

notice of annual general meeting

NOTICE IS HEREBY GIVEN THAT the 31st Annual General Meeting of the members of Lien Hoe Corporation Berhad will be held at Laksamana Ballroom, Hotel Armada, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 28th day of June 2001 at 10.00a.m. for the purpose of transacting the following businesses:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2000 together with the Directors' and Auditors' Reports thereon
(Resolution 1)
2. To re-elect the following Directors who retire in accordance with Article 84 of the Company's Articles of Association:-
Kek Kok Swee *(Resolution 2)*
Chan Wah Long *(Resolution 3)*
3. To re-elect the following Directors who retire in accordance with Section 129 of the Companies Act, 1965:-
Tun Dato' Seri Abdul Hamid Omar *(Resolution 4)*
Dato' Wong Gek Meng *(Resolution 5)*
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration *(Resolution 6)*

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following as Ordinary Resolutions:-

5. "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 numbers of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and such authority shall continue in force until the next Annual General Meeting of the Company."
(Resolution 7)

6. "THAT subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company to allocate an amount not exceeding the total distributable reserves of the Company to purchase on the Kuala Lumpur Stock Exchange up to ten percent (10%) of the issued and paid-up ordinary share capital of RM1.00 each of the Company AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next Annual General Meeting of the Company AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary (including the opening and maintaining of a central depositories account(s) under the Security Industry (Central Depositories) Act, 1991) and entering into all other agreements, arrangements, and guarantees 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, revaluation, variations and/or amendments (if any) as may be imposed by the relevant authorities or as may be required by the Directors and to do all such acts and things as the said Directors may deem fit and expedient in the best interests of the Company." *(Resolution 8)*

To consider and if thought fit, pass the following as Special Resolution:-

7. "THAT, the alterations, modifications, variations or additions to the Articles of Association of the Company as set out in Appendix A attached to the Circular to Shareholders dated 31 May 2001, be and are hereby approved." *(Resolution 9)*
8. To transact any other business of the Company for which due notice shall be given.

BY ORDER OF THE BOARD

LEE SOOK PENG (MAICSA 0810465)

Secretary

Petaling Jaya, Selangor Darul Ehsan

31 May 2001

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 Proxy need not be a member of the Company.
2. The instrument appointing the Proxy must be deposited at the Registered Office at 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time of holding the meeting and at any adjournment thereof.
3. Where the Proxy Form is executed by a corporation, it must be under its common seal or under the hand of an officer or attorney duly authorised.

Explanatory Notes on Special Business

4. Resolution 7, if passed will empower the Directors of the Company 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.

5. Resolution 8, if passed will empower the Directors of the Company to purchase on the Kuala Lumpur Stock Exchange up to 10% of the issued and paid up ordinary shares 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.
6. Resolution 9, is to bring the Articles in line with the amendments made to the revamped Kuala Lumpur Stock Exchange Listing Requirements and to be consistent with current practices and other statutory and regulatory requirements.