

LIST OF PROPERTIES

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+ Registered # Beneficial owner	Location	Land/ Built up area	Description/proposed development	Date of Acquisition	Tenure	Expiry	Aproximate Age	NBV 31/3/2003 RM'000
Bitradex Sdn Bhd	+ Lot 37230, PM 1267 Pekan Puchong Perdana, District of Petaling, Selangor	31,042.6 sq ft	30 unsold retail lots within Puchong Parade	1/4/2001	99 years Leasehold	15/2/2089	4 years	6,460
Bukit Beruntung Golf & Country Resort Bhd	+ HS(D) 7413 PT No.2331, HS(D) 7414 PT No.2332, HS(D) 7415 PT No.2333, HS(D) 7416 PT No.2334, HS(D) 7506 PT No.2424, HS(D) 7697 PT No.2616, HS(D) 7719 PT No.2638, HS(D) 7720 PT No.2639 HS(D) 8010 PT No.2929, HS(D) 8029 PT No.2948 and HS(D) 7505 PT No.2423, Mukim of Serendah, District of Ulu Selangor, Selangor.	362.66 acres	Bukit Beruntung Golf Club - club house and 36 hole international standard golf course	18/12/1991	Freehold	N/A	6 years	78,286
Bukit Khazanah Sdn Bhd	+ HS(D) 62686 PT 2176 & HS(D) 62736 PT 2224 Mukim of Ampang, District of Ulu Langat, Selangor.	19.22 acres	Development of residential and commercial units - Pandan Lake View	3/7/1992	99 years Leasehold	1/3/2100	N/A	675
		11.55 acres	Pandan Lake Club - Recreation Club	8/8/1992			9 years	14,202
		30.77 acres						
Dirga Niaga (Selangor) Sdn Bhd	+ Lot 19680-17716; 23955-24387 Mukim of Ampang, District of Ulu Langat, Selangor.	130.39 acres	Development of medium to high cost residential and commercial units - Pandan Perdana II	24/1/1990	99 years Leasehold	8/3/2092	N/A	12,731
Dirga Niaga (Selangor) Sdn Bhd	+ 1 Jalan Perdana 6/10A, Pandan Perdana 55300 Kuala Lumpur.	10,671 sq m	Pandan Safari Lagoon Shopping Complex & Water Theme Park	28/8/1997	99 years Leasehold	8/3/2092	6 years	73,821
Europlus Berhad	+ HS(D) 102431 PT 26057 Bandar Johor Bahru, Johor.	7,888 sq ft	Semi-detached workshop 7 Jalan Sri Purnama 2, Kangkar Tebrau, 81100 Johor Bahru.	6/8/1992	Freehold	N/A	13 years	629
Europlus Berhad	+ HS(D) 102432 PT 26058 Bandar Johor Bahru, Johor.	10,591 sq ft	Semi-detached workshop 2 Jalan Sri Purnama 2/3, Kangkar Tebrau, 81100 Johor Bahru	6/8/1992	Freehold	N/A	13 years	689

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Europlus Corporation Sdn Bhd	+ PT 8512 HS(D) 9358, PT 8530 HS(D) 9376, PT 8549 HS(D) 9395, PT 8591 HS(D) 9437, PT 8618 HS(D) 9464, PT 8917 HS(D) 9763, PT 8918 HS(D) 9764, PT 8919 HS(D) 9765, PT 9308 HS(D) 10154, PT 9309 HS(D) 10155, PT 8916 HS(D) 9762, PT 9016 HS(D) 9862, PT 9006 HS(D) 9850, PT 8992 HS(D) 9838, PT 9499 HS(D) 10345, PT 8685 HS(D) 9531, PT 8709 HS(D) 9555, PT 8868 HS(D) 9714, PT 8757 HS(D) 9603, PT 8900 HS(D) 9746, PT 8825 HS(D) 9671, PT 8840 HS(D) 9686, PT 8934 HS(D) 9780, PT 8966 HS(D) 9812, PT 9084 HS(D) 9930, PT 9100 HS(D) 9946, PT 9145 HS(D) 9991, PT 9176 HS(D) 10022, PT 9203 HS(D) 10049, PT 9245 HS(D) 10091, PT 9300 HS(D) 10146, PT 9323 HS(D) 10169, PT 9348 HS(D) 10194, PT 9575 HS(D) 10421, PT 9424 HS(D) 10270, PT 9374 HS(D) 10220, PT 9448 HS(D) 10294, PT 9524 HS(D) 10370, PT 8632 HS(D) 9478 Mukim Of Serendah	29.66 acres	Town ship development Bukit Beruntung	18/12/1991	Freehold	N/A	N/A	
	PT 102 HS(D) 17588, PT 149 HS(D) 17635, PT 477 HS(D) 17963, PT 479 HS(D) 17965, PT 480 HS(D) 17966, PT 481 HS(D) 17967, PT 482 HS(D) 17968, PT 483 HS(D) 17969, PT 557 HS(D) 18043, PT 573 HS(D) 18059, PT 762 HS(D) 18248, PT 763 HS(D) 18249, PT 764 HS(D) 18250, PT 475 HS(D) 17961, PT 476 HS(D) 17962, PT 478 HS(D) 17964, PT 761 HS(D) 18247 Mukim Of Serendah Tambahan	64.90 acres	Town ship Development Bukit Beruntung	18/12/1991	Freehold	N/A	N/A	
	PT 7101 HS(D) 8179, PT 7111 HS(D) 8189, PT 7157 HS(D) 8135, PT 7166 HS(D) 8144, PT 7213 HS(D) 10553, PT 7230 HS(D) 10530, PT 7231 HS(D) 10571, PT 7233 HS(D) 10573, PT 7234 HS(D) 10574, PT 7278 HS(D) 10618, PT 7333 HS(D) 10673, PT 7352 HS(D) 10691, PT 7502 HS(D) 8349, PT 7523 HS(D) 8370, PT 7697 HS(D) 8544, PT 8007 HS(D) 8854, PT 8203 HS(D) 9050, PT 8407 HS(D) 9254, PT 8440 HS(D) 9287, PT 8483 HS(D) 9329, PT 8484 HS(D) 9330, PT 9601 HS(D) 10447 Mukim Of Serendah	5.95 acres	Town ship Development Bukit Beruntung	18/12/1991	Freehold	N/A	N/A	

