



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twelfth Annual General Meeting of the Company will be held at Anggerik Room, Hotel Equatorial Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 22 February 2006 at 10.00 a.m. for the following purposes:

1. To receive and consider the audited financial statements for the year ended 30 September 2005 and the Reports of the Directors and the Auditors thereon. **Resolution 1**
2. To re-elect Directors:
  - (a) Mr Chan Thye Seng retires by rotation pursuant to Article 82 of the Company's Articles of Association, and being eligible, offers himself for re-election. **Resolution 2**
  - (b) Y.M. Tunku Dato' Mu'tamir Bin Tunku Tan Sri Mohamed retires by rotation pursuant to Article 82 of the Company's Articles of Association, and being eligible, offers himself for re-election. **Resolution 3**
3. To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:

"THAT Mr Chan Hua Eng being over the age of 70 years and retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

**Resolution 4**
4. To re-appoint Messrs Ernst & Young as auditors and to authorise the Board of Directors to fix their remuneration. **Resolution 5**

### As Special Business

To consider and if thought fit, with or without any modification, to pass the following which will be proposed as Special Resolution and Ordinary Resolutions respectively:

#### Special Resolution:

5. Proposed Amendments to the Articles of Association of the Company  
"THAT the additions, alterations, modifications and variations to the Articles of Association of the Company in the manner as set out in Appendix I of the Circular to Shareholders dated 26 January 2006 be and are hereby approved and adopted." **Resolution 6**

#### Ordinary Resolutions:

6. Authority to issue shares pursuant to Section 132D of the Companies Act, 1965  
"THAT subject 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 in any one financial year does not exceed ten per cent (10%) of the issued and paid-up share capital of the Company for the time being AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Resolution 7**
7. Authority to Directors on purchase of the Company's own shares  
"THAT subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, and the requirements of Bursa Malaysia Securities Berhad ("BMSB") and any other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorised to:
  - (i) Purchase shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, provided that the aggregate number of shares bought pursuant to this Resolution does not exceed ten per cent (10%) of the issued and paid-up share capital of the Company for the time being and the total funds allocated shall not exceed the total retained earnings and share premium of the Company (re: page 3 item 6 of the Circular) which would otherwise be available for dividends AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or upon the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever occurs first);
  - (ii) Retain the shares so purchased as treasury shares or cancel them or both, with an appropriate announcement to be made to BMSB in respect of the intention of the Directors whether to retain the shares so purchased as treasury shares or cancel them or both together with the rationale of the decision so made;
  - (iii) Deal with the shares purchased in the manner prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of BMSB and any other relevant authorities for the time being in force; and
  - (iv) Take all such steps as are necessary or expedient to implement or to effect the purchase of the shares."**Resolution 8**
8. To transact any other business which may properly be transacted at an Annual General Meeting, of which due notice shall have been given.

By Order of the Board

VALERIE CHEAH CHUI MEI (LS 04944)  
WONG LAY SEE (MAICSA 7018684)  
Company Secretaries

Kuala Lumpur  
26 January 2006

#### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one (1) proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the registered office of the Company situated at 11<sup>th</sup> Floor, Wisma Bumi Raya, No. 10, Jalan Raja Laut, 50350 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for the meeting.
3. In the case of a corporate member, the instrument appointing a proxy must be executed under its common seal or under the hand of its attorney.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

##### 1. Resolution 6 – Proposed Amendments to the Articles of Association of the Company

The Proposed Amendments to the Articles of Association of the Company are to comply with Chapter 7 of the Listing Requirements of BMSB which requires all directors, including the managing director, to retire from office at least once in each 3 years.

For further information, please refer to the Circular to Shareholders dated 26 January 2006 which is despatched together with the Company's 2005 Annual Report.

##### 2. Resolution 7 – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The effect of the resolution under item 6 of the agenda, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding in total ten per cent (10%) of the issued and paid-up share capital of the Company for the time being, for such purposes as they 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.

##### 3. Resolution 8 – Authority to Directors on purchase of the Company's own shares

This resolution will empower the Directors of the Company to purchase the Company's shares up to ten per cent (10%) of the issued and paid-up share capital of the Company ("Proposed Share Buy Back") by utilising the funds allocated which shall not exceed the total retained earnings and share premium 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.

For further information, please refer to the Circular to Shareholders dated 26 January 2006 which is despatched together with the Company's 2005 Annual Report.