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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held at the Company's Registered Office at 846, Jalan Raya, 14209 Sungei Bakap, Seberang Perai Selatan, Pulau Pinang on Monday, 21 June 2004 at 10.30 a.m. for the following purposes:-

AGENDA

1. To receive and consider the Audited Accounts for the year ended 31 December 2003 and the Reports of the Directors and Auditors thereon.

RESOLUTION 1

2. To declare a first and final dividend of 2% (less tax) for the year ended 31 December 2003.

RESOLUTION 2

3. (i) To re-elect Datuk Surin Upatkoon, the Director retiring in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.

RESOLUTION 3

(ii) To re-elect Mr Tang King Hua, the Director retiring in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.

RESOLUTION 4

4. To approve the payment of Directors' fees of RM90,000 in respect of the year ended 31 December 2003 (2002 : RM110,000).

RESOLUTION 5

5. To re-appoint Messrs Moores Rowland as the Company's Auditors and to authorise the Directors to fix their remuneration.

RESOLUTION 6

6. As Special Business:

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

(A) AUTHORITY TO GRANT OPTIONS AND TO ALLOT AND ISSUE SHARES PURSUANT TO THE EMPLOYEES' SHARE OPTION SCHEME

"That pursuant to Section 132D of the Companies Act, 1965, approval be and is hereby given to the Directors to offer and grant options to eligible employees and eligible Directors of the Company and its subsidiary companies ("the Group") pursuant to the MWE Holdings Berhad Employees' Share Option Scheme ("ESOS") which was approved at the Extraordinary General Meeting of the Company held on 20 June 2001, and to allot and issue such new ordinary shares in the Company from time to time during the duration of the ESOS to the eligible employees and eligible Directors of the Group pursuant to their exercise of the options under the ESOS."

RESOLUTION 7

(B) AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"That pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue new ordinary shares in the Company, from time to time 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 issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional new ordinary shares so issued on the 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 8

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

NOTICE OF BOOK CLOSURE

NOTICE IS ALSO HEREBY GIVEN THAT the first and final dividend of 2% (less tax) in respect of the financial year ended 31 December 2003, if approved by shareholders, will be paid on 9 August 2004 to depositors registered in the Records of Depositors at the close of business on 16 July 2004.

A Depositor shall qualify for entitlement only in respect of:

- (a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 16 July 2004 in respect of ordinary transfers; and
- (b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

LIM KONG YOW (MIA 4979)

Company Secretary

Date: 29 May 2004

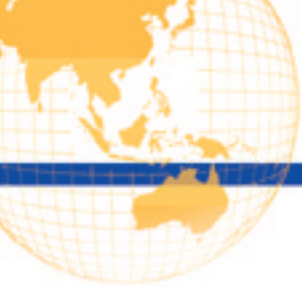
Penang

Notes:

1. A member of the Company entitled to attend and vote at the Meeting, is entitled to appoint a proxy or two proxies to attend and vote instead of him. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. A proxy need not be a member of the Company.
2. The form of proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, must be executed under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy must be deposited at the Company's Registered Office at 846, Jalan Raya, 14209 Sungei Bakap, Seberang Perai Selatan, Pulau Pinang not less than 48 hours before the time appointed for holding the Meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

4. The Proposed Resolution 7, if passed, will empower the Directors to offer and grant options and issue shares in the Company pursuant to the ESOS which was approved at the Extraordinary General Meeting of the Company held on 20 June 2001.
5. The Proposed Resolution 8, if passed, will renew the powers given to the Directors at the last Annual General Meeting authority to issue up to ten percentum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.



STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.28(2) of the Listing Requirements of the Bursa Malaysia Securities Berhad)

1. Directors who are standing for re-election at the forthcoming Annual General Meeting of the Company pursuant to Article 109 of the Company's Articles of Association

- (i) Datuk Surin Upatkoon
- (ii) Tang King Hua

2. Details of attendance of Directors at Board Meetings

There were five (5) Board meetings held during the financial year ended 31 December 2003. Details of attendance of the Directors are set out in the Statement on Corporate Governance appearing on page 16 of the Annual Report.

3. Place, Date and Time of Annual General Meeting

The Annual General Meeting of the Company shall be held at 846, Jalan Raya, 14209 Sungei Bakap, Seberang Perai Selatan, Pulau Pinang on Monday, 21 June 2004 at 10.30 a.m.

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

Details of Directors who are standing for re-election are set out in the Directors' Profile appearing on pages 9 to 10 of the Annual Report.



CORPORATE INFORMATION

DIRECTORS

Tang King Hua
Lim Kong Yow
Datuk Surin Upatkoon
D.S.P.N.
Lawrence Lim Swee Lin
Dato' Ahmad Hasmuni bin Hj. Hussein
D.S.S.A.
Dato' Shahbudin bin Imam Mohamad
D.S.A.P., D.I.M.P., S.A.P., J.S.N., P.J.K.
Tan Chor Teck

AUDIT COMMITTEE

Dato' Ahmad Hasmuni bin Hj. Hussein
*Committee Chairman/
Independent Non-Executive Director*
Dato' Shahbudin bin Imam Mohamad
Independent Non-Executive Director
Tan Chor Teck
Independent Non-Executive Director
Lim Kong Yow
Executive Director

NOMINATION COMMITTEE

Dato' Ahmad Hasmuni bin Hj Hussein
*Committee Chairman/
Independent Non-Executive Director*
Dato' Shahbudin bin Imam Mohamad
Independent Non-Executive Director
Tan Chor Teck
Independent Non-Executive Director

REMUNERATION COMMITTEE

Tan Chor Teck
*Committee Chairman/
Independent Non-Executive Director*
Dato' Ahmad Hasmuni bin Hj. Hussein
Independent Non-Executive Director
Lim Kong Yow
Executive Director