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+ Registered # Beneficial owner	Location	Land/ Built up area	Description/proposed development	Date of Acquisition	Tenure	Expiry	Aproximate Age	NBV 31/3/2003 RM'000
	PT 61 HS (D) 31307 to PT 82 HS(D) 31328; PT 5148 HS(D) 31690 to PT 5327 HS(D) 31274; PT 5328 HS(D) 31496 to PT 5397 HS(D) 31565; PT 5453 HS(D) 31640; PT 5485 HS(D) 31641 to PT 5571 HS (D) 31727; PT 5630 HS (D) 31581; PT 5673 HS(D) 31582 to PT 5675 HS(D) 31584; PT 5676 HS(D) 31355 to PT 5816 HS(D) 31495; PT 5913 HS(D) 31728 to PT 5986 HS(D) 31801; PT 5987 HS(D) 33733 to PT 6049 HS(D) 33754; PT 2499 HS(D) 7581 to PT 2520 HS(D) 7602; PT 2491 HS(D) 7573 to PT 2497 HS(D) 7579 Mukim of Serendah.	525.60 acres	Town ship Development Bukit Beruntung	18/12/1991	Freehold	N/A	N/A	
	Lot 1995 CT 11502 & lot 2018 Grant 12274 Mukim Of Serendah. Lot 2066 Grant 40124, Lot 2067 PN 5282 & Lot 3243 HS(D) 8160 Mukim Of Hulu Yam.	1,322.42 acres	Town ship Development Bukit Beruntung	18/12/1991	Freehold	N/A	N/A	
		1,948.53 arces						601,226
LCB Management Sdn Bhd	+ Unit 559-3A at PT 123928, Mukim Hulu Kinta , Daerah Kinta Perak Darul Ridzuan	559 sq ft	1 office unit at 3rd floor of a 4 storey Shop-office	23/7/2002	99 years Leasehold	14/6/2092	9 months	58
LCB Management Sdn Bhd	+ IP2-G02 at PT 123931, Mukim Hulu Kinta, Daerah Kinta Perak Darul Ridzuan	1,833 sq feet	1 Business Lot at 2-Intan Business Centre	23/7/2002	99 years Leasehold	14/6/2092	9 months	392
LCB Management Sdn Bhd	+ IP2-G13 at PT 123931, Mukim Hulu Kinta, Daerah Kinta Perak Darul Ridzuan	1,234 sq feet	1 Business Lot at 2-Intan Business Centre	23/7/2002	99 years Leasehold	14/6/2092	9 months	239
Lestari Puchong Sdn Bhd	+ H.S.(D) 142201 to 142206, PT 50602 to 50607, Mukim Petaling, Daerah Petaling, Selangor.	496.731 acres	Proposed mix development of residential, commercial & corporate park.	24/7/2000	99 years Leasehold	12/6/2091	3 years	160,356
Perwira Indra Sakti Sdn Bhd	# HS(D) 18284 PT 4227 to HS(D) 22309 PT 8252 Mukim of Ulu Yam, District of Ulu Selangor, Selangor.	717.6 acres	Residential, industrial and commercial development - Bukit Beruntung III	18/12/1991	Freehold	N/A	N/A	170,836
Perwira Indra Sakti Sdn Bhd	+ 2 Jalan Perdana 4/1 Pandan Perdana 55300 Selangor	26,256 sq m	Perdana Business Centre	16/9/1994	99 years Leasehold	16/4/2089	9 years	23,017
Perwira Indra Sakti Sdn Bhd	+ 1 & 3 Jalan Pandan 3/5 Pandan Jaya, 55100 Kuala Lumpur	4,928 sq ft	4-Storey shop office Nos 1 & 3 Jalan Pandan 3/5 Pandan Jaya 55100 Kuala Lumpur	9/8/1991	99 years Leasehold	5/5/2087	17 years	1,796

LIST OF PROPERTIES

+ Registered # Beneficial owner	Location	Land/ Built up area	Description/proposed development	Date of Acquisition	Tenure	Expiry	Aproximate Age	NBV 31/3/2003 RM'000
Perwira Indra Sakti Sdn Bhd	+ Unit A-P08, Metro Larkin under the master title HS(D) 216745 PT PTB20023 Bandar Johor, Daerah Johor Bahru, Negeri Johor Darul Ta'zim	3,122 sq feet	A-22-P08 Pangsapuri Larkin Utama Jalan Tun Abdul Razak Susur 5 80350 Johor Bahru	28/8/1999	Leasehold	21/4/2093	4 years	598
Pulau Kembar Sdn Bhd	+ PN 10896 to 11027 Lot 2 to 133; PN 11029 to 11074 Lot 135 to 180; PN 11076 to 11252 Lot 182-358 Daerah Melaka Tengah, Melaka.	100 acres	Twin island development of residential, commercial and tourism related development - Pulau Melaka	31/10/1994	99 years Leasehold	9/11/2096	N/A	123,465
Sentosa Restu (M) Sdn Bhd	+ HS(D) 137566, PT440, HS(D) 175180, PT 447 HS(D) 175181, PT 448 & HS(D) 134215, PT241, Pekan Puchong Jaya, Daerah Petaling, Selangor.	45.25 acres	Proposed mix development of residential, commercial & corporate park	3/9/1997	99 years Leasehold	8/6/2099	N/A	34,959
Tenaga Gagah Sdn Bhd	+ HS(D) 148053 to 148056 P.T. 2 to 5 Pekan Penaga, Daerah Petaling, Selangor.	31.48 acres	Development of residential and commercial units, - Lagoon Perdana	2/11/1989	99 years Leasehold	6/9/2100	N/A	21,420
Terang Tanah Sdn Bhd	HS(D) 44573 PT 562 & HS(D) 45208 PT 1197 Mukim of Ampang, District of Ulu Langat, Selangor.	67 acres	Development of low to medium cost residential and commercial units - Pandan Perdana III	18/3/1991	99 years Leasehold	28/12/2096	N/A	129
Ukay Land Sdn Bhd	+ H.S(D) 12014 to 12413 PT 1 to 400; H.S(D) 12417 to 12612 PT 401 to 596; H.S(D) 12613 to 12616 PT642 to 645; H.S(D) 12625 to 12699 PT 597 to 641; H.S(D) 12670 to 12824 PT 646 to 800; H.S(D) 12846 to 12969 PT 801 to 924 Bandar of Ulu Kelang, District of Gombak, Selangor.	345.0 acres	Township Development - Ukay Perdana	17/1/1989	99 years Leasehold	20/9/2100	N/A	31,090
Ukay Land Sdn Bhd	+ HS(D) 13164 & 13165 PT 17014 & 17015 Daerah Bentong, Mukim Bentong, Pahang.	12.5 acres	Proposed mix development of shops and terrace factories.	8/9/1994	Freehold	N/A	N/A	2,657

STATEMENT ON DIRECTORS' INTERESTS IN THE COMPANY AND RELATED CORPORATIONS

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As At 30th June, 2003

THE COMPANY

A. ORDINARY SHARES

The Company	No. of Ordinary Shares of RM1.00 each			
	Direct interest	%	Deemed interest	%
1. Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon ("TSDCAC")	70,541,001	26.26	16,248,950 ^{*1}	6.05
2. Puan Sri Datin Thong Nyok Choo ("PSDTNC")	90,000	0.03	86,699,951 ^{*2}	32.28

Notes:

^{*1} Deemed interest through his spouse, PSDTNC and by virtue of his interest in Pengurusan Projek Bersistem Sdn Bhd pursuant to Section 6A of the Companies Act, 1965

^{*2} Deemed interest through her spouse, TSDCAC and by virtue of her interest in Pengurusan Projek Bersistem Sdn Bhd pursuant to Section 6A of the Companies Act, 1965

B. 1995/2005 WARRANTS

	No. of 1995/2005 Warrants			
	Direct interest	%	Deemed interest	%
1. Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon ("TSDCAC")	–	–	19,610,571 ^{*1}	30.09
2. Puan Sri Datin Thong Nyok Choo ("PSDTNC")	–	–	19,610,571 ^{*2}	30.09

Notes:

^{*1} Deemed interest by virtue of his interest in Pengurusan Projek Bersistem Sdn Bhd and Sze Choon Holdings Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.

^{*2} Deemed interest by virtue of her interest in Pengurusan Projek Bersistem Sdn Bhd and Sze Choon Holdings Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.

C. 2000/2005 WARRANTS

	No. of 1995/2005 Warrants			
	Direct interest	%	Deemed interest	%
1. Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon ("TSDCAC")	–	–	12,805,415 ^{*1}	29.68
2. Puan Sri Datin Thong Nyok Choo ("PSDTNC")	105,333	0.24	12,700,082 ^{*2}	29.44

Notes:

^{*1} Deemed interest through his spouse, PSDTNC and by virtue of his interest in Pengurusan Projek Bersistem Sdn Bhd and Sze Choon Holdings Sdn Bhd pursuant to Section 6A of the Companies Act, 1965

^{*2} Deemed interest by virtue of her interest in Pengurusan Projek Bersistem Sdn Bhd and Sze Choon Holdings Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.

