- To transact any other business of which due notice has been given.

By Order of the Board

Wong Kwai Yin (MAICSA 7008652)

Tan Sook Mei (LS 02892)

Company Secretaries

Kuala Lumpur

5 August 2015

Explanatory notes on Ordinary Business

- Agenda 1 is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, Agenda 1 is not put forward for voting.

Explanatory notes on Special Business:

- Ordinary Resolutions - Re-appointment of Directors in accordance with Section 129(6) of the Companies Act, 1965**
The re-appointment of Dato' Nik Mohamed Din bin Datuk Nik Yusoff, Dato' Dr Yong Yuan Tan and Dato' Tan Yik Huay, persons over the age of 70 years, as Directors of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the proposed Resolutions 4, 5 and 6 have been passed at the 15th AGM.
- Ordinary Resolution - Proposed Share Buy-Back**
The proposed resolution, if passed, will empower the Directors to purchase the Company's own shares through Bursa Malaysia Securities Berhad up to ten per centum of the issued and paid-up share capital of the Company. Detailed information on the Proposed Share Buy-Back is set out in the Share Buy-Back Statement dated 5 August 2015.

Notes on Appointment of Proxy:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a member. A member may appoint any person as his proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint at least one (1) but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member 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.
- Where a member or the authorised nominee appoints more than one (1) proxy (subject always to a maximum of two (2) proxies), or where an exempt authorised nominee appoints two (2) or more proxies, the proportions of shareholdings to be represented by each proxy must be specified in order for the appointments to be valid.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, must be deposited at the Registered Office of the Company at Suite 1008, 10th Floor, Wisma Lim Foo Yong, No. 86 Jalan Raja Chulan 50200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- Only members whose name appear in the Record of Depositors as at 20 August 2015 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his/her behalf.