

ACPI

ACP INDUSTRIES BERHAD

(Company No. 258836-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of ACP Industries Berhad ("ACPI" or the "Company") will be held at No. 26, Jalan 2/6, Dataran Templer, Bandar Baru Selayang, 68100 Batu Caves, Selangor Darul Ehsan on Tuesday, 20 September 2005 at 10.15 a.m., or immediately following the conclusion or adjournment (as the case may be) of the 12th Annual General Meeting of the Company, which will be held at the same venue and on the same day at 10.00 a.m., whichever is later or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution, with or without modifications:

ORDINARY RESOLUTION

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RRPT MANDATE")

"**THAT**, subject always to the provisions of the Companies Act, 1965, the Memorandum and Articles of Association of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad, the Company shall be mandated to enter into the recurrent related party transactions of a revenue or trading nature necessary for the day-to-day operations and with those related parties as specified in clause 2.2.3 of the Circular to Shareholders dated 29 August 2005, subject further to the following:

- (i) the transactions are in the ordinary course of business on normal commercial terms and not to the detriment of the minority shareholders of the Group and on terms not more favourable than those generally available to the public;
- (ii) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year based on the following information:
 - (a) the type of the Recurrent Related Party Transactions made; and
 - (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with the Company;

and that such approval shall, unless revoked or varied by the Company in general meeting, continue in force until:

- (a) the conclusion of the next annual general meeting (AGM) of the Company following the general meeting at which this mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after this date is required to be held pursuant to Section 143(1) of the Companies Act 1965 ("the Act") but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
- (c) revoked or varied by resolution passed by shareholders of the Company in general meeting; whichever is the earlier."

"**AND THAT** the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

By Order of the Board

Muhammad Hafidz bin Nuruddin, FCIS (MAICSA 7005820)

Lee Poh Yean, ACIS (MAICSA 7015043)

Company Secretaries

Selangor Darul Ehsan

29 August 2005

Notes:

1. A member of the Company entitled to attend and vote at the above mentioned Meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company and the provisions of section 149 (1) (a) and (b) of the Companies Act, 1965 are not applicable.
2. The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing or in the case of a corporation, executed under its common seal or under the hand of an officer or attorney, duly authorized.
3. If no name is inserted in the space for the name of your proxy or proxies, the Chairman of the Meeting will act as your proxy.
4. Where a member appoints two or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. The instrument appointing a proxy must be deposited at the Company's Registered Office situated at 419, Block A, Kelana Business Centre, No 97, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.