STATEMENT ON DIRECTORS' INTERESTS IN THE COMPANY AND RELATED CORPORATIONS

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As At 30th June, 2003

D. 7% 2000/2005 Irredeemable Convertible Unsecured Loan Stock ("7% 2000/2005 ICULS")

	Nominal Value of 7% 2000/2005 ICULS (RM)			
	Direct interest	%	Deemed interest	%
1. Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon ("TSDCAC")	–	–	19,208,124 ¹	22.86
2. Puan Sri Datin Thong Nyok Choo ("PSDTNC")	158,000	0.19	19,050,124 ²	22.68

Notes:

¹ Deemed interest through his spouse, PSDTNC and by virtue of his interest in Pengurusan Projek Bersistem Sdn Bhd and Sze Choon Holdings Sdn Bhd pursuant to Section 6A of the Companies Act, 1965

² Deemed interest by virtue of her interest in Pengurusan Projek Bersistem Sdn Bhd and Sze Choon Holdings Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.

E. 7% 2001/2006 Irredeemable Convertible Unsecured Loan Stock ("7% 2001/2006 ICULS")

	Nominal Value of 7% 2001/2006 ICULS (RM)			
	Direct interest	%	Deemed interest	%
1. Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon ("TSDCAC")	–	–	6,651,000 ¹	90.15
2. Puan Sri Datin Thong Nyok Choo ("PSDTNC")	–	–	6,651,000 ¹	90.15

Notes:

¹ Deemed interest by virtue of their interest in Faircrest Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.

Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon and Puan Sri Datin Thong Nyok Choo, by virtue of their interest in the shares of the Company are also deemed interested in the shares of all the subsidiary companies of the Company to the extent the Company has an interest.

Save as disclosed, none of the Directors of the Company has any interests in the shares of the Company and its related corporation as at 30th June 2003.

ANALYSIS OF SHAREHOLDINGS

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As At 30th June, 2003

ANALYSIS OF SHARE CAPITAL

Authorised share capital : RM800,000,000.00
 Issued and paid-up capital : RM268,576,837.00

DISTRIBUTION OF SHAREHOLDINGS

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shares held
1 – 99	67	0.78	1,445	0.00
100 – 1,000	2,598	30.11	2,481,950	0.92
1,001 – 10,000	5,086	58.93	20,553,247	7.65
10,001 – 100,000	777	9.00	21,636,432	8.06
100,001 – 13,428,840*	100	1.16	172,121,813	64.09
13,428,841 and above**	2	0.02	51,781,950	19.28
Total	8,630	100.00	268,576,837	100.00

NOTES:

There is only one class of shares in the paid-up share capital of the Company. Each share entitles the holder to one vote.

* Less than 5% of issued shares

** 5% and above of issued shares

THIRTY LARGEST SHAREHOLDERS

	Name of Shareholders	No. of Shares	%
1.	TA NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Intelbest Sdn Bhd</i>	30,041,728	11.19
2.	PERMODALAN NEGERI SELANGOR BERHAD	21,740,222	8.09
3.	BANK KERJASAMA RAKYAT MALAYSIA BERHAD <i>Qualifier : Pledged Securities Account for Pengurusan Projek Bersistem Sdn Bhd</i>	11,380,450	4.24
4.	EB NOMINEES (TEMPATAN) SENDIRIAN BERHAD <i>Qualifier : Pledged Securities Account for Jutawan Warisan Sdn Bhd (BB)</i>	11,031,863	4.11
5.	CIMB NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Chan Ah Chye @ Chan Chong Yoon</i>	9,738,444	3.63
6.	BANK KERJASAMA RAKYAT MALAYSIA BERHAD <i>Qualifier : Pledged Securities Account for Chee Soo Meng</i>	9,136,000	3.40

ANALYSIS OF SHAREHOLDINGS

As At 30th June, 2003

THIRTY LARGEST SHAREHOLDERS (Cont'd)

	Name of Shareholders	No. of Shares	%
7.	ALIANCEGROUP NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Chan Ah Chye @ Chan Chong Yoon</i>	8,000,000	2.98
8.	PUBLIC NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Chan Ah Chye @ Chan Chong Yoon (PFB KLC)</i>	7,039,000	2.62
9.	EMPLOYEES PROVIDENT FUND BOARD	6,770,000	2.52
10.	CIMB NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Chan Ah Chye @ Chan Chong Yoon</i>	5,932,000	2.21
11.	EB NOMINEES (TEMPATAN) SENDIRIAN BERHAD <i>Qualifier : Pledged Securities Account for Chan Ah Chye @ Chan Chong Yoon (BB)</i>	5,790,000	2.16
12.	MAYFIN NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Chan Ah Chye @ Chan Chong Yoon (YKLS)</i>	5,700,000	2.12
13.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Chan Ah Chye @ Chan Chong Yoon (100176)</i>	4,920,000	1.83
14.	AMSEC NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : AmFinance Berhad for Chan Ah Chye @ Chan Chong Yoon</i>	4,900,000	1.82
15.	BANK KERJASAMA RAKYAT MALAYSIA BERHAD <i>Qualifier : Pledged Securities Account for Wong Cheiw Peng</i>	4,719,000	1.76
16.	BANK KERJASAMA RAKYAT MALAYSIA BERHAD <i>Qualifier : Pledged Securities Account for Ng Yin Meng</i>	4,341,000	1.62
17.	MAYFIN NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Tey Chee Keong (JKLS)</i>	4,209,000	1.57
18.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : AFB Nominees (Tempatan) Sdn Bhd for Chan Ah Chye @ Chan Chong Yoon</i>	4,063,000	1.51
19.	HLB NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon (HLFSMF440)</i>	4,050,000	1.51
20.	LIBRA CAPITAL MARKETS SENDIRIAN BERHAD <i>Qualifier : ECM Libra Partners Sdn Bhd for Yue Keng Nam (PLEDGED)</i>	3,841,000	1.43
21.	PUBLIC NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon (TNM)</i>	3,800,000	1.41

ANALYSIS OF SHAREHOLDINGS

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As At 30th June, 2003

THIRTY LARGEST SHAREHOLDERS (Cont'd)

	Name of Shareholders	No. of Shares	%
22.	MAYFIN NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Chee Soo Meng (JKLS)</i>	3,235,238	1.20
23.	BUMIPUTRA-COMMERCE NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Chan Ah Chye @ Chan Chong Yoon (2445 KL)</i>	3,200,000	1.19
24.	AMANAH RAYA NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Dana Johor</i>	2,899,000	1.08
25.	PAB NOMINEE (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Pengurusan Projek Bersistem Sdn Bhd (4403024079)</i>	2,888,000	1.08
26.	SOUTHERN NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Glendale Corporation Sdn Bhd</i>	2,300,000	0.86
27.	AM NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pertubuhan Keselamatan Sosial</i>	2,043,000	0.76
28.	HDM NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Yong Kum Shin @ Yong Kan Soo (MEMO)</i>	1,872,000	0.70
29.	PAB NOMINEE (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Chan Ah Chye @ Chan Chong Yoon (BSNC-JLN BUNUS)</i>	1,853,626	0.69
30.	LIM KEW @ LIM KON FOONG	1,575,413	0.59
		193,008,984	71.88

LIST OF SUBSTANTIAL SHAREHOLDERS

As shown in the Register of Substantial Shareholders

	Name	Direct Interest	%	Deemed Interest	%
1.	Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon ("TSDCAC")	70,541,001	26.26	16,248,950 ^{*1}	6.05
2.	Puan Sri Datin Thong Nyok Choo ("PSDTNC")	90,000	0.03	86,699,951 ^{*2}	32.28
3.	Intelbest Sdn Bhd	30,041,728	11.19	—	—
4.	Pengurusan Projek Bersistem Sdn Bhd ("PPBSB")	16,158,950	6.02	—	—

NOTES:-

^{*1} Deemed interest through his spouse, PSDTNC and by virtue of his interest in PPBSB pursuant to Section 6A of the Companies Act, 1965 ("the Act").

