

General Announcement

Reference No **CU-060303-35305**

Company Name : **MENTIGA CORPORATION BERHAD**

Stock Name : **MENTIGA**

Date Announced : **03-03-2006**

Type : **Announcement**

Subject : **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Contents :

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Mentiga Corporation Berhad ("Mentiga" or "Company") will be held at Ballroom A, Level 2, Pan Pacific Hotel Kuala Lumpur, Jalan Putra, 50746 Kuala Lumpur, Malaysia on Tuesday, 28 March 2006 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF MENTIGA

"**THAT**, subject to the passing of Ordinary Resolution 1, approval be and is hereby given for the alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Section 2.7 of the Circular to shareholders dated 6 March 2006;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the aforesaid Proposed Amendments to the Articles of Association of Mentiga with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Articles of Association of Mentiga".

ORDINARY RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF MENTIGA

"**THAT**, subject to the passing of Special Resolution 1 and Ordinary Resolution 5, approval be and is hereby given for the alterations, modifications, variations and additions to the Memorandum of Association of the Company as set out in Section 2.7 of the Circular to shareholders dated 6 March 2006;

AND THAT the Directors of the Company be and are hereby

authorised to give effect to the Proposed Amendments to the Memorandum of Association of Mentiga with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Memorandum of Association of Mentiga".

ORDINARY RESOLUTION 2

PROPOSED DEBT SETTLEMENT VIA THE ISSUE OF NEW ORDINARY SHARES OF RM1.00 EACH IN MENTIGA AS SETTLEMENT OF AN AMOUNT OWING BY MENTIGA TO ITS SHAREHOLDER, AMANAH SAHAM PAHANG BERHAD ("ASPA") ("PROPOSED DEBT SETTLEMENT")

"**THAT**, subject to the passing of Special Resolution 1 and Ordinary Resolutions 1, 3, 4 and 5, and the approvals of the relevant authorities, including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the 12,500,000 new ordinary shares of RM1.00 each in Mentiga ("Mentiga Shares") to be issued hereunder being obtained, the Directors of the Company be and are hereby authorised to allot and issue to ASPA 12,500,000 new Mentiga Shares at an issue price of RM1.00 per Mentiga Share as settlement of an amount of RM12,500,000 owing by the Company to ASPA;

AND THAT the new Mentiga Shares to be issued pursuant to the Proposed Debt Settlement shall, upon allotment and issue, rank pari passu in all respects with the then existing issued and fully paid-up Mentiga Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date for which is prior to the date of allotment of the new Mentiga Shares. For the purpose hereof, entitlement date means the date as at the close of business on which shareholders of the Company must be registered in the Record of Depositors in order to participate in any dividends, rights, allotments and/or other distributions;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to give effect to the aforesaid Proposed Debt Settlement with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Debt Settlement."

ORDINARY RESOLUTION 3

PROPOSED RESTRICTED ISSUE OF REDEEMABLE CONVERTIBLE PREFERENCE

SHARES OF RM1.00 EACH IN MENTIGA TO ASPA ("PROPOSED RESTRICTED ISSUE")

"**THAT**, subject to the passing of Special Resolution 1 and Ordinary Resolutions 1, 2, 4 and 5, and the approvals of the relevant authorities, including but not limited to the approval-in-principle of Bursa Securities for the listing of and quotation for the 20,000,000 new Mentiga Shares to be issued upon the conversion of the Redeemable Convertible Preference Shares of RM1.00 each in Mentiga ("RCPS") being obtained, the Directors of the Company be and are hereby authorised to allot and issue to ASPA 20,000,000 new RCPS at an issue price of RM1.00 per RCPS, in registered form;

AND THAT the new Mentiga Shares to be issued upon the conversion of the RCPS shall, upon allotment and issue, rank pari passu in all respects with the then existing issued and fully paid-up Mentiga Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date for which is prior to the date of conversion of the RCPS. For the purpose hereof, entitlement date means the date as at the close of business on which shareholders of the Company must be registered in the Record of Depositors in order to participate in any dividends, rights, allotments and/or other distributions;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to give effect to the aforesaid Proposed Restricted Issue with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Restricted Issue."

