

# **ASIAN PAC HOLDINGS BERHAD**

(Company No: 129-T) (Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Asian Pac Holdings Berhad ("Asianpac" or "the Company") will be held at The Ballroom, Mezzanine Floor, Hotel Equatorial, Jalan Sullan Ismail, 50250 Kuala Lumpur on Monday, 31 October 2005 at 10.00 a.m. for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications: SPECIAL RESOLUTION 1 PROPOSED SHARE CAPITAL REDUCTION "THAT subject to: (i) the passing of Special Resolution 2, Special Resolution 3, Special Resolution 4, Ordinary Resolution 1 and Ordinary Resolution 3; (ii) the High Court of Malaya granting an order pursuant to Section 64 of the Companies Act, 1965 ("S64"); (iii) the approval of Asianpac's existing 7-year 4% redeemable convertible succured loan stocks 2000/2007 ("RCSLS") holders; (v) the approval of Asianpac's S-year 4% irredeemable convertible unsecured loan stocks 2000/2005 ("ICULS") holders; (v) the approval of Asianpac's curities Berhad ("Bursa Securities") for the listing of and quotation for all new ordinary shares of RM0.20 each of Asianpac (v) the approval of ali other relevant authorities, approval be and is hereby qiven for the Company's entire enlarged issued and paid-up share capital after the implementation of the Proposed ICULS Conversion as

(vi) the approval of all other relevant authorities, approval be and is hereby given for the Company's entire enlarged issued and paid-up share capital after the implementation of the Proposed ICULS Conversion as defined below to be reduced by the cancellation of RM0.80 from the par value of each existing ordinary share of RM1.00 each in Asianpac ("Asianpac Share"), and thereafter for the par value of the Company's ordinary shares to be maintained at RM0.20 ("Proposed Share Capital Reduction"). AND THAT the Directors of the Company be and are hereby authorised to give full effect to the Proposed Share Capital Reduction with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by any relevant authorities, and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties, as may be required and to do all such acts as they may consider necessary or expedient in order to give full effect to the Proposed Share Capital Reduction." SEPCIAL RESCULITION 2

## SPECIAL RESOLUTION 2 PROPOSED SHARE PREMIUM CANCELLATION

- PROPOSED SHARE PREMIUM CANCELLATION
   "THAT subject to:
   (i) the passing of Special Resolution 1, Special Resolution 3, Special Resolution 4, Ordinary Resolution 1 and Ordinary Resolution 3;
   (ii) the High Court of Malaya granting an order pursuant to S64 and Section 60(2) of the Companies Act, 1965 (\*S60(2)\*);
   (iii) the approval of RCSLS holders;
   (v) the approval of full Sholders; and

(v) In a approval or all other relevant autorities, approval be and is hereby given to the Company to cancel the entire amount of the share premium reserve of the Company, ("Proposed Share Premium Cancellation"). AND THAT the Directors of the Company be and are hereby authorised to give full effect to the Proposed Share Premium Cancellation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by any relevant authorities, and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties, as may be required and to do all such acts as they may consider necessary or expedient in order to give full effect to the Proposed Share Premium Cancellation." SPECIAL RESOLUTION 3 PROPOSED SET OFF

(i) the passing of Special Resolution 1, Special Resolution 2, Special Resolution 4, Ordinary Resolution 1 and Ordinary Resolution 3;
 (ii) the High Court of Malaya granting an order pursuant to S64 and S60(2);
 (iii) the approval of RCSLS holders; and
 (v) the approval of ICULS holders; and

(v) the approval of all other relevant aumonities, approval be and is hereby given to the Company to apply and utilise all of the credits arising from the Proposed Share Capital Reduction and Proposed Share Premium Cancellation to be set off against the accumulated losses of the Company ("Proposed Set Off"). AND THAT the Directors of the Company be and are hereby authorised to give full effect to the Proposed Set Off with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by any relevant authorities, and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties, as may be required and to do all such as they may consider necessary or expedient in order to give full effect to the Proposed Set Off."