^{*2} Deemed interest through her spouse, TSDCAC and by virtue of her interest in PPBSB pursuant to Section 6A of the Act.

ANALYSIS OF WARRANT HOLDINGS

As At 30th June, 2003

1. ANALYSIS OF 1995/2005 WARRANT HOLDINGS

No. of 1995/2005 Warrants Issued	:	65,437,800
No. of 1995/2005 Warrants Unexercised	:	65,175,210
Exercise Period	:	20 January 1995 to 19 January 2005
Exercise Rights	:	Each Warrant entitles the holder to subscribe for one new ordinary share of RM1.00 in the Company at any time during the Exercise Period.

DISTRIBUTION OF 1995/2005 WARRANT HOLDINGS

Size of Holdings	No. of 1995/2005 Warrant Holders	% of 1995/2005 Warrant Holders	No. of 1995/2005 Warrants Held	% of 1995/2005 Warrants Held
1 – 99	4	0.09	292	0.00
100 – 1,000	823	18.40	798,992	1.23
1,001 – 10,000	2,943	65.81	13,558,922	20.80
10,001 – 100,000	670	14.98	18,655,241	28.62
100,001 – 3,258,759*	29	0.65	8,939,020	13.72
3,258,760 and above**	3	0.07	23,222,743	35.63
Total	4,472	100.00	65,175,210	100.00

* Less than 5% of 1995/2005 Warrants Unexercised

** 5% and above of 1995/2005 Warrants Unexercised

THIRTY LARGEST 1995/2005 WARRANT HOLDERS

Name of 1995/2005 Warrant Holders	No. of 1995/2005 Warrants	%
1. PENGURUSAN PROJEK BERSISTEM SDN BHD	13,800,000	21.17
2. SZE CHOON HOLDINGS SDN BHD	5,810,571	8.92
3. HO HUP DEVELOPMENT SDN BHD	3,612,172	5.54
4. RHB NOMINEES (ASING) SDN BHD <i>Qualifier : Kripalson International Ltd</i>	876,000	1.34
5. UNITED OVERSEAS NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Tey Chee Keong (KL)</i>	790,600	1.21
6. LIM YONG KEAT	713,000	1.09
7. HDM NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Loke Hook Beng (MEM03)</i>	678,000	1.04
8. INSTITUTE FOR DEVELOPMENT STUDIES (SABAH)	606,000	0.93
9. AMSEC NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Tey Chee Keong</i>	500,000	0.77

ANALYSIS OF WARRANT HOLDINGS

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As At 30th June, 2003

THIRTY LARGEST 1995/2005 WARRANT HOLDERS (Cont'd)

Name of 1995/2005 Warrant Holders	No. of 1995/2005 Warrants	%
10. ICP MARKETING SDN BHD	343,000	0.53
11. CHUA KIN HUA	333,000	0.51
12. HSBC NOMINEES (ASING) SDN BHD <i>Qualifier : TNTC for Middlesbrough Borough Council Teesside Pension Fund</i>	300,000	0.46
13. LOW CHU MOOI	290,000	0.44
14. MAYBAN SECURITIES NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Ladang Ternakan Kelang Sdn Bhd (REM 879-MARGIN)</i>	268,000	0.41
15. HDM NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Lau Kwai (MEM03)</i>	260,000	0.40
16. LAI KUI YIN	230,000	0.35
17. GLENDALE CORPORATION SDN BHD	212,820	0.33
18. LIM SENG CHIA	205,000	0.31
19. MAYBAN NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Mohd Yaakub Bin Johari (10107AK1976)</i>	204,000	0.31
20. ICP MARKETING SDN BHD	195,000	0.30
21. WONG TOH MEO	162,000	0.25
22. KOO TUCK CHOY	159,000	0.24
23. TEH TENG SENG CORPORATION SDN BHD	157,000	0.24
24. TEH SENG HOCK	145,000	0.22
25. LIM YONG KEAT	132,600	0.20
26. TIM CHAI @ NG TIAM CHAI	130,000	0.20
27. MAYBAN NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Kek Lian Lye (318AC0025)</i>	123,000	0.19
28. NG TENG WAH	120,000	0.18
29. MAYBAN SECURITIES NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Ea Chaw Giap (REM 878-MARGIN)</i>	120,000	0.18
30. PUBLIC NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Ng Thuang Yang (E-LBG)</i>	112,000	0.17
	31,587,763	48.43

ANALYSIS OF WARRANT HOLDINGS

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As At 30th June, 2003

2. ANALYSIS OF 2000/2005 WARRANT HOLDINGS

No. of 2000/2005 Warrants Issued	:	43,142,713
No. of 2000/2005 Warrants Unexercised	:	43,142,153
Exercise Period	:	19 July 2000 to 19 July 2005
Exercise Rights	:	Each Warrant entitles the holder to subscribe for one new ordinary share of RM1.00 in the Company at any time during the Exercise Period.

DISTRIBUTION OF 2000/2005 WARRANT HOLDINGS

Size of Holdings	No. of 2000/2005 Warrant Holders	% of 2000/2005 Warrant Holders	No. of 2000/2005 Warrants Held	% of 2000/2005 Warrants Held
1 – 99	12	0.88	618	0.00
100 – 1,000	271	19.94	185,772	0.43
1,001 – 10,000	738	54.30	3,496,510	8.10
10,001 – 100,000	287	21.12	9,260,816	21.47
100,001 – 2,157,106*	49	3.61	15,123,574	35.06
2,157,107 and above**	2	0.15	15,074,863	34.94
Total	1,359	100.00	43,142,153	100.00

* Less than 5% of 2000/2005 Warrants Unexercised

** 5% and above of 2000/2005 Warrants Unexercised

THIRTY LARGEST 2000/2005 WARRANT HOLDERS

Name of 2000/2005 Warrant Holders	No. of 2000/2005 Warrants	%
1. AMMB NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Sze Choon Holdings Sdn Bhd (BK 6/276-3)</i>	12,666,749	29.36
2. HO HUP DEVELOPMENT SDN BHD	2,408,114	5.58
3. LEE KIM POH	2,000,000	4.64
4. ONG BEE LIAN	1,892,666	4.39
5. HDM NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Loke Hook Beng (MEM03)</i>	1,222,000	2.83
6. HONG LEONG FINANCE BERHAD <i>Qualifier : Pledged Securities Account for Lim Tiong Seng</i>	700,000	1.62
7. CITICORP NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Teo Ah Seng (472728)</i>	577,000	1.34
8. KWANG SAY YOON	492,000	1.14
9. TEO AH SENG	420,333	0.97

ANALYSIS OF WARRANT HOLDINGS

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As At 30th June, 2003

THIRTY LARGEST 2000/2005 WARRANT HOLDERS (Cont'd)

