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NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of KHIND HOLDINGS BERHAD will be held at Conference Room, Second Floor, No.2, Jalan Astaka U8/82, Seksyen U8, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 28 May 2002 at 10.00 a.m. to transact the following:-

AGENDA

As Ordinary Business:-

1. To receive the Audited Accounts and Directors' Report for the year ended 31 December 2001 together with the Auditors' Report thereon; **(Resolution 1)**
2. To re-elect as Directors, the following persons, who retire pursuant to **Article 100** of the Company's Articles of Association and being eligible, offer themselves for re-election:-
Dato' Cheng Hup (Resolution 2)
Mr. Cheng Ping Keat (Resolution 3)
Mr. Lee Ah Lan @ Lee Keok Hooi (Resolution 4)
3. To re-elect as Director, **Encik Kamil bin Datuk Hj. Abdul Rahman**, who retires pursuant to **Article 107** of the Company's Articles of Association and being eligible, offers himself for re-election; **(Resolution 5)**
4. To approve the **Directors' Fees** of RM27,000 for year ended 31 December 2001; **(Resolution 6)**
5. To re-appoint Messrs. KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

As Special Business:-

To consider and if thought fit, pass the following resolution :-

6. **ORDINARY RESOLUTION 8 – AUTHORITY TO ISSUE SHARES**
"THAT pursuant to Section 132D of the Companies Act, 1965, full authority is hereby given to the Directors to issue shares in the capital of the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being, subject to the Companies Act, 1965 and the Articles of Association of the Company and approval from the Kuala Lumpur Stock Exchange and other relevant bodies where such approval is necessary."
(Resolution 8)

7. To transact any other business of which due notice shall have been given, in accordance with the Companies Act, 1965.

By Order of the Board

Kam Kooi Hua (MACS 00152)
Goh Soon Siew (MAICSA 0763499)
Joint Company Secretaries

April 30, 2002
Shah Alam
Selangor.

Notes:

1. A Member entitled to attend and vote at this Meeting is entitled to appoint a proxy/proxies to attend and vote on his/her behalf. A proxy need not be a Member of the Company.
2. Where a Member of the Company appoints two or more proxies, the appointment shall be invalid unless the Member specifies the proportion of his/her shareholdings to be represented by each proxy.
3. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or his attorney duly authorized in writing and in the case of a corporation shall be either given under its Common Seal or signed on its behalf by an attorney or officer of the corporation so authorized.
4. The instrument appointing a proxy must be deposited with the Share Registrars, Malaysian Share Registration Services Sdn. Bhd. at 7th Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.
5. **Explanatory Note on Special Business:-**
The proposed Ordinary Resolution 8, if passed, is to give the Directors of the Company, flexibility to issue and allot shares for such purposes as the Directors in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting. This authority will expire at the next Annual General Meeting of the Company.



Holding strong in this economically tough time