



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Hume Industries (Malaysia) Berhad (the “Company”) will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 19 October 2004 immediately upon the conclusion of the 45th Annual General Meeting of the Company to be held at 11.00 a.m. on the same day, for the purpose of considering and, if thought fit, passing with or without modifications, the following motions:-

ORDINARY RESOLUTION 1

- PROPOSED RENEWAL OF THE AUTHORITY FOR THE PURCHASE OF OWN SHARES BY THE COMPANY

“THAT subject to the Companies Act, 1965 (the “Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Memorandum and Articles of Association and the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM1.00 each in the Company’s issued and paid-up share capital on Bursa Securities subject further to the following:-

- a) the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to ten per centum (10%) of the issued and paid-up share capital of the Company (“Shares”) for the time being;
- b) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the retained profits and/or the share premium account of the Company. As of 30 June 2004, the audited retained profits and share premium of the Company were RM284.9 million and RM32.2 million respectively; and
- c) the authority conferred by the resolution as set out in paragraphs a) and b) above will commence immediately upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting (“AGM”) of the Company, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first and, in any event, in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authority;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares;

AND the Directors of the Company be and are hereby authorised to deal with any Shares so purchased and any existing treasury shares (“the Said Shares”) in the following manner:-

- (i) cancel the Said Shares;
- (ii) retain the Said Shares as treasury shares;
- (iii) retain part of the Said Shares as treasury shares and cancel the remainder;
- (iv) distribute all or part of the Said Shares as dividends to shareholders, and/or resell on Bursa Securities and/or cancel all or part of them,

or in any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements of Bursa Securities and any other relevant authority for the time being in force AND THAT the authority to deal with the Said Shares shall continue to be valid until all the Said Shares have been dealt with by the Directors of the Company.”

ORDINARY RESOLUTION 2

- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HONG LEONG COMPANY (MALAYSIA) BERHAD ("HLCM") GROUP

“**THAT** approval be and is hereby given for the Company and/or its subsidiaries (excluding Narra Industries Berhad and its subsidiary) to enter into recurrent related party transactions of a revenue or trading nature with HLCM Group as specified in Section 2.3(A), Part B of the Circular to Shareholders dated 27 September 2004 (“Hong Leong Group”) provided that:

- a) such transactions are undertaken in the ordinary course of business, on arm’s length basis, on commercial terms which are not more favourable to Hong Leong Group than those generally available to/from the public and are not detrimental to the minority shareholders; and
- b) that such approval shall continue to be in force until:-
 - (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this Extraordinary General Meeting at which such Proposed Shareholders’ Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.”

ORDINARY RESOLUTION 3

- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH MR CHUAH CHUAN THYE, YBHG TAN SRI QUEK LENG CHAN, MR KWEK LENG SAN, MR QUEK LENG CHYE AND HONG BEE HARDWARE COMPANY, SDN BERHAD

“**THAT** approval be and is hereby given for the Company and/or its subsidiaries (excluding Narra Industries Berhad and its subsidiary) to enter into recurrent related party transactions of a revenue or trading nature with Mr Chuah Chuan Thye, YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng San, Mr Quek Leng Chye and Hong Bee Hardware Company, Sdn Berhad as specified in Section 2.3(B), Part B of the Circular to Shareholders dated 27 September 2004 provided that:

- a) such transactions are undertaken in the ordinary course of business, on arm’s length basis, on commercial terms which are not more favourable to Mr Chuah Chuan Thye, YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng San, Mr Quek Leng Chye and Hong Bee Hardware Company, Sdn Berhad than those generally available to/from the public and are not detrimental to the minority shareholders; and

- b) that such approval shall continue to be in force until:-
- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this Extraordinary General Meeting at which such Proposed Shareholders’ Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.”

ORDINARY RESOLUTION 4

- PROPOSED SHAREHOLDERS’ MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH YBHG TAN SRI DATO’ ZAKI BIN TUN AZMI AND BIB INSURANCE BROKERS SDN BHD

“**THAT** approval be and is hereby given for the Company and/or its subsidiaries (excluding Narra Industries Berhad and its subsidiary) to enter into recurrent related party transactions of a revenue or trading nature with YBhg Tan Sri Dato’ Zaki bin Tun Azmi and BIB Insurance Brokers Sdn Bhd as specified in Section 2.3(B), Part B of the Circular to Shareholders dated 27 September 2004 provided that:

- a) such transactions are undertaken in the ordinary course of business, on arm’s length basis, on commercial terms which are not more favourable to YBhg Tan Sri Dato’ Zaki bin Tun Azmi and BIB Insurance Brokers Sdn Bhd than those generally available to/from the public and are not detrimental to the minority shareholders; and
- b) that such approval shall continue to be in force until:-
 - (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this Extraordinary General Meeting at which such Proposed Shareholders’ Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.”

ORDINARY RESOLUTION 5

- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH YM RAJA ZAINAL ABIDIN BIN RAJA HAJI TACHIK, RZA FORWARDING SDN BHD AND RZA WAREHOUSING SDN BHD

“**THAT** approval be and is hereby given for the Company and/or its subsidiaries (excluding Narra Industries Berhad and its subsidiary) to enter into recurrent related party transactions of a revenue or trading nature with YM Raja Zainal Abidin bin Raja Haji Tachik, RZA Forwarding Sdn Bhd and RZA Warehousing Sdn Bhd as specified in Section 2.3(B), Part B of the Circular to Shareholders dated 27 September 2004 provided that:

- a) such transactions are undertaken in the ordinary course of business, on arm's length basis, on commercial terms which are not more favourable to YM Raja Zainal Abidin bin Raja Haji Tachik, RZA Forwarding Sdn Bhd and RZA Warehousing Sdn Bhd than those generally available to/from the public and are not detrimental to the minority shareholders; and
- b) that such approval shall continue to be in force until:-
 - (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this Extraordinary General Meeting at which such Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.”

ORDINARY RESOLUTION 6

- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH YBHG TAN SRI DATO' IR TALHA BIN HJ MOHD HASHIM AND GAMUDA BERHAD AND ITS SUBSIDIARIES

“**THAT** approval be and is hereby given for the Company and/or its subsidiaries (excluding Narra Industries Berhad and its subsidiary) to enter into recurrent related party transactions of a revenue or trading nature with YBhg Tan Sri Dato' Ir Talha bin Hj Mohd Hashim and Gamuda Berhad and its subsidiaries (“Gamuda Berhad Group”) as specified in Section 2.3(B), Part B of the Circular to Shareholders dated 27 September 2004 provided that:

- a) such transactions are undertaken in the ordinary course of business, on arm's length basis, on commercial terms which are not more favourable to YBhg Tan Sri Dato' Ir Talha bin Hj Mohd Hashim and Gamuda Berhad Group than those generally available to/from the public and are not detrimental to the minority shareholders; and

b) that such approval shall continue to be in force until:-

- (iv) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this Extraordinary General Meeting at which such Proposed Shareholders’ Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (v) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (vi) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.”

By Order of the Board

JOANNE LEONG WEI YIN
Secretary

Kuala Lumpur
27 September 2004

Notes:

1. *A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member who is an authorised nominee may appoint not more than two proxies in respect of each securities account it holds.*
2. *The Form of Proxy must be deposited at the Registered Office of the Company at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date of the meeting or adjourned meeting.*