	No. of 2000/2005 Warrants	%
10. ONN KOK PUAY (WENG GUOPEI)	374,666	0.87
11. HDM NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Lau Kwai (MEM03)</i>	370,000	0.86
12. KENANGA NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Teo Ah Seng</i>	361,000	0.84
13. ICP MARKETING SDN BHD	317,333	0.74
14. CHOONG YEE HOW	300,000	0.70
15. OOI TECK SEONG	280,000	0.65
16. CHIN KIAN FONG	270,000	0.63
17. LIM YONG KEAT	243,333	0.56
18. CARTABAN NOMINEES (ASING) SDN BHD <i>Qualifier : Raffles Nominees for NTUC Income Insurance Co-Operative Ltd (INTERNAL 43270)</i>	214,000	0.50
19. LIM KIM BIAN	210,600	0.49
20. TING KENG GUAN	200,000	0.46
21. TAN CHEN NEO @ TANG CHEN NEO	200,000	0.46
22. HDM NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Moey Mun Chong (MEM03)</i>	200,000	0.46
23. GOH TIAN HOCK	200,000	0.46
24. UNITED OVERSEAS NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Len Book Learn (MKL)</i>	190,000	0.44
25. TANG KEE SING	190,000	0.44
26. CHUA KIN HUA	183,000	0.42
27. NG KHIAN SOON	178,000	0.41
28. TAI YOCK PIN	170,000	0.39
29. CHIN KIAM HSUNG	170,000	0.39
30. WONG WOON KHUAN	144,000	0.33
	27,344,794	63.37

ANALYSIS OF IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCK HOLDINGS

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As At 30th June, 2003

1. ANALYSIS OF 7% 2000/2005 IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCK HOLDINGS ("7% 2000/2005 ICULS")

No. of 7% 2000/2005 ICULS Issued	:	84,518,450
No. of 7% 2000/2005 ICULS Outstanding	:	84,008,010
Conversion Period	:	19 July 2000 to 19 July 2005
Conversion Price	:	RM1.13
Conversion Rights	:	Each registered holder of the 7% 2000/2005 ICULS has the right to convert such amount of the 7% 2000/2005 ICULS held (being RM1.00 nominal value of such 7% 2000/2005 ICULS or multiple thereof) into fully paid ordinary shares in the Company at the Conversion Price.

DISTRIBUTION OF 7% 2000/2005 ICULS HOLDINGS

Size of Holdings	No. of 7% 2000/2005 ICULS Holders	% of 7% 2000/2005 ICULS Holders	No. of 7% 2000/2005 ICULS Held	% of 7% 2000/2005 ICULS Held
1 – 99	2	0.23	97	0.00
100 – 1,000	198	22.92	174,009	0.21
1,001 – 10,000	441	51.04	1,920,322	2.28
10,001 – 100,000	167	19.33	5,214,869	6.21
100,001 – 4,200,399*	53	6.13	42,803,589	50.95
4,200,400 and above**	3	0.35	33,895,124	40.35
Total	864	100.00	84,008,010	100.00

* Less than 5% of outstanding 7% 2000/2005 ICULS

** 5% and above of outstanding 7% 2000/2005 ICULS

THIRTY LARGEST 7% 2000/2005 ICULS HOLDERS

Name of 7% 2000/2005 ICULS Holders	No. of 7% 2000/2005 ICULS	%
1. AMMB NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Sze Choon Holdings Sdn Bhd (BK 6/276-3)</i>	19,000,124	22.62
2. ONG BEE LIAN	10,195,000	12.14
3. BANK KERJASAMA RAKYAT MALAYSIA BERHAD <i>Qualifier : Pledged Securities Account for Ng Yin Meng</i>	4,700,000	5.59
4. STRATEGI KEMAJUAN SDN BHD	4,000,000	4.76
5. POS MALAYSIA BERHAD	3,879,000	4.62
6. HO HUP DEVELOPMENT SDN BHD	3,612,172	4.30
7. PUI CHENG WUI	3,456,000	4.11
8. LEE KIM POH	3,000,000	3.57
9. SILVER YEAR CORPORATION SDN BHD	2,330,334	2.77

As At 30th June, 2003**THIRTY LARGEST 7% 2000/2005 ICULS HOLDERS (Cont'd)**

	Name of 7% 2000/2005 ICULS Holders	No. of 7% 2000/2005 ICULS	%
10.	SPRINT PROPERTY ENTERPRISES SDN BHD	2,330,333	2.77
11.	AEROQUIP CORPORATION SDN BHD	2,330,333	2.77
12.	LEE KIM SAI @ LEE HOO	1,830,429	2.18
13.	UNIVERSAL TRUSTEE (MALAYSIA) BERHAD <i>Qualifier : Mayban Balanced Trust Fund</i>	1,682,000	2.00
14.	CARTABAN NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Amanah SSCM Nominees (Tempatan) Sdn Bhd for Malaysian Community & Education Foundation (BONDS-JP400B)</i>	1,200,000	1.43
15.	BANK KERJASAMA RAKYAT MALAYSIA BERHAD <i>Qualifier : Pledged Securities Account for Wong Cheiw Peng</i>	1,200,000	1.43
16.	NG YIN MENG	1,085,571	1.29
17.	AMANAH RAYA NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Public Savings Fund</i>	1,000,000	1.19
18.	ONN KOK PUAY (WENG GUOPEI)	784,000	0.93
19.	ICP MARKETING SDN BHD	476,000	0.57
20.	TAN PAIK SIM @ TAN PHAIK IM	441,000	0.52
21.	LIM KE ENG	441,000	0.52
22.	TING KENG GUAN	420,000	0.50
23.	LIM YEE HENG	406,200	0.48
24.	G.I. CORPORATION BERHAD	396,000	0.47
25.	MAYBAN NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Mayban Trustees Berhad for Pulic Balanced Fund (N14011950210)</i>	367,000	0.44
26.	LIM YONG KEAT	365,000	0.43
27.	GINA GAN	356,000	0.42
28.	TAN JIN BONG @ J B TAN	350,000	0.42
29.	CARTABAN NOMINEES (ASING) SDN BHD <i>Qualifier : Raffles Nominees for NTUC Income Insurance Co-Operative Ltd (INTERNAL 43270)</i>	321,000	0.38
30.	TAN CHEN NEO @ TANG CHEN NEO	300,000	0.36
		72,254,496	85.98

ANALYSIS OF IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCK HOLDINGS

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As At 30th June, 2003

2. ANALYSIS OF 7% 2001/2006 IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCK HOLDINGS ("7% 2001/2006 ICULS")

No. of 7% 2001/2006 ICULS Issued	:	20,000,000
No. of 7% 2001/2006 ICULS Outstanding	:	7,378,040
Conversion Period	:	20 April 2001 to 19 April 2006
Conversion Price	:	RM1.00
Conversion Rights	:	Each registered holder of the 7% 2001/2006 ICULS has the right to convert such amount of the 7% 2001/2006 ICULS held (being RM1.00 nominal value of such 7% 2001/2006 ICULS or multiple thereof) into fully paid ordinary shares in at the Conversion Price.

