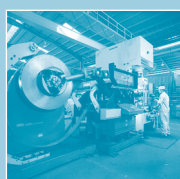


# Contents

Notice of Annual General Meeting	2
Statement Accompanying Notice of Annual General Meeting	6
Corporate Information	7
Board of Directors	8
Group Structure	11
5 Years' Group Financial Highlight	12
Chairman's Statement	14
Corporate Governance Statement	16
Statement Of Directors' Responsibility For Preparing The Financial Statements	21
Other Information	22
Audit Committee Report	23
Statement On Internal Control	26
Financial Statements	27
Recurrent Related Party Transactions	75
Properties Owned	77
Statistical Report	79
Form of Proxy	



# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Ninth Annual General Meeting of the Company will be held at Sheraton Subang Hotel & Towers, Selangor 3 Ballroom, Jalan SS12/1, 47500 Subang Jaya on Thursday, 16 June 2005 at 10.00 a.m. to transact the following business:-

## ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2004 and the Reports of the Directors and Auditors thereon. **RESOLUTION 1**
2. To declare a final dividend of 6% less income tax of 28% and a special dividend of 4% less income tax of 28% for the financial year ended 31 December 2004. **RESOLUTION 2**
3. To approve the payment of Directors' fees amounting to RM287,000.00 for the financial year ended 31 December 2004. **RESOLUTION 3**
4. To re-elect the following Directors, who shall retire pursuant to Article 101 of the Company's Articles of Association:-
  - a) Mr Lim Sin Seong; and **RESOLUTION 4**
  - b) Dato' Lim Hong Thye. **RESOLUTION 5**
5. To re-elect Tan Sri Datuk A. Razak bin Ramli who shall retire pursuant to Article 108 of the Company's Articles of Association. **RESOLUTION 6**
6. To consider and, if thought fit, pass the following resolution, with or without modifications, as an Ordinary Resolution of the Company:-

"**THAT**, pursuant to Section 129(6) of the Companies Act, 1965, Dato' Ong Kim Hoay be re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting."

**RESOLUTION 7**
7. To re-appoint Messrs Ong Boon Bah & Co. as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. **RESOLUTION 8**

## AS SPECIAL BUSINESS

8. To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:-

### AUTHORITY TO ALLOT SHARES

"**THAT** subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental and/or 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 in any one financial year does not exceed 10% of the total issued share capital of the Company for the time being and **THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and **THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

**RESOLUTION 9**

## **PROPOSED RENEWAL OF AUTHORISATION TO ENABLE THE COMPANY TO PURCHASE UP TO 10% OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 67A OF THE COMPANIES ACT, 1965**

**'THAT**, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of shares purchased does not exceed 10 per cent of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) an amount not exceeding the Company's audited retained profits of RM145,357,222.00 and/or the share premium account of RM34,423,559.00 for the financial year ended 31 December 2004 be allocated by the Company for the purchase of own shares; and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends.

**AND THAT** the authority conferred by this resolution will commence immediately and will, subject to renewal thereof, expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution (unless earlier revoked or varied by an Ordinary Resolution of the shareholders of the Company in a general meeting) but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities;

**AND THAT** authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares or to resell the shares or distribute the shares as dividends) in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and the requirements and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities."

**RESOLUTION 10**

# Notice of Annual General Meeting (cont'd)

## **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"**THAT** approval be and is hereby given for the renewal of shareholders' mandate for the Company and/or its subsidiary companies to enter into the categories of recurrent transactions of a revenue or trading nature with the following Related Parties as specified in Section 2.4 of the Circular to Shareholders dated 25 May 2005 ("Circular"):-

(i)	LIM Group	<b>RESOLUTION 11</b>
(ii)	MISI Group	<b>RESOLUTION 12</b>
(iii)	Sanritsu Group	<b>RESOLUTION 13</b>
(iv)	CHH Group	<b>RESOLUTION 14</b>
(v)	SHH Group	<b>RESOLUTION 15</b>
(vi)	Toyko Boeki Ltd	<b>RESOLUTION 16</b>
(vii)	MESB Group	<b>RESOLUTION 17</b>
(viii)	MYS Group	<b>RESOLUTION 18</b>

**AND THAT** a mandate be and is hereby granted for the Company and/or its subsidiary companies to enter into additional recurrent related party transactions of a revenue or trading nature with the following Related Parties as set out in Section 2.5 of Part B of the Circular:-

(i)	MYS Group	<b>RESOLUTION 19</b>
(ii)	LIM Group	<b>RESOLUTION 20</b>

**PROVIDED ALWAYS** that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out on an arm's length basis, in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders

**AND THAT** the shareholders' mandate, unless revoked or varied by the Company in a general meeting, shall take effect from the date of the passing of this Ordinary Resolution and will continue in force until:-

- (a) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless authority is renewed by a resolution passed at the next Annual General Meeting;
- (b) the expiration of the period within which the next Annual General Meeting is 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
- (c) revoked or varied by resolution passed by shareholders in a general meeting before the next Annual General Meeting,

whichever is earlier.

