

NOTES

1. Appointment Of Proxy

- (a) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company and the provisions of Section 149 (1) of the Act, 1965 shall not apply.
- (b) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- (c) In the case of a corporate body, the proxy appointed must be in accordance with the Memorandum and Articles of Association, and the instrument appointing a proxy shall be given under the Common Seal of the Company or under the hand of an officer or attorney duly authorized.
- (d) The Form of Proxy must be deposited at the Registered Office at 15th Floor, Menara Summit, Persiaran Kewajipan USJ 1, 47600 UEP Subang Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for the meeting or any adjournment thereof.

2. Explanatory Notes To Special Business :

- 2.1 Authority to allot and issue shares in general pursuant to Section 132D of the Company Act, 1965

The proposed Resolution 7, if passed, will give the Directors authority to allot and issue new ordinary shares up to an amount not exceeding 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority will commence from the date of this Annual General Meeting and unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

- 2.2 Authority to allot and issue shares pursuant to the Employees' Share Option Scheme ("ESOS")

On 22 July 2003, the Shareholders of the Company had approved the ESOS. According to Section 132D of the Companies Act, 1965, the approval given by the Shareholders to the Directors of the Company to allot and issue shares pursuant to the ESOS expires at the forthcoming Annual General Meeting. As such, the Directors seek the Shareholders' approval to allot and issue shares for the ESOS.

- 2.3 Proposed Amendments to the Articles of Association of the Company

Proposed Amendments to the Articles of Association of the Company will bring the Articles of Association of the Company in line with the amendments to the Listing Requirements of Bursa Malaysia Securities Berhad.

Statement Accompanying Notice of Annual General Meeting

Statement accompanying notice of 4th Annual General Meeting

(pursuant to paragraph 8.28(2) of
the Listing Requirements of the
Bursa Malaysia Securities Berhad)

Names of Directors who are standing for re-appointment

The Directors who are standing for
re-appointment at the Fourth
Annual General Meeting are as
follows :-

- a) Jaggit Singh a/I Tara Singh
- b) Dato' Dr Freezailah
bin Che Yeom

The profiles of the above Directors
are set out in the Section entitled
"Profile of Directors" on page 13 &
14. Their shareholdings in the
Company and subsidiary
companies are set out in the
Section entitled "Directors'
Report" on page 42.