DISTRIBUTION OF 7% 2001/2006 ICULS HOLDINGS

Size of Holdings	No. of 7% 2001/2006 ICULS Holders	% of 7% 2001/2006 ICULS Holders	No. of 7% 2001/2006 ICULS Held	% of 7% 2001/2006 ICULS Held
1 – 99	–	–	–	0.00
100 – 1,000	66	92.95	66,000	0.89
1,001 – 10,000	2	2.82	13,000	0.18
10,001 – 100,000	1	1.41	23,000	0.31
100,001 – 368,901*	–	–	–	–
368,902 and above**	2	2.82	7,276,040	98.62
Total	71	100.00	7,378,040	100.00

* Less than 5% of outstanding 7% 2001/2006 ICULS

** 5% and above of outstanding 7% 2001/2006 ICULS

THIRTY LARGEST 7% 2001/2006 ICULS HOLDERS

Name of 7% 2001/2006 ICULS Holders	No. of 7% 2001/2006 ICULS	%
1. FAIRCREST SDN BHD	6,651,000	90.15
2. AZHANI BIN ABDUL WAHAB	617,440	8.37
3. G.I. CORPORATION BERHAD	23,000	0.31
4. GENERAL TECHNOLOGY SDN BHD	10,000	0.14
5. AZHANI BIN ABDUL WAHAB	7,600	0.10
6. MAYBAN NOMINEES (TEMPATAN) SDN BHD <i>Qualifier : Pledged Securities Account for Koh Soo Wee (888AF0682)</i>	3,000	0.04
7. YUNAS BIN ISMAIL	1,000	0.01
8. YEO HENG PANG	1,000	0.01
9. YAP KUEN WAI	1,000	0.01
10. WONG CHOONG LEONG	1,000	0.01

As At 30th June, 2003**THIRTY LARGEST 7% 2001/2006 ICULS HOLDERS (Cont'd)**

	Name of 7% 2001/2006 ICULS Holders	No. of 7% 2001/2006 ICULS	%
11.	VASUGI A/P D.RAMACHANDRAN	1,000	0.01
12.	TIO CHUEN HUAT	1,000	0.01
13.	THONG MEOW NAM	1,000	0.01
14.	TEY HWEI KWAN	1,000	0.01
15.	TEW BING AI	1,000	0.01
16.	TEOH KIM BAK	1,000	0.01
17.	TAY KOON CHYE	1,000	0.01
18.	TAN WEI LENG	1,000	0.01
19.	TAN SIEW JUNG	1,000	0.01
20.	TAN BOON TIAM	1,000	0.01
21.	TAN BAK HAI	1,000	0.01
22.	SYED AZAMAN SHAH BIN SYED MANSOR	1,000	0.01
23.	SOO KWONG KEE	1,000	0.01
24.	SITI NOORSHAIZA BINTI ISHAK	1,000	0.01
25.	SHIREEN LOH SHEE YEN	1,000	0.01
26.	SHARIL AZMI BIN ABDUL SHUKOR	1,000	0.01
27.	SALINA BINTI SALLEH	1,000	0.01
28.	ROOS HAINI BINTI MANSOR	1,000	0.01
29.	RITA ANNUMIZA BINTI ANNUAR	1,000	0.01
30.	OOI SOON HIN	1,000	0.01
		7,336,040	99.35

NOTICE OF ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN THAT the 72nd Annual General Meeting of Europlus Berhad (“Europlus” or “the Company”) will be held at Perdana Ballroom, Pandan Lake Club, Lot 28, Jalan Perdana 3/8, Pandan Perdana, 55300 Kuala Lumpur on Monday, 18 August 2003 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 March 2003 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To declare a final dividend of 3% less 28% Income Tax for the year ended 31 March 2003. **(Resolution 2)**
3. To approve the payment of the Directors’ fees for the year ended 31 March 2003.
“THAT the fees payable to the Directors of the Company be increased from RM20,000 to RM246,000 for the year ended 31 March 2003.” **(Resolution 3)**
4. To re-elect the following Directors who retire pursuant to the Article 99 of the Company’s Articles of Association:-
 - 4.1 Tan Sri Dato’ (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon **(Resolution 4)**
 - 4.2 U Chin Wei **(Resolution 5)**
5. To consider and, if thought fit, pass the following special resolution pursuant to Section 129(6) of the Companies Act, 1965:-
“THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato’ Dr. Haji Abdul Majid Bin Ismail who is over 70 years of age be re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.” **(Resolution 6)**
6. To re-appoint Messrs Deloitte KassimChan as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
7. **AS SPECIAL BUSINESSES**
To consider and, if thought fit, to pass the following ordinary resolutions:-
 - 7.1 **AUTHORITY TO ALLOT AND ISSUE NEW SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **(Resolution 8)**
“THAT subject to the provision of Section 132D of the Companies Act, 1965 and approvals from the Kuala Lumpur Stock Exchange and other relevant governmental/ regulatory authorities where such approvals shall be necessary, authority be and is hereby given to the Directors of the Company to issue and allot 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 share capital of the Company for the time being and such authority shall continue to be in force until the next Annual General Meeting of the Company.”
 - 7.2 **AUTHORITY PURSUANT TO SECTION 132E OF THE COMPANIES ACT, 1965** **(Resolution 9)**
“THAT pursuant to Section 132E of the Companies Act, 1965, authority be and is hereby given for the Company and each of its subsidiaries to enter into any arrangement or transaction with any Director of the Company or any person connected with such Director to acquire from or dispose to such Director or person connected with such Director any non-cash assets of requisite value that is less than 5% of the total consolidated net tangible assets of the Company at the time of such acquisition or disposal.

AND THAT such authority shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be tabled 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 a general meeting; whichever is earlier.”

7.3 **PROPOSED SHAREHOLDERS’ MANDATE FOR EUROPLUS AND ITS SUBSIDIARIES (“EUROPLUS GROUP”) TO ENTER INTO RECURRENT TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES (“PROPOSED SHAREHOLDERS’ MANDATE I”)** *(Resolution 10)*

“**THAT**, Europlus Group be and are hereby authorised to enter into all arrangements and/or transactions with Abra Development Sdn Bhd, Ice Masters Sdn Bhd, Maxisegar Sdn Bhd, Talam Corporation Berhad, Talam Leasing Sdn Bhd and Talam Trading Sdn Bhd (“Related Parties”), the nature of which is set out in Section 2.2 of the Circular to Shareholders dated 25 July 2003 provided that such arrangements and/or transactions are:-

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

AND THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company (and will be subject to annual renewal) unless by a resolution passed at an AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it 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
- (iii) revoked or varied by resolution passed by the shareholders in an AGM or Extraordinary General Meeting (“EGM”);

whichever is earlier;

AND THAT the aggregate value of the transactions of the Proposed Shareholders' Mandate I conducted during the financial year will be disclosed in the Annual Report of the Company on the information of the type of the Recurrent Related Party Transactions made and the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and take all such steps and do all acts and things in such manner as the Directors of the Company may deem fit or expedient or necessary to give effect to the Proposed Shareholders' Mandate I."

7.4 **PROPOSED SHAREHOLDERS' MANDATE FOR EUROPLUS AND ITS SUBSIDIARIES ("EUROPLUS GROUP") TO ENTER INTO RECURRENT TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSED SHAREHOLDERS' MANDATE II")** *(Resolution 11)*

"THAT, Europlus Group be and are hereby authorised to enter into all arrangements and/or transactions with Kolej Aman Bhd and Maxisegar Education Sdn Bhd ("Related Parties"), the nature of which is set out in Section 2.2 of the Circular to Shareholders dated 25 July 2003 provided that such arrangements and/or transactions are:-

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

AND THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company (and will be subject to annual renewal) unless by a resolution passed at an AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it 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
- (iii) revoked or varied by resolution passed by the shareholders in an AGM or EGM;

whichever is earlier;

AND THAT the aggregate value of the transactions of the Proposed Shareholders' Mandate II conducted during the financial year will be disclosed in the Annual Report of the Company on the information of the type of the Recurrent Related Party Transactions made and the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and take all such steps and do all acts and things in such manner as the Directors of the Company may deem fit or expedient or necessary to give effect to the Proposed Shareholders' Mandate II."

