

Form of proxy



Jasco Electronics Holdings Ltd

(Incorporated in the Republic of South Africa)
 (Registration number 1987/003293/06)
 Share code: JSC ISIN: ZAE000003794
 ("Jasco")

For use ONLY by certificated shareholders and own name dematerialised shareholders at the annual general meeting of Jasco shareholders to be held in the company's boardroom, Woodmead Office Park, 8 Saddle Drive, Woodmead, Sandton at 11:00 on Wednesday, 7 July 2004, or such later time that may be applicable ("the annual general meeting").

Dematerialised shareholders, other than with own name registration, must NOT complete this form of proxy and must provide their Central Securities Depository Participant (CSDP) or broker of their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP or broker.

I/We (PLEASE PRINT) _____ : (of address) _____

being the registered holder/s of _____ ordinary shares in Jasco, hereby appoint (see note 1 overleaf):

1. _____ or failing him/her, _____

2. _____ or failing him/her, _____

3. the chairperson of the annual general meeting,

as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof and to vote for or against the resolutions or to abstain from voting in respect of the shares in the issued capital of Jasco registered in my/our name/s, in accordance with the following instruction (see note 2):

	In favour of*	Against*	Abstain*
As ordinary resolutions:			
1. Resolution to approve and adopt the financial statements and group financial statements.			
2. (a) Resolution to re-elect Mr FE Emary as director.			
2. (b) Resolution to re-elect Mr JC Farrant as director.			
2. (c) Resolution to re-elect Dr JM Matsipa as director.			
3. Resolution placing the unissued shares under the directors' control in accordance with sections 221 and 222 of the Act.			
4. Resolution to renew the general authority to directors to issue shares for cash.			
5. Resolution to approve the auditors' remuneration.			
6. Resolution to increase the number of scheme shares to a participant.			
As a special resolution:			
1. Resolution to renew the general authority granted to directors to repurchase shares.			

* Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of shares than you own in Jasco, insert the number of shares held in respect of which you desire to vote (see note 2).

Signed at _____ on _____ 2004

Signature _____

Assisted by me (where applicable) _____

Any Jasco shareholder entitled to attend and vote at the annual general meeting and at any adjournment thereafter may appoint one or more proxies to attend, speak and to vote in place of such Jasco shareholder. A proxy so appointed need not be a Jasco shareholder.

Please read the notes on the reverse side hereof.

Notes to proxy

1. A Jasco shareholder may insert the name of a proxy or the names of two alternative proxies of the Jasco shareholder's choice in the space/s provided, with or without deleting " the chairperson of the annual general meeting" , but any such deletion must be initialled by the Jasco shareholder concerned. The person whose name appears first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert an " X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in Jasco, insert the number of ordinary shares held in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A Jasco shareholder or his/her proxy is not obliged to use all the votes exercisable by the Jasco shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstentions recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. The date must be filled in on this proxy form when it is signed.
4. The completion and lodging of this form of proxy will not preclude the relevant Jasco shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof. Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries of Jasco or waived by the chairperson of the annual general meeting of Jasco shareholders.
6. Any alterations or corrections made to this form of proxy must be initialled by the signatory/ies.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of Jasco.
8. Forms of proxy must be received by the transfer secretaries, Ultra Registrars (Pty) Ltd at 11 Diagonal Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000), by not later than 11:00 on Tuesday, 6 July 2004.
9. The chairperson of the annual general meeting may accept or reject any form of proxy, in his absolute discretion, which is completed other than in accordance with these notes.
10. If required, additional forms of proxy are available from the transfer secretaries of Jasco.
11. Dematerialised shareholders, other than with own name registration, must NOT complete this form of proxy and must provide their CSDP or broker of their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP or broker.