

Shareholders' diary

Annual general meeting

14 October 2009

Reports

Interim for half-year to August 2008
Interim for 12 months to February 2009
Annual financial statements

Published 1 October 2008
Published 2 April 2009
9 September 2009

Notice of annual general meeting

Notice is hereby given that the twenty first annual general meeting of the members of the company will be held in the company's boardroom, Woodmead Office Park, 8 Saddle Drive, Woodmead, on Wednesday, 14 October 2009, at 11:00 for the purpose of considering the following business and if deemed fit, to pass, with or without modification, the following resolutions:

As ordinary resolutions

1. To receive and consider the group financial statements together with the financial statements of the company for the year ended 30 June 2009.
2. To elect Merris PS Chapwanya, FE Emary and JM Matsipa who retire in terms of the articles of association, Article 77 and J Rothbart who retires in terms of Article 93, but are eligible for re-election. Merris PS Chapwanya, FE Emary, JM Matsipa and J Rothbart's curriculum vitae are detailed on pages 6 and 7 of the annual report.
3. To review the general authority of the directors in terms of sections 221 and 222 of the Companies Act, No 61 of 1973, as amended (the Act), until the next annual general meeting, to allot and issue, at their discretion but limited to 10% of the authorised share capital of the company and in terms of the regulations of the JSE Limited (the JSE), the unissued shares of the company.
4. To resolve that the directors have the powers to allot and issue any shares of any class already in issue in the capital of the company for cash when the directors consider it appropriate in the circumstances, subject to the following:
 - this authority shall not endure beyond the earlier of the next annual general meeting of the company or beyond 15 (fifteen) months from the date of passing of this ordinary resolution
 - there will be no restrictions in regard to the persons to whom the shares may be issued, provided that such shares are to be issued to public shareholders (as defined by the JSE Listings Requirements) and not to related parties
 - upon any issue of shares which, together with prior issues during any financial year, will constitute 5% (five percent) or more of the number of shares of the class in issue, the company shall, by way of a paid press announcement in terms of paragraph 11.22 of the JSE

Listings Requirements, give full details thereof, including the effect on the net asset value of the company and earnings per share, the number of securities issued and the average discount to the weighted average traded price of the securities over the 30 days prior to the date that the price of such issue was determined or agreed by the company's directors

- that issues in the aggregate in any one financial year may not exceed 15% (fifteen percent) of the number of that class of the company's issued shares (including instruments which are compulsorily convertible into shares of that class) at the date of application less any shares of that class issued, or to be issued in the future arising from options/convertible securities issued during the current financial year, plus any shares to be issued pursuant to an announced, irrevocable and fully underwritten rights offer or to be issued pursuant to any acquisition for which final terms have been announced
 - the maximum discount at which securities may be issued is 10% (ten percent) of the weighted average traded price of those securities over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the directors
 - a 75% (seventy-five percent) majority is required of votes cast by the shareholders present or represented by proxy at the general meeting to approve the resolution
5. To authorise the directors to approve the auditor's remuneration.
 6. To approve the directors' emoluments for the year under review, as per note 35 to the annual financial statements.

As special resolutions

1. To resolve that the company hereby approves, as a general approval contemplated in sections 85(2), 85(3) and 89 of the the Companies Act, No 61 of 1973, as amended (the Act) and in terms of the company's articles of association, the acquisition by the company or any of its subsidiaries from time to time of the issued ordinary shares of the company, upon such terms and conditions and in such amounts as the directors of the company may from time to time determine. All such acquisitions of shares will be subject to: the articles of association of the company; the provisions

Notice of annual general meeting continued

of the Act and the JSE Listings Requirements (as presently constituted and which may be amended from time to time); and provided that:

- any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company or any of its subsidiaries and the counterparty
- this general authority shall only be valid until the company's next annual general meeting provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution
- a paid press announcement will be published as soon as the company or its subsidiaries has/have acquired ordinary shares constituting, on a cumulative basis, 3% (three percent) of the number of ordinary shares in issue, prior to the acquisition pursuant to which the 3% (three percent) threshold is reached, and in respect of every 3% (three percent) thereafter, which announcement shall contain full details of such acquisitions
- acquisitions by the company and its subsidiaries of ordinary shares in any one financial year may not exceed 20% (twenty percent) of the company's issued ordinary share capital from the date of the grant of this general authority
- subsidiaries of the company may acquire, in aggregate, no more than 10% (ten percent) of the company's issued ordinary share capital at any one time
- in determining the price at which the company's ordinary shares are acquired by the company or any of its subsidiaries in terms of this general authority, the maximum price at which such ordinary shares may be acquired will be at a premium of no more than 10% (ten percent) of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date of repurchase of such ordinary shares by the company or any of its subsidiaries
- the company may at any point in time only appoint one agent to effect any repurchase(s) on its behalf
- the company or any of its subsidiaries may only undertake a repurchase if, after such a repurchase it shall still comply with the spread requirements of the JSE Listings Requirements
- the company or any of its subsidiaries may not repurchase securities during a prohibited period, as defined in the JSE Listings Requirements

The reason for special resolution number 1 is to grant the company or any of its subsidiaries a general authority in terms of the Act for the acquisition by the company or any of its subsidiaries of shares issued by the company, which authority shall be valid until the earlier of the next annual general meeting of the company or the variation or revocation of such general authority by special resolution by any subsequent general meeting of the company, provided that the general

authority shall not extend beyond 15 (fifteen) months from the date of this annual general meeting. The passing and registration of this special resolution will have the effect of authorising the company or any of its subsidiaries to acquire shares issued by the company.

