



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth (10th) Annual General Meeting of TT Resources Bhd will be held at Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 20 June 2005 at 10.30 a.m. for the following purposes:-

AGENDA

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2004 and the Reports of the Directors and Auditors thereon. **Resolution 1**

2. To re-elect the following Directors retiring pursuant to Article 82 of the Company's Articles of Association:-

(a) Datuk Lee Teck Yuen **Resolution 2**

(b) Datuk Zainuddin bin Muhammad **Resolution 3**

3. To approve the payment of Directors' fees amounting to RM48,000.00 for the year ended 31 December 2004. (2003 - RM36,000.00) **Resolution 4**

4. To re-appoint Messrs. BDO Binder as Auditors and to authorise the Directors to fix their remuneration. **Resolution 5**

5. Special Businesses:-

To consider and, if thought fit, pass the following resolutions, with or without modifications:-

- (i) **Ordinary Resolution - Authority under Section 132D of the Companies Act, 1965 for the Directors to issue Shares**

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental and regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 6

- (ii) **Special Resolution – Proposed Amendment to the Articles of Association**

"THAT, the following addition to the Articles of Association of the Company be and is hereby approved AND THAT the Directors of the Company be and are hereby authorised to give effect to the said addition to the Articles of Association:- To insert the following new Article 121A immediately after the existing Article 121.

Article 121A – Circular Resolutions of committee meetings

A resolution in writing signed or approved by letter, telex, facsimile, telegram or other written electronic communications by a majority of the members of a Committee, and who are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the committee duly called and constituted; provided that where a member is not so present but has an alternate who is so present, then such resolutions shall be signed by such alternate. All such resolutions shall be described as "Committee Circular Resolutions" and may consist of several documents in the like form each signed by one or more of the members and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book following the receipt thereof by him."

Resolution 7

- (iii) **Ordinary Resolutions – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT the Company and its subsidiaries ("TTRB Group") be and is hereby authorised pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad, to enter into recurrent transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 19 May 2005 ("Circular to Shareholders") with the related parties mentioned therein which are necessary for the TTRB Group's day-to-day operations, as follows:-

(a) in respect of transactions nos. 2, 5, 6, 10, 11, 12, 16, 17, 18 and 19 as set out in Section 2.4 of the Circular to Shareholders ("Proposed Recurrent Related Party Transactions Mandate 1") **Resolution 8**

(b) in respect of transactions nos. 1, 7, 9 and 22 as set out in Section 2.4 of the Circular to Shareholders ("Proposed Recurrent Related Party Transactions Mandate 2") **Resolution 9**

(c) in respect of transactions nos. 3 and 13 as set out in Section 2.4 of the Circular to Shareholders ("Proposed Recurrent Related Party Transactions Mandate 3") **Resolution 10**

(d) in respect of transaction no. 14 as set out in Section 2.4 of the Circular to Shareholders ("Proposed Recurrent Related Party Transaction Mandate 4") **Resolution 11**

(e) in respect of transaction no. 4 as set out in Section 2.4 of the Circular to Shareholders ("Proposed Recurrent Related Party Transaction Mandate 5") **Resolution 12**

(f) in respect of transaction no. 15 as set out in Section 2.4 of the Circular to Shareholders ("Proposed Recurrent Related Party Transaction Mandate 6") **Resolution 13**

(g) in respect of transaction no. 8 as set out in Section 2.4 of the Circular to Shareholders ("Proposed Recurrent Related Party Transaction Mandate 7") **Resolution 14**

(h) in respect of transactions nos. 20 and 21 as set out in Section 2.4 of the Circular to Shareholders ("Proposed Recurrent Related Party Transactions Mandate 8") **Resolution 15**

THAT the TTRB Group is hereby authorised to enter into the recurrent transactions with the related parties mentioned above provided that:-

(a) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders of the Company; and

(b) disclosure of the aggregate value of the transactions conducted during a financial year will be disclosed in the Annual Report for the said financial year.

THAT the authority conferred by such mandate shall continue to be in force until: -

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposed Recurrent Related Party Transactions Mandate 1 to 8 are approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;

(b) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or

(c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Recurrent Related Party Transactions Mandate 1 to 8."

6. To transact any other business of which due notice shall have been received.

By Order of the Board

TT RESOURCES BHD

LOW NYOKE FUN (MAICSA No. 7005037)

Secretary

Petaling Jaya

27 May 2005

NOTES:

(A) Appointment of Proxy

(i) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (subject always to a maximum of two (2) proxies) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.

(ii) To be valid, the instrument appointing a proxy or proxies, under the hand of the appointer or his attorney duly authorised in writing, must be deposited at the Company's Registered Office at Lot 302, 3rd Floor, Wisma Djaya, No. 1A, Jalan SS20/1, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.

(iii) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may 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.

(iv) If the appointer is a corporation, the instrument appointing a proxy must be executed under its seal or under the hand of its attorney.

(B) Special Businesses

1. **Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

The Ordinary Resolution No. 6, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot ordinary shares from the unissued capital of the Company up to an amount not exceeding in total 10% of the issued share capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting.

2. **Proposed Amendment to the Articles of Association**

Special Resolution No. 7, if passed, will allow the passing of resolutions of Committees of Directors by way of circular resolutions in writing.

3. **Mandate**

For further information on Ordinary Nos. 8 to 15, please refer to the Circular to Shareholders dated 19 May 2005 accompanying the Company's Annual Report for the year ended 31 December 2004.