**AND FURTHER THAT** the Directors of the Company be authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Mandate."

9. To transact any other business of which due notice shall have been given.

# Notice of Annual General Meeting (cont'd)

## NOTICE OF DIVIDEND ENTITLEMENT & PAYMENT

**NOTICE IS HEREBY GIVEN THAT** a final dividend of 6% less income tax of 28% and a special dividend of 4% less income tax of 28% in respect of the financial year ended 31 December 2004, if so approved at the Ninth Annual General Meeting, will be paid on 30 June 2005 to Depositors registered in the Record of Depositors at the close of business on 23 June 2005.

A Depositor shall qualify for entitlement only in respect of:-

- a) Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 23 June 2005 in respect of ordinary transfers;
- b) Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

**LEONG OI WAH** (MAICSA 7023802)  
**WONG SU YEN CAROLINE** (MAICSA 7018752)  
Company Secretaries

25 May 2005

## NOTES:-

- 1) A Member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him. A Member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 2) A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965, shall not apply to the Company.
- 3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- 4) The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Wisma Ann Joo, Lot 19391, Bt 8½ Jalan Klang Lama, 46000 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
5. Explanatory Notes on Special Business:-
  - a) Ordinary Resolution 9  
The proposed resolution in relation to authority to allot shares pursuant to Section 132D of the Companies Act, 1965, if passed, will empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the total issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting of the Company.
  - b) Ordinary Resolution 10 to Ordinary Resolution 20  
Please refer to the Circular to Shareholders dated 25 May 2005 for further information.

# Statement Accompanying Notice of Annual General Meeting

## 1. Directors standing for re-election at the Ninth Annual General Meeting of the Company

Lim Sin Seong	- Retiring pursuant to Article 101 of the Company's Articles of Association
Dato' Lim Hong Thye	- Retiring pursuant to Article 101 of the Company's Articles of Association
Tan Sri Datuk A. Razak bin Ramli	- Retiring pursuant to Article 108 of the Company's Articles of Association
Dato' Ong Kim Hoay	- Retiring pursuant to Section 129 of the Companies Act, 1965

## 2. Details of Directors standing for re-election

Further details of Directors standing for re-election are set out on pages 8 to 10 of this Annual Report. The securities holdings of these Directors are to be found on page 82.

## 3. Details of attendance at Board Meetings

There were four Board of Directors' Meeting held during the financial year ended 31 December 2004. Details of attendance of the Directors are set out in the Profile of Directors appearing on pages 8 to 10 of this Annual Report.

## 4. Place, date & time of the Ninth Annual General Meeting

The Ninth Annual General Meeting of the Company will be held at Sheraton Subang Hotel & Towers, Selangor 3 Ballroom, Jalan SS12/1, 47500 Subang Jaya on Thursday, 16 June 2005 at 10.00 a.m..

## BOARD OF DIRECTORS

**Lim Seng Qwee**  
*Executive Chairman*

**Dato' Lim Kiam Lam**  
*Group Managing Director*

**Lim Sin Seong**  
*Executive Director*

**Lim Kien Lip**  
*Executive Director*

**Dato' Lim Hong Thye**  
*Executive Director*

**Dato' Ong Kim Hoay**  
*Independent Non-Executive Director*

**Mohd Alkaf bin Mohd Kahar**  
*Independent Non-Executive Director*

**Tan Sri Datuk A. Razak bin Ramli**  
*Independent Non-Executive Director*

## AUDIT COMMITTEE

**Dato' Ong Kim Hoay** (Chairman)  
*Independent Non-Executive Director*

**Mohd Alkaf bin Mohd Kahar**  
*Independent Non-Executive Director*

**Tan Sri Datuk A. Razak bin Ramli**  
*Independent Non-Executive Director*

**Dato' Lim Kiam Lam**  
*Group Managing Director*

## COMPANY SECRETARIES

Leong Oi Wah  
(MAICSA 7023802)

Wong Su Yen Caroline  
(MAICSA 7018752)

## HEAD OFFICE & REGISTERED OFFICE

Wisma Ann Joo, Lot 19391  
Batu 8½ Jalan Klang Lama  
46000 Petaling Jaya  
Telephone No. : 03-7877 0028  
Fax No.: 03-7875 9354

## PRINCIPAL BANKERS

Bumiputra-Commerce Bank Berhad  
Alliance Bank Malaysia Berhad  
RHB Bank Berhad  
Southern Bank Berhad

## AUDITORS

Ong Boon Bah & Co.

## SHARE REGISTRAR

Symphony Share Registrars Sdn Bhd  
(formerly known as Malaysian Share  
Registration Services Sdn Bhd)

Level 26 Menara Multi-Purpose  
Capital Square  
No. 8 Jalan Munshi Abdullah  
50100 Kuala Lumpur

Telephone No.: 03-2721 2222  
Fax No.: 03-2721 2530/31

## STOCK EXCHANGE LISTING

Main Board of the Bursa Malaysia  
Securities Berhad