## SPECIAL RESOLUTION 4 PROPOSED AMENDMENTS TO THE CLAUSE 5 AND ARTICLE 3 OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF ASIANPAC

"THAT subject to: (i) the passing (ii) the approva

AT subject to: the passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Ordinary Resolution 1 and Ordinary Resolution 3; and the approval of all other relevant authorities,

approval be and is hereby given to the Company to alter Clause 5 and Article 3 of its M&A that its authorised share capital shall be amended from RM1,500,000,000 comprising 1,500,000,000 Asianpac New Shares to RM1,500,000,000 comprising 7,500,000,000 Asianpac New Shares ("Proposed M&A Amendments I").

- approval be and is hereby given to the Company to alter Clause 5 and Article 3 of its M&A that its authorised share capital shall be amended from KM1,500,000,000
   comprising 7,500,000,000 Asianpac Shares to RM1,500,000,000 comprising 7,500,000,000 Asianpac Shares to RM1.000 Asianpac Shares to RM1.500,000,000
   Existing Clause 5 in the capital of the Company is RM1,500,000,000 Asianpac Shares of RM1.000 each. The Company has power from time to time to increase or reduce its capital to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to issue any shares, in the original or increased capital as ordinary, preferred or deferred shares, and to attach to any class or classes of such shares any preference, rights, privileges or conditions or to subject the same to any restrictions provided always that if and whenever the capital of the Company is divided into shares of various classes the rights and privileges of any such class shall not be modified or varied, except in accordance with the regulations for the time being of the Company.
   Proposed Clause 5 : The capital of the Company is RM1,500,000,000 Malaysian Ringgi divided into 7,500,000,000 shares of RM0.20 each. The Company has power from time to time to increase or reduce its capital to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to issue any shares, in the original or increased capital as ordinary, preferred or deferred shares, and to attach to any class or classes of such shares any preferences, rights, privileges or conditions or to subject the same to any restrictions provided always that if and whenever the capital of the Company is divided into shares of the sub-strictions provided always that if and whenever the capital of the Company is RM1,500,000,000,000,000 shares of RM1.00 each.
   Proposed Clause 5 : The authorised share capital of the Company is RM1,500,000,000,000,000,000 shares of RM1.00 each.
   Proposed Art

## SPECIAL RESOLUTION 5 PROPOSED INCLUSION OF NEW ARTICLE 3C TO THE M&A OF ASIANPAC

- "HAT approval be and is hereby given to the Company to insert an even article in its M&A for the granting of employees' share option scheme options to non-Executive Directors of the Company ("Proposed M&A Amendments II"). Proposed new Article 3C :
  - pany ("Proposed M&A Amenaments II"). No Director (including non-Executive Directors) shall participate in an issue of shares or options to employees of the Company under a share option scheme unless approved by relevant authorities and the shareholders in general meetings have approved of the specific allotment to be made to such Director."

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the **Proposed M&A Amendments II** with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by any relevant authorities, and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties, as may be required and to do all such acts as they may consider necessary or expedient in order to give full effect to the **Proposed M&A Amendments II**."

## SPECIAL RESOLUTION 6 PROPOSED WARRANTS EXTENSION

"THAT subject to: (i) the approval of the SC; (ii) the approval of warrants 2001/2006 ("Warrants") holders; and (iii) approval of all other relevant authorities,

approval be and is hereby given to the Company to extend the duration and exercise period of the Warrants by five (5) years from 16 April 2006 to 15 April 2011 ("Proposed Warrants Extension").

(rruposed warrants Extension ). AND THAT Directors of the Company be and are hereby authorised to give full effect to the **Proposed Warrants Extension** with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by any relevant authorities, and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties, as may be required and too all such acts as they may consider necessary or expedient in order to give full effect to the **Proposed Warrants Extension**."