7.5 **PROPOSED SHAREHOLDERS' MANDATE FOR EUROPLUS AND ITS SUBSIDIARIES ("EUROPLUS GROUP") TO ENTER INTO RECURRENT TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSED SHAREHOLDERS' MANDATE III")** *(Resolution 12)*

"THAT, Europlus Group be and are hereby authorised to enter into all arrangements and/or transactions with Celerity Construction Sdn Bhd, JTC Planner Sdn Bhd, VTS Construction Sdn Bhd, VTS Engineering Sdn Bhd and VTS Management Sdn Bhd ("Related Parties"), the nature of which is set out in Section 2.2 of the Circular to Shareholders dated 25 July 2003 provided that such arrangements and/or transactions are:-

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

AND THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company (and will be subject to annual renewal) unless by a resolution passed at an AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it 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
- (iii) revoked or varied by resolution passed by the shareholders in an AGM or EGM;

whichever is earlier;

AND THAT the aggregate value of the transactions of the Proposed Shareholders' Mandate III conducted during the financial year will be disclosed in the Annual Report of the Company on the information of the type of the Recurrent Related Party Transactions made and the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and take all such steps and do all acts and things in such manner as the Directors of the Company may deem fit or expedient or necessary to give effect to the Proposed Shareholders' Mandate III."

7.6 **PROPOSED SHAREHOLDERS' MANDATE FOR EUROPLUS AND ITS SUBSIDIARIES ("EUROPLUS GROUP") TO ENTER INTO RECURRENT TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSED SHAREHOLDERS' MANDATE IV")** *(Resolution 13)*

"THAT, Europlus Group be and are hereby authorised to enter into all arrangements and/or transactions with Agrocon (M) Sdn Bhd and Pulau Kembar Sdn Bhd ("Related Parties"), the nature of which is set out in Section 2.2 of the Circular to Shareholders dated 25 July 2003 provided that such arrangements and/or transactions are:-

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

AND THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company (and will be subject to annual renewal) unless by a resolution passed at an AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it 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
- (iii) revoked or varied by resolution passed by the shareholders in an AGM or EGM;

whichever is earlier;

AND THAT the aggregate value of the transactions of the Proposed Shareholders' Mandate IV conducted during the financial year will be disclosed in the Annual Report of the Company on the information of the type of the Recurrent Related Party Transactions made and the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and take all such steps and do all acts and things in such manner as the Directors of the Company may deem fit or expedient or necessary to give effect to the Proposed Shareholders' Mandate IV."

7.7 **PROPOSED SHAREHOLDERS' MANDATE FOR EUROPLUS AND ITS SUBSIDIARIES ("EUROPLUS GROUP") TO ENTER INTO RECURRENT TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSED SHAREHOLDERS' MANDATE V")** *(Resolution 14)*

"THAT, Europlus Group be and are hereby authorised to enter into all arrangements and/or transactions with Techjaya Builders Sdn Bhd ("Related Parties"), the nature of which is set out in Section 2.2 of the Circular to Shareholders dated 25 July 2003 provided that such arrangements and/or transactions are:-

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

AND THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company (and will be subject to annual renewal) unless by a resolution passed at an AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it 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
- (iii) revoked or varied by resolution passed by the shareholders in an AGM or EGM;

whichever is earlier;

AND THAT the aggregate value of the transactions of the Proposed Shareholders' Mandate V conducted during the financial year will be disclosed in the Annual Report of the Company on the information of the type of the Recurrent Related Party Transactions made and the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and take all such steps and do all acts and things in such manner as the Directors of the Company may deem fit or expedient or necessary to give effect to the Proposed Shareholders' Mandate V."

8. To transact any ordinary business for which due notice shall have been given.

NOTICE OF BOOK CLOSURE

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Annual General Meeting, a final dividend of 3% less 28% Income Tax, will be paid on 18 September 2003 to the shareholders in the Record of Depositors at the close of business on 19 August 2003.

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

- a) Share transferred into the Depositor's Securities Account before 4:00 p.m. on 19 August 2003 in respect of ordinary transfers; and
- b) Share bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

By Order of the Board

LIM MEI YOONG
Secretary

Kuala Lumpur
25th July 2003

Notes:-**1. Appointment of Proxy**

- i. A member entitled to attend and vote at this meeting is entitled to appoint one proxy 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.
- ii. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal or under the hand of its attorney duly authorised.
- iii. The instrument appointing a proxy and the power of attorney or other authority under which it is signed, shall be deposited at the Registered Office of the Company at Suite 2.05, Level 2, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.

2. Explanatory notes to the Special Businesses

- i. Resolution Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 8, if passed, will give the Directors of the Company 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 for the time being, for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

- ii. Resolution Pursuant to Section 132E of the Companies Act, 1965

Section 132E of the Companies Act, 1965, prohibits a company or its subsidiaries from entering into any arrangement or transaction with its directors or persons connected with such directors in respect of the acquisition from or disposal to such directors or connected person any non-cash assets of the "requisite value" without prior approval of the Company in General Meeting. According to the Companies Act, 1965 a non-cash asset is considered to be of the "requisite value" if, at the time of the arrangement or transaction, its value is greater than two hundred and fifty thousand ringgit or 10% of the Company's net asset, subject to minimum of ten thousand ringgit.

The proposed Ordinary Resolution 9, if passed, will authorise the Company and each of its subsidiaries to enter into any arrangement or transaction with a Director of the Company or with a person connected with such a Director to acquire from or dispose to such a Director or person connected with such a Director any non-cash assets of the requisite value that is less than 5% of the total consolidated net tangible assets of the Company at the time of such acquisition or disposal.

- iii. The detailed information on the Ordinary Resolution 10, 11, 12, 13 and 14 pertaining to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, is set out in the Circular to Shareholders dated 25 July 2003 which is enclosed together with the Company's 2003 Annual Report.

3. Statement Accompanying the Notice of Annual General Meeting

Additional information pursuant to Paragraph 8.28 of the Listing Requirements of the Kuala Lumpur Stock Exchange is set out in pages 114 to 118 of the Company's 2003 Annual Report.

1. Directors who are seeking re-election or re-appointment at the 72nd Annual General Meeting of the Company

The Directors retiring by rotation pursuant to the Articles of Association and seeking re-election are as follows:-

- Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon
- Mr U Chin Wei

The Director who is over the age seventy years is seeking re-appointment is as follows:-

- Tan Sri Dato' Dr. Hj. Abdul Majid Bin Ismail

2. Place, date and time of the 72nd Annual General Meeting

The place, date and time of the 72nd Annual General Meeting are as follows:-

Date	Time	Place
18 August 2003	10.30 a.m.	Perdana Ballroom Pandan Lake Club Lot 28, Jalan Perdana 3/8 Pandan Perdana 55300 Kuala Lumpur

3. Attendance of Board of Directors' Meetings

The number of Board of Directors' Meetings held during the Directors' tenure in office in the financial year ended 31 March 2003 and number of meetings attended by each Directors are as follows:-

Directors	Number of Board Meetings held during Directors' tenure in office	Number of Meetings attended by Directors
Tan Sri Dato' Hj. Lamin Bin Hj. Mohd Yunus	5	5/5
Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon	5	5/5
Puan Sri Datin Thong Nyok Choo	5	4/5
Tan Sri Dato' Dr. Haji Abdul Majid Bin Ismail	5	3/5
Dato' Megat Fairouz Junaidi Bin Megat Junid	5	3/5
Dato' Abdul Azim Bin Mohd Zabidi	5	4/5
Dato' Ab Rashid Bin Ahmad	5	5/5
U Chin Wei	5	4/5

