

SHAREHOLDERS' DIARY

ANNUAL GENERAL MEETING

23 July 2008

REPORTS

Interim for half-year to August

Published 4 October 2007

Annual financial statements

21 May 2008

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 20th annual general meeting of the members of Jasco Electronics Holdings Limited will be held in the company's boardroom, Woodmead Office Park, 8 Saddle Drive, Woodmead, Sandton, on Wednesday, 23 July 2008 at 11:00 for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and consider the group financial statements together with the financial statements of the company for the year ended 29 February 2008.
2. To elect Sir JA Sherry, Dr ATM Mokgokong and MJ Madungandaba, who retire in terms of the articles of association, but are eligible for re-election. Sir JA Sherry, Dr ATM Mokgokong and MJ Madungandaba'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

NOTICE OF ANNUAL GENERAL MEETING Continued

- 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 auditors' remuneration.
 6. To approve the directors' emoluments for the year under review, as per note 39 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 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 58
 - Directors' interest in share capital: pages 36 and 37

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.

Except for the M-TEC transaction, which is subject to shareholder approval, there has been no material change in the financial or trading position of the company or any of its subsidiaries since 29 February 2008.

Except for the reassessments from SARS as explained in note 33, page 68, 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

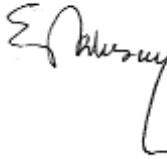
NOTICE OF ANNUAL GENERAL MEETING Continued

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, 22 July 2008.

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



MW LEKHESA
Company secretary
Woodmead, Sandton
21 May 2008

CORPORATE PARTNERS**SECRETARY AND REGISTERED OFFICE**

MW Lekhesa
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

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