## ORDINARY RESOLUTION 1 PROPOSED ICULS CONVERSION

PROPOSED ICULS CONVERSION
 "THAT subject ID: the passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 4, and Ordinary Resolution 3;
 (i) the approval of ICULS holders; and
 (ii) the approval of ICULS holders; and
 (iii) the approval of ICULS or one (1) new Asianpac Share, and that such conversion be suspended from the maturity date of the ICULS of 22 December 2005 until such time after the High Court of Malaya has given its approval and has granted the order pursuant to S64 for the Proposed Share Capital Reduction, Proposed Share Premium Reduction and Proposed Stare of the High Court of Malaya has given its approval and has granted the order pursuant to S64 for the Proposed Share Capital Reduction, Proposed Share Capital Reduction, Proposed Share of the High Court of Malaya is not obtained for the Proposed Share Capital Reduction, Proposed Share of the High Court of Malaya is not obtained for the Proposed Share Capital Reduction, Proposed Share of the High Court of Malaya is not obtained for the Proposed Share Capital Reduction, Proposed Share of the High Court of Malaya is not obtained for the Proposed Share Capital Reduction, Proposed Share of the High Court of Malaya is not obtained for the Proposed Share Capital Reduction, Proposed Share of the High Court of Malaya is not obtained for the Proposed Share Capital Reduction, Proposed Share of the High Court of Malaya is not obtained for the Proposed Share Capital Reduction, Proposed Share Sate Sate Capital Reduction and Proposed Set Off, then the ICULS will be converted into Asianpac Shares at its original conversion price of RM1.25 within ten (10) market days after such dismissal of any appeal made to the Court of Appeal, as the case may be ("Proposed ICULS Conversion").
 AND THAT the Directors of the Company be and are hereby authorised to give full effect to the Proposed ICULS Conversion with full powers to assent to any

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the **Proposed ICULS Conversion** with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by any relevant authorities, and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties, as may be required and to do all such asts as they may consider necessary or expedient in order to give full effect to the **Proposed ICULS Conversion**."

## ORDINARY RESOLUTION 2 PROPOSED WARRANTS EXERCISE PRICE ADJUSTMENT

(i) THAT subject to:
 (ii) the passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 4, Ordinary Resolution 1 and Ordinary Resolution 3;
 (iii) approval of warrants 2001/2006 ("Warrants") holders;
 (iii) approval of Bursa Securities for the listing of and quotation for all Asianpac New Shares to be issued hereunder; and
 (iv) approval of all other relevant authorities, the instance of DM1 25 for one (1) Asianpac New Share ("Proposition 2) and the instance of the inst

approval be and is hereby given to the Company's exercise price of Warrants of RM1.25 to be adjusted to RM0.25 for one (1) Asianpac New Share ("Proposed Warrants Exercise Price Adjustment").

Warrants Exercise Price Adjustment"). AND THAT there price Adjustment"). AND THAT the Directors of the Company be and are hereby authorised to give full effect to the **Proposed Warrants Exercise Price Adjustment** with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by any relevant authorities, and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties, as may be required and to do all such acts as they may consider necessary or expedient in order to give full effect to the **Proposed Warrants Exercise Price Adjustment**."

## ORDINARY RESOLUTION 3 PROPOSED RCSLS CONVERSION PRICE ADJUSTMENT

THAT subject to:
 (i) the passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 4 and Ordinary Resolution 1;
 (ii) approval of RCSIS holders;
 (iii) approval of Bursa Securities for the listing of and quotation for all Asianpac New Shares to be issued hereunder; and approval of all other relevant authorities,

- approvator and other relevant admontes, walk be and is hereby given to the Company's conversion price of the RCSLS of RM1.25 to be satisfied by either: tendering a cash payment of RM0.25 plus RM1.00 nominal value of RCSLS for five (5) Asianpac New Shares; or one (1) RCSLS of RM1.00 nominal value each for four (4) Asianpac New Shares posed RCSLS Conversion Price Adjustment").

(i) (ii) ("P

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the **Proposed RCSLS Conversion Price Adjustment** with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by any relevant authorities, and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, indemutilies, transfer, assignments and guaranies with any party or parties, as may be required and to do all such acts as they may consider necessary or expedient in order to give full effect to the **Proposed RCSLS Conversion Price Adjustment**."

## ORDINARY RESOLUTION 4 PROPOSED QTSB ACQUISITION

PROPOSED Class Accuration
 "THAT subject to:
 (i) the passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 4, Ordinary Resolution 1 and Ordinary Resolution 3;
 (ii) approval of Bursa Securities for the listing of and quotation for all Asianpac New Shares to be issued hereunder and pursuant to the conversion of new zero coupon 5-year nominal value of RM1.00 each ICULS ("New ICULS"); and
 (iii) approval of and is hereby given to the Company to acquire from Seraya Kota Sch Bhd ("QTSB Vendor"), 244,222 ordinary shares of RM1.00 each representing 100% of the issued and paid-up share capital in Quality Irend Sch Bhd ("QTSB") for a total purchase consideration of RM39,000,000, to be satisfied by:

(a) refundable cash deposit of RM1,000,000, which has been paid upon the execution of conditional sale and purchase agreement dated 19 March 2004 entered into between Asianpac and OTSB Vendor (\*OTSB SPA');
 (b) issuance of 126,650,000 Asianpac New Shares, credited as fully paid-up at par of RM0.20; and
 (c) issuance of RM12,670,000 nominal value of New ICULS;
 (n) accordance with the terms and conditions of the OTSB SPA (\*Proposed OTSB Acquisition m).
 AND THAT the Asianpac New Shares to be issued pursuant to the Proposed OTSB Acquisition and arising from the conversion of New ICULS shall, upon allotment and issue, rank pari passu in all respects with the there existing Asianpac New Shares except that they will not be entilled to any dividends, rights and/or distributions, the entiltement date of which is prior to the allotment of the Sainpac New Shares.
 AND THAT the Diractors of the Company the and are barchy authorized to nive full effect to the Proposed OTSB Acquisition with full powers to assent to any dividends.

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the **Proposed QTSB Acquisition** with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by any relevant authorities, and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, indemnities, fransfer, assignments and guarantees with any party or parties, as may be required and to do all such asts as they may consider necessary or expedient in order to give full effect to the **Proposed QTSB Acquisition**.<sup>4</sup>

### ORDINARY RESOLUTION 5 PROPOSED CFSB ACQUISITION "THAT subject to:

 PROPOSED CFSB ACQUISITION
 "THAT subject to:
 (i) the passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 4, Ordinary Resolution 1 and Ordinary Resolution 3;
 (ii) approval of Burss Securities for the listing of and quotation for all Asianpac New Shares to be issued hereunder and pursuant to the conversion of New ICULS; and
 (iii) approval of all other relevant authorities,
 approval of all other relevant of Narrohold's advances of RM1.00 each representing 100% of the issued and paid-up share capital in Changkat Fajar Sdn Bhd (°CFSB')
 (a) refundable cash deposit of RM1.000.000, which has been paid upon the execution of the conditional sale and purchase agreement dated 19 March 2004 entered into between Asianpac and CFSB Vendors' (°CFSB SPA');
 (b) issuance of TN7.3,30,000 ominina value of New ICULS,
 in accordance with terms and conditions of the CFSB SPA ("Proposed CFSB Acquisition").
 AND THAT the Asianpac Chew Shares to be issued pursuant to the Proposed CFSB Acquisition and arising from the conversion of New ICULS shall, upon allotment and issue, rank pari passu in all respects with the then existing Asianpac New Shar ORDINARY RESOLUTION 6 PROPOSED EMPLOYEES' SHARE OPTION SCHEME ("PROPOSED ESOS")

\*THAT subject to: (i) the passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 4, Special Resolution 5, Ordinary Resolution 1 and Ordinary Resolution 3; the passing of Special Resolution 1, Special Resolution 2, Special Resolution 2, Optimary Resolution 3; approval of Bursa Securities for the listing of and quotation for all Asianpac New Shares to be issued hereunder; and approval of all other relevant authorities, (ii) (iii)

- appi (a)
- (iii) approval of all other relevant authorities, approval be and is hereby given to the Company to:
   (a) establish and administer an employees' share options scheme for the benefit of eligible employees and eligible directors, including non-Executive Directors, of the Company and its eligible subidiaries which are not dormant ('the Group') to be known as the "Asian Pac Holdings Berhad Employees' Share Option Scheme" (herein after referred to as 'ESOS'), and to give effect to the ESOS with full powers to assent to any modifications and/or amendments as may be required by any relevant authorities as they may in their absolute discretion deem fit:
   (b) make the necessary applications to the Bursa Securities and do all things necessary at parporpiate time or times for permission to deal in and for the listing of and quotation for the new ordinary shares of the Company which may from time to time be allotted and issued pursuant to the ESOS:
   (c) allot and issue such number of new Asianpac. New Shares during the duration of the ESOS from time to time pursuant to the ESOS: granted under the ESOS in accordance with the By-Laws, which shares may be issued after the approval here of has ceased to be in force provided that the options are granted and exercised when the approval is still in force subject always to the compliance of the Company at any one time, or such maximum percentages as may be permitted by the relevant authorities from time to time during the duration of the ESOS and unew ordinary shares will upon allotment rank part passu in all respects with the then existing issued shares except that they will not rank for any dividends, rights, allotments or any distributions declared, made or paid to shareholders, the entitiement date of which is prior to the date of allotenent of the subject to all provisions of the M&A relating to transfer, transmission or otherwise; and
   (d) modify and/or amendments in any manner as may be imposed or required by any