ORDINARY RESOLUTION 4

PROPOSED DISPOSAL BY SELAT BERSATU SDN BHD, A 56%-OWNED SUBSIDIARY OF MENTIGA, OF 18,900 ORDINARY SHARES OF INDONESIAN RUPIAH 1,000,000 EACH IN PT REBINMAS JAYA ("PTRJ") REPRESENTING ITS ENTIRE 90% EQUITY INTEREST IN PTRJ TO DELLOYD PLANTATION SDN BHD AND TAIPAN HECTARES SDN BHD, FOR A CASH CONSIDERATION OF RM61,200,000 ("PROPOSED DISPOSAL")

"**THAT**, subject to the passing of Ordinary Resolutions 2 and 3 and the approval of all relevant authorities, including but not limited to, the approval of the Securities Commission for the Proposed Disposal, approval be and is hereby given for Selat Bersatu Sdn Bhd, a 56%-owned subsidiary of the Company, to dispose of 18,900 ordinary shares of Indonesian Rupiah 1,000,000 each in PTRJ, representing 90% equity interest in PTRJ to Delloyd Plantation Sdn Bhd and Taipan Hectares Sdn Bhd, for a total cash consideration of RM61,200,000;

AND THAT, the Directors of the Company be and are hereby

authorised to give effect to the aforesaid Proposed Disposal with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Disposal."

ORDINARY RESOLUTION 5

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF MENTIGA

"**THAT**, subject to the passing of Special Resolution 1 and Ordinary Resolution 1, approval be and is hereby given for the authorised share capital of the Company to be increased from RM60,000,000 comprising 60,000,000 Mentiga Shares to RM200,000,000 comprising 150,000,000 Mentiga Shares and 50,000,000 preference shares of RM1.00 each by the creation of an additional 90,000,000 Mentiga Shares and 50,000,000 preference shares of RM1.00 each;

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the said increase in the authorised share capital of the Company."

ORDINARY RESOLUTION 6

PROPOSED EMPLOYEE SHARE OPTION SCHEME FOR ELIGIBLE EMPLOYEES AND DIRECTORS OF MENTIGA AND ITS SUBSIDIARIES

"**THAT**, subject to the passing of Special Resolution 1 and the approval of all relevant authorities, including but not limited to, the approval-in-principle of Bursa Securities for the listing of and quotation for the new Mentiga Shares to be issued hereunder, the Directors of the Company be and are hereby authorised to:

- (i) establish and administer an Employee Share Option Scheme for the benefit of eligible employees and Directors ("Eligible Persons") under which options will be granted to such Eligible Persons to subscribe for new Mentiga Shares ("Options") in accordance with the By-laws set out in Appendix III of the Circular to Shareholders dated 6 March 2006 ("Scheme");
- (ii) modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the By-laws of the Scheme relating to the modification and/or amendment and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
- (iii) allot and issue from time to time such number of new

Mentiga Shares as may be required to be issued pursuant to the exercise of the Options under the Scheme provided that the aggregate number of new Mentiga Shares to be allotted and issued shall not exceed fifteen per centum (15%) of the total issued and paid-up ordinary share capital of the Company at the time of offering the Options in accordance with the By-laws of the Scheme;

AND THAT the new Mentiga Shares to be issued upon any exercise of the Option shall, upon allotment and issue, rank pari passu in all respects with the then existing issued and fully paid-up Mentiga Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, if the date of allotment of the new Mentiga Shares falls after the entitlement date. For the purpose hereof, entitlement date means the date as at the close of business on which shareholders of the Company must be registered in the Record of Depositors in order to participate in any dividends, rights, allotments and/or other distributions;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to give effect to the aforesaid Scheme with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Scheme."

ORDINARY RESOLUTION 7

PROPOSED ISSUE OF OPTIONS TO YAB DATO' SRI HAJI ADNAN BIN HAJI YAAKOB

"**THAT**, subject to the passing of Ordinary Resolution 6 and the approvals of all relevant authorities, including but not limited to, the approval-in-principle of Bursa Securities for the listing of and quotation for the new Mentiga Shares to be issued pursuant to the exercise of the Options, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer and to grant to YAB Dato' Sri Haji Adnan bin Haji Yaakob, the Chairman of the Company, Options to subscribe for up to 1,008,000 new Mentiga Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the By-laws governing and constituting the Scheme."