4. Further details of Directors who are standing for re-election or re-appointment

4.1	Name	:	Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon				
	Age	:	57				
	Nationality	:	Malaysian				
	Qualification	:	Bachelor Degree in Civil Engineering from the University of Malaya Fellow and Member of the Institution of Engineers, Malaysia				
	Position in the Company	:	President/Chief Executive				
	Working experience and occupation	:	Tan Sri graduated with a Bachelor Degree in Civil Engineering from the University of Malaya in 1970 and is a member of the Institution of Engineers, Malaysia since 1974 and was subsequently made a Fellow in 1984. He has over 31 years experience in the property and construction industry since he started his career with Messrs Binnie & Partners (M) Sdn Bhd and later joined Perbadanan Kemajuan Negeri Selangor in 1971 as Project Manager handling project designs, management and property development. Tan Sri was awarded the prestigious "Property Man of the Year 1998" by Federation Internationale Des Professions Immobilières ("FIABCI") in recognition of his achievements in property development. Tan Sri is also the Executive Chairman of Talam Corporation Berhad.				
	Other directorship of public companies	:	Talam Corporation Berhad Brisdale Holdings Berhad Kumpulan Europlus Berhad Kumpulan Hartanah Selangor Berhad				
	Securities holdings in the Company and its subsidiaries (as at 30 June 2003)	:	Ordinary Shares				
			No. of Ordinary Shares of RM1.00 each held				
			Direct	%	Indirect	%	
			Company	70,541,001	26.26	16,248,950	6.05
			7% 2000/2005 Irredeemable Convertible Unsecured Loan Stock ("Eurplus-LB")				
			No. of Eurplus-LB held				
			Direct	%	Indirect	%	
			Company	Nil	Nil	19,208,124	22.86
			7% 2001/2006 Irredeemable Convertible Unsecured Loan Stock ("Eurplus-LC")				
			No. of Eurplus-LC held				
			Direct	%	Indirect	%	
			Company	Nil	Nil	6,651,000	90.15

1995/2005 Warrants ("Eurplus-WA")

	No. of Eurplus-WA held			
	Direct	%	Indirect	%
Company	Nil	Nil	19,610,571	30.09

2000/2005 Warrants ("Eurplus-WB")

	No. of Eurplus-WB held			
	Direct	%	Indirect	%
Company	Nil	Nil	12,805,415	29.68

** The details of Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon deemed interest is disclosed in pages 93 to 94 of the Annual Report.

Family relationship with any directors and/or major shareholders of the Company : Tan Sri is the spouse of Puan Sri Datin Thong Nyok Choo, a Non Independent Non Executive Director of Europlus Berhad. He has direct and indirect interest in Pengurusan Projek Bersistem Sdn Bhd, a major shareholder of Europlus Berhad.

Any conflict of interest he has with the Company : There is no conflict of interest with the Company except for certain Recurrent Related Party Transactions of revenue or trading nature which are necessary for day-to-day operations of the Group for which Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon has substantial interest as disclosed in Note 20 to the Financial Statements of this Annual Report.

List of convictions for offences within the past 10 years other than traffic offences, if any : None

4.2 **Name** : U Chin Wei

Age : 52

Nationality : Malaysian

Position in the Company : Non Independent Non Executive Director

Qualification : Fellow of the Institute of Chartered Accountants in England and Wales

Member of the Malaysian Institute of Accountants

Working experience and occupation : Mr U is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants and carries with him a wealth of experience from international companies and local conglomerates. His initial years of career were with Inchcape and YTL Group. He was with the MUI group from 1980 to 1989 where he served as General Manager. He was appointed as an Executive Director of Pegi Malaysia Berhad for a year and he was subsequently appointed as an Executive Director of TA Enterprise Berhad, a position he held up to October 1998. He was reappointed as an Independent Non Executive Director from July 1999.

Other directorship of public companies	:	TA Enterprise Berhad TA Securities Berhad Kumpulan Europlus Berhad
Securities holdings in the Company and its subsidiaries	:	None
Family relationship with any directors and/or major shareholders of the Company	:	None
Any conflict of interest he has with the Company	:	There is no conflict of interest with the Company except for certain Recurrent Related Party Transactions of revenue or trading nature which are necessary for day-to-day operations of the Group for which Mr. U has a 10% substantial interest in Techjaya Builders Sdn Bhd as disclosed in Note 20 to the Financial Statements of this Annual Report.
List of convictions for offences within the past 10 years other than traffic offences, if any	:	None
4.3 Name	:	Tan Sri Dato' Dr. Hj. Abdul Majid Bin Ismail
Age	:	81
Nationality	:	Malaysian
Position in the Company	:	Independent Non Executive Director
Qualification	:	Bachelor of Medicine and Surgery from University of Malaya in 1950 Fellow of The Royal College of Surgeons, Edinburgh, United Kingdom in 1955 Master of Orthopaedic Surgery from University of Liverpool, United Kingdom in 1957 Fellow of Academy of Science Malaysia in Medical Sciences in 1995 Honorary Fellow of the Royal Australasian College of Surgeons 1975
Working experience and occupation	:	Tan Sri was appointed as Independent Non Executive Director of Europlus Berhad on 8 February 2002. He was an orthopaedic surgeon by profession and was promoted to Director General of Health, Malaysia in 1971 and retired in 1976. He has been involved in the property development industry for over 15 years. In addition, Tan Sri has also accumulated vast knowledge and experience in a variety of other fields including the health and education industries during his tenure with numerous statutory and professional bodies.

Other directorship of public companies : Inti Universal Holdings Berhad
Brisdale Holdings Berhad
Maddusalat Berhad
Selesa Health Farm Berhad
Kumpulan Europlus Berhad

Securities holdings in the Company and its subsidiaries : None

Family relationship with any directors and/or major shareholders of the Company : None

Any conflict of interest he has with the Company : None

List of convictions for offences within the past 10 years other than traffic offences, if any : None

PROXY FORM

NO. OF SHARES HELD

I/We _____ (NRIC No. _____)
 (Name in full and in block letters)

of _____
 (Full address)

being a member/members of **EUROPLUS BERHAD (520-H)** hereby appoint _____

_____ (NRIC No. _____)
 (Name in full and in block letters)

of _____
 (Full address)

or failing him, the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the 72nd Annual General Meeting of the Company to be held at the Perdana Ballroom, Pandan Lake Club, Lot 28, Jalan Perdana 3/8, Pandan Perdana, 55300 Kuala Lumpur on Monday, 18 August 2003 at 10.30 a.m. and at any adjournment thereof, on the following resolutions referred to in the notice of the Annual General Meeting.

My/our proxy is to vote as indicated below:

RESOLUTION	1	2	3	4	5	6	7	8	9	10	11	12	13	14
FOR														
AGAINST														

(Please indicate with an "X" in the appropriate spaces how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, or at his discretion, abstains from voting).

Signed this _____ day of _____ 2003

 Signature/Common Seal of Shareholder(s)

Notes:-

1. A member entitled to attend and vote at the meeting is entitled one (1) proxy 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. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal or the hand of its attorney duly authorised.
2. The instrument appointing a proxy and the power of attorney or other authority under which it is signed, shall be deposited at the Registered Office of the Company at Suite 2.05, Level 2, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.



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Stamp

The Company Secretary
EUROPLUS BERHAD (520-H)
Suite 2.05, Level 2, Menara Maxisegar
Jalan Pandan Indah 4/2
Pandan Indah
55100 Kuala Lumpur

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