



## CONSOLIDATED FARMS BERHAD

(Company No: 88244-T)  
(Incorporated In Malaysia)

**NOTICE IS HEREBY GIVEN** that the Twenty-Second Annual General Meeting of the Company will be held at the Dewan Seroja, Kelab Golf Perkhidmatan Awam, Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 29 July 2005 at 10.00 a.m. for the following purposes:-

### AGENDA

- 1 To receive the Audited Financial Statements for the financial year ended 31 January 2005 together with the Reports of the Directors and the Auditors thereon.
- 2 To re-elect the following Directors who retire pursuant to Article 94 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
  - (a) Dato' Jegathesan A/L Jegasothy (Resolution 1)
  - (b) Mr. Quek Kin Chuang (Resolution 2)
- 3 To re-appoint Messrs. KPMG as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 3)
- 4 As Special Business

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:-

#### ORDINARY RESOLUTION

**- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Resolution 4)

"THAT pursuant to Section 132D of the Companies Act, 1965, and the approvals of the relevant governmental / regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall commence immediately upon the passing of this Resolution and continue in force until the conclusion of the next Annual General Meeting of the Company."

- 5 To transact any other ordinary business of which due notice has been given.

#### By Order of the Board

Chua Siew Chuan (MAICSA 0777689)  
Company Secretary  
Kuala Lumpur  
Dated: 6 July 2005

#### Explanatory Note to Special Business

Ordinary Resolution

- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965.

This resolution, if passed, will empower the Directors of the Company to issue ordinary shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

#### Notes:

1. A member of the Company 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 may but need not be a member of the Company. A member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a), (b), (c) and (d) of the Companies Act, 1965 shall not apply. Shareholders' attention is hereby drawn to the Listing Requirements of the Bursa Malaysia Securities Berhad which allows a member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
2. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.