Information required in terms of the JSE Listings Requirements with regard to this general authority for the company or any of its subsidiaries to repurchase the company's securities appears in the annual financial statements, to which this notice of annual general meeting is annexed, as indicated below:

- Directors and management of the company: pages 6 and 7
- Major shareholders: page 80
- Share capital: page 61
- Directors' interest in share capital: page 38

The directors, whose names are given on pages 6 and 7 of the annual report, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the annual report and notice of annual general meeting contains all information required by the JSE Listings Requirements.

There has been no material change in the financial or trading position of the company or any of its subsidiaries since 30 June 2009.

Except for the reassessments from SARS as explained in note 27, page 69, there are no legal or arbitration proceedings, either pending or threatened against the company or its subsidiaries, of which the directors are aware, which may have, or have had in the last 12 months, a material effect on the financial position of the company or its subsidiaries.

Pursuant to and in terms of the JSE Listings Requirements, the directors of the company hereby state:

- i That the intention of the company and/or any of its subsidiaries is to utilise the authority if at some future date the cash resources of the company are in excess of its requirements. In this regard the directors will take into account, inter alia, an appropriate capitalisation structure for the company, the long term cash needs of the company, and will ensure that any such utilisation is in the interest of shareholders
- ii That the method by which the company and/or any of its subsidiaries intends to repurchase its securities and the date on which such repurchase will take place, has not yet been determined
- iii That after considering the effect of a maximum permitted repurchase of securities, the company and its subsidiaries are, as at the date of this notice convening the annual general meeting of the company, able to fully comply with the JSE Listings Requirements. Nevertheless, at the time

that the contemplated repurchase is to take place, the directors of the company will ensure that:

- The company and the group will be able in the ordinary course of business to pay its debts for a period of 12 months after the date of the notice of the annual general meeting
- The assets of the company and the group will be in excess of the liabilities of the company and the group for a period of 12 months after the date of the notice of the annual general meeting. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in these audited annual group financial statements
- The share capital and reserves of the company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of the notice of the annual general meeting
- The working capital of the company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of the notice of the annual general meeting
- The company will provide its sponsor and the JSE with all documentation as required in Schedule 25 of the JSE Listings Requirements, and will not commence any repurchase programme until the sponsor has signed off on the adequacy of its working capital, advised the JSE accordingly and the JSE has approved this documentation

Voting

Each shareholder, whether present in person or represented by proxy, is entitled to attend and vote at the annual general meeting. Shareholders who have dematerialised their shares through a Central Securities Depository Participant (CSDP) or broker, other than by own-name registration, who wish to attend the annual general meeting, should instruct their CSDP or broker to issue them with the necessary authority to

attend the meeting, in terms of the custody agreement entered into between such shareholders and their CSDP or broker.

Proxies

Each shareholder is entitled to appoint one or more proxies (who need not be shareholders of Jasco) to attend, speak and vote in his/her stead. On a show of hands every shareholder who is present in person or by proxy shall have one vote, and, on a poll, every shareholder present in person or by proxy shall have one vote for each share held by him/her.

Shareholders who hold their shares in certificated form or who are own-name registered dematerialised shareholders who are unable to attend the annual general meeting, but who wish to be represented thereat, are required to complete and return the attached form of proxy so as to be received by the transfer secretaries, Link Market Services South Africa (Pty) Limited, 11 Diagonal Street, Johannesburg, by no later than 11:00 on Tuesday, 13 October 2009.

Shareholders who have dematerialised their shares through a CSDP or broker, other than by own-name registration, who wish to vote by way of proxy, should provide their CSDP or broker with their voting instructions, in terms of the custody agreement entered into between such shareholders and their CSDP or broker. These instructions must be provided to their CSDP or broker by the cut-off time or date advised by their CSDP or broker for instructions of this nature.

By order of the board



MN SEPURU
Company secretary

Woodmead, Sandton
9 September 2009

Corporate partners

Secretary and registered office

MN Sepuru
Woodmead Office Park
8 Saddle Drive
Woodmead 2157

Transfer secretaries

Link Market Services South Africa (Pty) Limited
11 Diagonal Street
Johannesburg 2001

Auditors

Ernst & Young Inc.
Registered Auditor
Wanderers Office Park
52 Corlett Drive
Illovo 2196

Sponsor

PSG Capital (Pty) Limited
Building 8, Woodmead Estate
1 Woodmead Drive
Woodmead 2198
Woodmead 2157

Commercial bankers

The Standard Bank of South Africa Limited

Corporate and Investment Banking
3 Simmonds Street
Johannesburg 2001

First National Bank of South Africa Limited

FNB Corporate
Corner Pritchard and Simmonds Streets
Johannesburg 2001

Form of proxy

Jasco Electronics Holdings Limited

(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, 14 October 2009, 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 with their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP or broker.

I/We _____ of _____
 (Please print name in full) (address)

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

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 (refer 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 PS Chapwanya as director.			
(b) Resolution to re-elect JM Matsipa as director.			
(c) Resolution to re-elect FE Emary as director.			
(d) Resolution to re-elect J Rothbart as director.			
3. Resolution to place 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 auditor's remuneration.			
6. Resolution to approve the directors' emoluments.			
As special resolutions:			
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 (refer note 2).

Signed at _____ on _____ 2009

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 page 86.

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, Link Market Services South Africa (Pty) Limited, at 11 Diagonal Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000), by no later than 11:00 on Tuesday, 13 October 2009.
9. The chairperson of the annual general meeting may accept or reject any form of proxy, in her/his absolute discretion, if it 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 with their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP or broker.