ORDINARY RESOLUTION 8

PROPOSED ISSUE OF OPTIONS TO MUHAMMAD NASIR BIN PUTEH

"**THAT**, subject to the passing of Ordinary Resolution 6 and the approvals of all relevant authorities, including but not limited

to, the approval-in-principle of Bursa Securities for the listing of and quotation for the new Mentiga Shares to be issued pursuant to the exercise of the Options, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer and to grant to Muhammad Nasir bin Puteh, the Managing Director of the Company, Options to subscribe for up to 1,092,000 new Mentiga Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the By-laws governing and constituting the Scheme."

ORDINARY RESOLUTION 9

PROPOSED ISSUE OF OPTIONS TO DATO' HAJI MOHD ALI HANAFIAH BIN SH RUJI

"**THAT**, subject to the passing of Ordinary Resolution 6 and the approvals of all relevant authorities, including but not limited to, the approval-in-principle of Bursa Securities for the listing of and quotation for the new Mentiga Shares to be issued pursuant to the exercise of the Options, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer and to grant to Dato' Haji Mohd Ali Hanafiah bin Sh Ruji, a Director of the Company, Options to subscribe for up to 567,000 new Mentiga Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the By-laws governing and constituting the Scheme."

ORDINARY RESOLUTION 10

PROPOSED ISSUE OF OPTIONS TO DATO' MOHD GHAZALI BIN MOHD KHALID

"**THAT**, subject to the passing of Ordinary Resolution 6 and the approvals of all relevant authorities, including but not limited to, the approval-in-principle of Bursa Securities for the listing of and quotation for the new Mentiga Shares to be issued pursuant to the exercise of the Options, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer and to grant to Dato' Mohd Ghazali bin Mohd Khalid, a Director of the Company, Options to subscribe for up to 168,000 new Mentiga Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the By-laws governing and constituting the Scheme."

ORDINARY RESOLUTION 11

PROPOSED ISSUE OF OPTIONS TO YUSOF ALI BIN HAJI M. ZAIN

"**THAT**, subject to the passing of Ordinary Resolution 6 and the approvals of all relevant authorities, including but not limited to, the approval-in-principle of Bursa Securities for the listing of and quotation for the new Mentiga Shares to be issued

pursuant to the exercise of the Options, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer and to grant to Yusof Ali bin Haji M. Zain, a Director of the Company, Options to subscribe for up to 210,000 new Mentiga Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the By-laws governing and constituting the Scheme."

ORDINARY RESOLUTION 12

PROPOSED ISSUE OF OPTIONS TO BAHUDIN BIN MANSOR

"**THAT**, subject to the passing of Ordinary Resolution 6 and the approvals of all relevant authorities, including but not limited to, the approval-in-principle of Bursa Securities for the listing of and quotation for the new Mentiga Shares to be issued pursuant to the exercise of the Options, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer and to grant to Bahudin bin Mansor, a Director of the Company, Options to subscribe for up to 756,000 new Mentiga Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the By-laws governing and constituting the Scheme."

ORDINARY RESOLUTION 13

PROPOSED ISSUE OF OPTIONS TO HAZLI BIN IBRAHIM

"**THAT**, subject to the passing of Ordinary Resolution 6 and the approvals of all relevant authorities, including but not limited to, the approval-in-principle of Bursa Securities for the listing of and quotation for the new Mentiga Shares to be issued pursuant to the exercise of the Options, the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer and to grant to Hazli bin Ibrahim, a Director of the Company, Options to subscribe for up to 399,000 new Mentiga Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the By-laws governing and constituting the Scheme."

By Order of the Board

Yeap Kok Leong
Secretary

Kuala Lumpur
6 March 2006

Notes:

1. Every member is entitled to appoint a proxy or in the case of

a corporation, to appoint a representative to attend and vote in his place. A proxy need not be a member of our Company.

2. The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised.

3. If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.

4. If no name is inserted in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.

5. The Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at our Registered Office at 20th Floor, East Wing, Plaza Permata, Jalan Kampar, Off Jalan Tun Razak, 50400 Kuala Lumpur, not less than 48 hours before the time of holding the Meeting (or its adjournment).