

ASIAN PAC HOLDINGS BERHAD*(Company No: 129-T)
(Incorporated in Malaysia)***NOTICE OF ICULS HOLDERS' MEETING**

NOTICE IS HEREBY GIVEN that a meeting of the holders of 5-year 4% Irredeemable Convertible Unsecured Loan Stocks 2000/2005 ("ICULS") of Asian Pac Holdings Berhad ("Asianpac" or "the Company") will be held at The Ballroom, Mezzanine Floor, Hotel Equatorial, Jalan Sultan Ismail, 50250 Kuala Lumpur on Monday, 31 October 2005 at 11.15 a.m. or immediately after the conclusion or adjournment (as the case may be) of the RCSLS holders' meeting of the Company which will be held at the same venue on the same day at 11.00 a.m. for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications:

**SPECIAL RESOLUTION 1
PROPOSED ICULS CONVERSION*****THAT** subject to:

- (i) the passing of Special Resolution 2, Special Resolution 3 and Special Resolution 4;
- (ii) approval of the shareholders of the Company; and
- (iii) approval of all other relevant authorities,

approval be and is hereby given to the Company for the conversion of all outstanding ICULS into new ordinary shares of RM1.00 each in Asianpac ("Asianpac Shares") based on the conversion price of RM1.00 instead of RM1.25 nominal value of ICULS for 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 Section 64 of the Companies Act, 1965 ("S64") for the Proposed Share Capital Reduction, Proposed Share Premium Reduction and Proposed Set Off as defined below, in the event that such maturity date precedes the above-mentioned Order of the High Court of Malaya, provided always that the Company shall within ten (10) market days after obtaining such Order of the High Court of Malaya effect the conversion of the ICULS pursuant to this resolution, and that if the Order of the High Court of Malaya is not obtained for the Proposed Share Capital Reduction, Proposed Share Premium 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 by the High Court of Malaya or 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 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, transfers, 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 ICULS Conversion**."

**SPECIAL RESOLUTION 2
PROPOSED SHARE CAPITAL REDUCTION*****THAT** subject to:

- (i) the passing of Special Resolution 1, Special Resolution 3 and Special Resolution 4;
- (ii) the High Court of Malaya granting an order pursuant to S64;
- (iii) the approval of the shareholders of the Company;
- (iv) the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for all new ordinary of Asianpac to be issued hereunder; and
- (v) 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 to be reduced by the cancellation of RM0.80 from the par value of each existing ordinary share of RM1.00 in Asianpac ("Asianpac Shares"), 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**."

**SPECIAL RESOLUTION 3
PROPOSED SHARE PREMIUM CANCELLATION*****THAT** subject to:

- (i) the passing of Special Resolution 1, Special Resolution 2 and Special Resolution 4;
- (ii) the High Court of Malaya granting an order pursuant to S64;
- (iii) the approval of RCSLS holders;
- (iv) the approval of the shareholders of the Company; and
- (v) the approval of all other relevant authorities,

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 4
PROPOSED SET OFF*****THAT** subject to

- (i) the passing of Special Resolution 1, Special Resolution 2 and Special Resolution 3;
- (ii) the High Court of Malaya granting an order pursuant to S64;
- (iii) the approval of RCSLS holders;
- (iv) the approval of the shareholders of the Company; and
- (v) the approval of all other relevant authorities,

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 acts as they may consider necessary or expedient in order to give full effect to the **Proposed Set Off**."

By Order of the BoardChan Yoon Mun, ACIS
Company SecretaryKuala Lumpur
8 October 2005**Notes:**

1. A ICULS holder entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a ICULS holder. Where a ICULS holder appoints more than one proxy to attend the same meeting, the ICULS holder shall specify the proportion of his ICULS holdings to be represented by each proxy. A ICULS holder shall not be entitled to appoint more than two proxies to attend and vote at the same meeting.
2. An instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his/her attorney and in the case of 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.
3. 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 not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.