OKDINARY RESULTION /
 PROPOSED GRANT OF ESOS OPTIONS TO DATO<sup>-</sup> SERI HJ MEGAT NAJMUDDIN BIN DATO<sup>-</sup> SERI DR. HJ MEGAT KHAS
 "THAT subject to:

 (he passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 4, Special Resolution 5, Ordinary Resolution 1, Ordinary Resolution 3 and Ordinary Resolution 5.
 (i) approval of Buras Securities for the listing of and quotation for all Asianpac. New Shares to be issued hereunder; and
 (ii) approval of all other relevant authorities.
 approval of and is hereby given to the Company to, at any time and from time to time, to offer and grant to Dato<sup>-</sup> Seri Hj Megat Najmuddin bin Dato<sup>-</sup> Seri Dr. Hj Megat Khas, the Chairman and Independent non-Executive Director of Asianpac, ESOS options to subscribe for any such amount or percentage as may be permitted by the relevant guidelines prescribed for ESOS of the Issued and pald-up share capital of Asianpac at any one time at the point of granting of the ESOS provided that:
 (a) not more than 50% of the ordinary shares which are available to be allotted under the ESOS, are allotted, in aggregate, to eligible Directors and members of the tissued and pald-up persons connected with him pursuant to Paragraph 1.01 of the Listing Requirements of Bursa Securities, hold 20% or more of the issued and paid-up hersons connected with him pursuant to Paragraph 1.01 of the Listing Requirements of Bursa Securities, hold 20% or more of the tissued and paid-up adjustents which may adjustments may adjustments may be imposed Grant of ESOS Options to Dato' Seri Hj Megat Najmuddin bin Dato' Seri Hj Megat Najmuddin bin Dato' Seri Hj Megat Najmuddin bin party or

ORDINARY RESOLUTION 8 PROPOSED GRANT OF ESOS OPTIONS TO DATO' MUSTAPHA BIN BUANG

ORDINARY RESOLUTION 9 PROPOSED GRANT OF ESOS OPTIONS TO SENATOR DATO' HAMZAH BIN ZAINUDIN

ORDINARY RESOLUTION 10 PROPOSED GRANT OF ESOS OPTIONS TO DATO' MOHAMED SALLEH BIN BAJURI

Notes:

By Order of the Board

Chan Yoon Mun, ACIS Company Secretary Kuala Lumpur 8 October 2005

"THAT subject to: (i) the passing supject to: the passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 4, Special Resolution 5, Ordinary Resolution 1, Ordinary Desclution 2 and Ordinary Desclution 2: (1) The passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 4, Special Resolution 5, Ordinary Resolution 1, Ordinary Resolution 3 and Ordinary Resolution 6;
 (ii) approval of Bursa Securities for the listing of and quotation for all Asianpac. New Shares to be issued hereunder; and
 (iii) approval of all other relevant authorities,
 (iii) approval of othe subscribe for any such amount or percentage as may be permitted by the relevant guidelines prescribed for ESOS of the issued and paid-up share splital of Asianpac at any one time at the point of granting of the ESOS options during the existence of the ESOS and to allot and issue me Asianpac. New Shares pursuant to the ESOS provided that:
 (a) not more than 50% of the ordinary shares which are available to be allotted under the ESOS, are allotted to any individual eligible director or eligible employee who, either singly or collectively through persons connected with him pursuant to Paragraph 1.01 of the Listing Requirement of Bursa Securities, hold 20% or more of the issued an paid-up share capital of Asianpac.
 AND THAT the Directors of the Company band are hereby authorised to give full effect to the **Proposed Grant of ESOS Options to Dato' Mustapha bin Buang** with full powers to assent to any conditions, and/or amerdements, undertakings, indemnities, transfer, assignments and guaraniese with any party or parties, amy be required and to de all such acts as they consider necessary or expedient in order to give full effect to the **Proposed Grant of ESOS Options to Dato' Musta** 

