



GH SYSTEMS BERHAD  
(Company No. 293040-D)  
(Incorporated in Malaysia)

#### ADDENDUM TO 2006 ANNUAL REPORT

To the Shareholders of GH Systems Berhad,

The Board of Directors of GH Systems Berhad ("the Company") wishes to inform the Shareholders of the following amendments to the 2006 Annual Report which was circulated to the Shareholders on 14 April 2007:-

##### 1. Notice of Annual General Meeting - Page 81

- To insert the following Ordinary Resolution as an additional agenda to be discussed under item 8 of the Notice of the Thirteenth Annual General Meeting to be held at West VIP Lounge, Kuala Lumpur Golf & Country Club, No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on 7 May 2007, Monday, at 10.30 a.m.:-

##### **8.3 Proposed Offer of Employee Share Options to Mr. Herve Alfieri**

(Resolution 11)

"THAT authority be and is hereby given to the Board of Directors of the Company to offer up to 150,000 Employee Share Options ("ESOS Options") to subscribe for new ordinary shares of RM0.50 each in the share capital of the Company to Mr. Herve Alfieri, the Executive Director of GHLSYS Philippines Inc (a subsidiary of the Company) for the time being, and to allot and issue new ordinary shares pursuant to the exercise of the ESOS Options, subject always to the terms and conditions and/or any adjustment which may be made in accordance with the provisions of the Bye-Laws of the Company's Employee Share Option Scheme."

##### 2. Explanatory Notes on Special Business - Page 82

- To insert the following as the third paragraph under the caption "Explanatory Notes on Special Business"

##### **Resolution 11: Proposed Offer of Employee Share Options to Mr. Herve Alfieri**

The Proposed Resolution 11, if passed, would enable the Company to offer and grant to Mr. Herve Alfieri, the Executive Director of GHLSYS Philippines Inc (a subsidiary of the Company), options to subscribe for up to 150,000 new ordinary shares of RM0.50 each in the share capital of the Company pursuant to its Employee Share Option Scheme ("ESOS"). The Proposed Offer of ESOS options is in line with the objective of the ESOS which includes providing an opportunity for Eligible Employees of the Group to participate as shareholders of the Company and to motivate, reward and retain Eligible Employees whose services are vital to the continued growth of the Group.

##### 3. Proxy Form

The Proxy Form which has been previously circulated will be amended accordingly to incorporate the additional agenda mentioned under (1) above.

BY ORDER OF THE BOARD

Chin Fook Kheong (MIA 12596)  
Lim Lay Fong (MAICSA 7007624)  
Company Secretaries

Kuala Lumpur  
Date : 23<sup>rd</sup> April 2007

Notes to the Addendum:-

- A copy of the Revised Proxy Form is attached herewith for the Shareholders who are entitled to attend and vote at the Annual General Meeting of the Company who wish to appoint a proxy to attend and vote in his place. The Revised Proxy Form does not invalidate the Proxy Form which was circulated together with the Notice of the Thirteenth Annual General Meeting dated 14 April 2007 ("Original Proxy Form").
- In the event that the Company does not receive the duly executed Revised Proxy Form, the Shareholder is deemed to have appointed and authorized his proxy under the Original Proxy Form to vote at the proxy's discretion.
- Should the Company receive both the Original Proxy Form and the Revised Proxy Form, the latter shall supersede the former.

**REVISED PROXY FORM**

I/We, \_\_\_\_\_

NRIC No. /Passport No. /Company No. \_\_\_\_\_

of \_\_\_\_\_

being a member/members of **GHL SYSTEMS BERHAD**, hereby appoint

\_\_\_\_\_ NRIC No. \_\_\_\_\_

of \_\_\_\_\_

and/or \_\_\_\_\_ NRIC No. \_\_\_\_\_

of \_\_\_\_\_

or failing him/her, the Chairman of the Meeting as my / our proxy / proxies to vote for me / us on my / our behalf at the Thirteenth Annual General Meeting of the Company to be held at West VIP Lounge, Kuala Lumpur Golf and Country Club, No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on 7 May 2007, Monday, at 10.30 a.m. and at any adjournment thereof, in the manner indicated below:-

NO.	RESOLUTIONS	FOR	AGAINST
	<b>As Ordinary Business</b>		
1.	To receive the Financial Statements and Reports for the financial year ended 31 December 2006.		
2.	To approve a first and final Tax Exempt Dividend of 1% for the financial year ended 31 December 2006.		
3.	To re-appoint Tunku Dato' A Malek bin Tunku Kassim as Director.		
4.	To re-elect Mr. Tay Beng Lock as Director.		
5.	To re-elect Mr. Yeng Fook Hoo as Director.		
6.	To approve the payment of Directors' fees for the financial year ended 31 December 2006		
7.	To approve the proposed increase of Directors' fees.		
8.	To re-appoint Messrs Anuarul Azizan Chew & Co. as Auditors of the Company.		
	<b>As special business</b>		
9.	To approve the ordinary resolution pursuant to Section 132D of the Companies Act, 1965.		
10.	To approve the proposed offer of Employee Share Options to Mr. Lee Ting Wah Stanley.		
11.	To approve the proposed offer of Employee Share Options to Mr. Herve Alfieri.		

(Please indicate with 'X' how you wish to cast your vote. In the absence of specific directions, the proxy may vote or abstain from voting on the resolutions as he/she may think fit.)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2007.

Signature : \_\_\_\_\_  
(If shareholder is a corporation, this part should be executed under seal)

NUMBER OF SHARES HELD	
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The proportions of my/our holdings to be represented by my/our proxies are as follows:-

**First Proxy**  
No. of Shares: .....  
Percentage : .....%

**Second Proxy**  
No. of Shares: .....  
Percentage : .....%

**NOTES**

1. A member entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his place. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia.
2. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. 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.
3. The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its attorney duly authorised in writing.
4. 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.
5. The Form of Proxy or other instruments of appointment must be deposited with the Share Registrar of the Company at Symphony Share Registrars Sdn Bhd, Level 26, Menara Multi Purpose, Capital Square, 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur at least 48 hours before the time fixed for holding the meeting or any adjournment thereof, or in the case of a poll, at least 24 hours before the time appointed for the taking of the poll.

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Pleas affix  
postage stamp  
here

The Registrar of  
**GHL SYSTEMS BERHAD (293040-D)**  
*SYMPHONY SHARE REGISTRARS SDN BHD*  
Level 26, Menara Multi Purpose  
Capital Square, 8 Jalan Munshi Abdullah  
50100 Kuala Lumpur.

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