



ASIAN PAC HOLDINGS BERHAD

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

NOTICE OF RCCLS HOLDERS' MEETING

NOTICE IS HEREBY GIVEN that a meeting of the holders of 7-year 4% Redeemable Convertible Secured Loan Stocks 2000/2007 ("RCCLS") 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 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Extraordinary General Meeting ("EGM") of the Company which will be held at the same venue on the same day 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 RCCLS CONVERSION PRICE ADJUSTMENT

*THAT subject to:

- (i) the passing of Special Resolution 2, Special Resolution 3 and Special Resolution 4;
- (ii) the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for all new ordinary shares of RM0.20 each in Asianpac ("Asianpac New Shares") to be issued hereunder;
- (iii) the approval of the shareholders of the Company; and
- (iv) the approval of all other relevant authorities,

approval be and is hereby given to the Company's conversion price of RCCLS of RM1.25 to be satisfied by either:

- (i) tendering a cash payment of RM0.25 plus RM1.00 RCCLS for five (5) Asianpac New Shares; or
- (ii) RM1.00 RCCLS for four (4) Asianpac New Shares

("Proposed RCCLS Conversion Price Adjustment").

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the **Proposed RCCLS 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, 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 RCCLS Conversion Price Adjustment.**

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 Section 64 of the Companies Act, 1965 ("S64");
- (iii) the approval of Asianpac's 5-year 4% irredeemable convertible unsecured loan stocks 2000/2005 ("ICULS") holders;
- (iv) the approval of the shareholders of the Company;
- (v) the approval of Bursa Securities for the listing of and quotation for all Asianpac New Shares to be issued hereunder; and
- (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 conversion of all the existing ICULS to be reduced from by the cancellation of RM0.80 from the par value of each existing ordinary share of RM1.00 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.**

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 ICULS 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 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 ICULS 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 Board

Chan Yoon Mun, ACIS
Company Secretary

Kuala Lumpur
8 October 2005

Notes:

1. A RCCLS 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 RCCLS holder. Where a RCCLS holder appoints more than one proxy to attend the same meeting, the RCCLS holder shall specify the proportion of his RCCLS holdings to be represented by each proxy. A RCCLS 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 appointor 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.