OKDINARY RESULTION 7
 THAT Subject to:
 (i) passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 4, Special Resolution 5, Ordinary Resolution 1, Ordinary Resolution 3 and Ordinary Resolution 5.
 (ii) approval of Buras Securities for the listing of and quotation for all Asianpac New Shares to be issued hereunder; and
 (iii) approval of all other relevant authorities,
 approval of all other relevant authorities,
 approval of and jackup given to the Company to, at any time and from time to time, to offer and grant to Senator Dato' Hamzah bin Zainudin, the Independent non-Executive-Director of Asianpac, ESOS options to subscribe for any such amount or percentage as may be permitted by the relevant guidelines prescribed for ESOS of the Issued and paid-up share capital of Asianpac at any one time at the point of granting of the ESOS options during the existence of the ESOS and to aliot and issue new Asianpac New Shares pursuant to the ESOS provided that:
 (a) nor more than 50% of the ordinary shares which are available to be allotted under the ESOS, are allotted, in aggregate, to eligible Directors and members of the semior management of Asianpac and its eligible subsidiaries; and
 (b) not more than 10% of the ordinary shares which are available to be allotted under the ESOS, are allotted to any individual eligible director or eligible ambers of the singly or collectively through persons connected with thim pursuant to Paragraph 1.01 of the Listing Requirement of Bursa Securities, hold 20% or more of the Issued and paid-up share capital of Asianpac, subject further to such terms and conditions and/or any adjustments which may be may or any oranged or required by any relevant authorities, and to allot any individual eligible director or eligible ambiguity and and the effect of a same to any nome of the SISU conditions and/or any adjustments which may be may of a more o

PROPOSED GRANT OF ESOS OPTIONS TO DATO' MOHAMED SALLEH BIN BAJURI
"THAT subject to:
"THAT subject to:
passing of Special Resolution 1, Special Resolution 2, Special Resolution 3, Special Resolution 5, Ordinary Resolution 1, Ordinary Resolution 3 and Ordinary Resolution 6:
approval of Bursa Securities for the listing of and quotation for all Asianpac New Shares to be issued hereunder; and
approval of Bursa Securities for the listing of and quotation for all Asianpac New Shares to be issued hereunder; and
approval of all other relevant authorities.
approval be and is hereby given to the Company to, at any time and from time to time, to offer and grant to Dato' Mohamed Salleh bin Bajuri, the Independent non-becutive-Director of Asianpac. ESOS Options to subscribe for any such amount or percentage as may be permitted by the relevant guidelines prescribed for ESOS of the issued and paid-up shares capital of Asianpac at any one time at the point of granting of the ESOS options during the existence of the ESOS and to allot and the estimation to the ESOS provided that.
(a) nor more than 10% of the ordinary shares which are available to be allotted under the ESOS, are allotted to any individual eligible Directors and members of the singular ordicitively through persons conceted with him pursuant to Paragraph 1.01 of the Listing Requirement of Bursa Securities, hold 20% or more of the issued and paid-up share capital of Asianpac.
subject further to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the ByLaws.
AND THAT the Directors of the Company be and are hereby authorised to give full effect to the Proposed Grant of ESOS options table.

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the **Proposed Grant of ESOS Options** to Dato' Mohamed Salleh bin Bajuri with full powers to assent to any conditions, modifications, variations, and/or amendments in any manner as may be imposed or required by any relevan-authorities, and to take all steps and to enter into all such agreements, deeds, arrangements, undertakings, idemnifies, transfer, assignments and guarantees with any party or parties, as may be required and to do all such acts as they consider necessary or expedient in order to give full effect to the **Proposed Grant of ESOS Options to Dato'** Mohamed Salleh bin Bajuri.<sup>4</sup>

A member entilled to attend and vote at the meeting is entilled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member and the provisions of Section 149(1)(b) of the Companies Act. 1965 shall not apply to the Company. Where a member appoints more than one proxy to attend the same meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy. A member shall not be entilled to appoint more than two proxies to attend the same meeting. An instrument appointing nore you are the same section of a shareholding to be represented a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised. An instrument appointing a proxy must be deposited at the Registered Office of the Company at 12th Floor. Menara SMI, 6, Lorong P.Ramlee, 50250 Kuala Lumpur Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adiournment thereof.