SECRETARY

Lim Kong Yow
MIA 4979

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

846, Jalan Raya
14209 Sungei Bakap
Seberang Perai Selatan
Pulau Pinang
Tel : 04 - 582 4811
Fax : 04 - 582 4707

REGISTRARS

Metra Management Sdn Bhd (62169-A)
30.02, 30th Floor
Menara Multi-Purpose, Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
Tel : 03- 2698 3232
Fax : 03- 2698 0313

AUDITORS

Moores Rowland (AF 0593)
Chartered Accountants
7th Floor, South Block
Wisma Selangor Dredging
142-A, Jalan Ampang
50450 Kuala Lumpur

DOMICILE

Malaysia

LEGAL FORM AND PLACE OF INCORPORATION

A public listed company incorporated in Malaysia under the Companies Act, 1965 and limited by shares

PRINCIPAL BANKERS

Malayan Banking Berhad
Bumiputra-Commerce Bank Berhad
Southern Bank Berhad
RHB Sakura Merchant Bankers Berhad

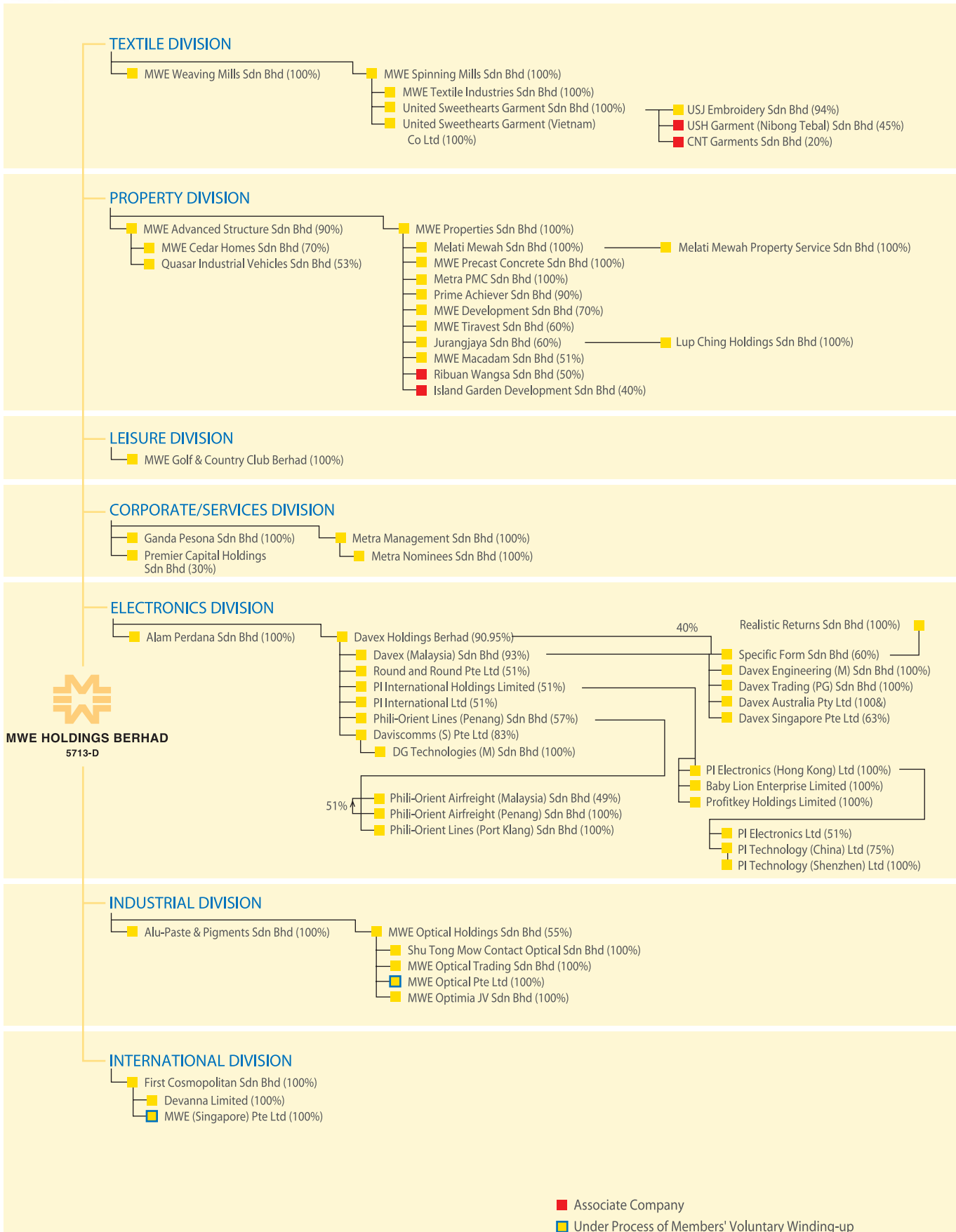
SOLICITORS

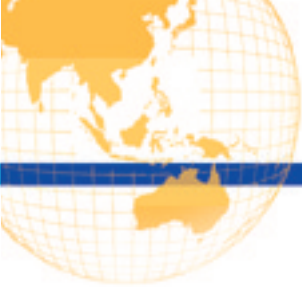
Ghazi & Lim
Adam Bachek & Associates
C.T. Choo & Co.

LISTING

The Bursa Malaysia Securities Berhad
Main Board

CORPORATE STRUCTURE





FIVE YEARS' GROUP FINANCIAL HIGHLIGHTS

	1999	2000	2001	2002	2003
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GROSS REVENUE (RM'000)

	370,371	466,082	471,554	490,968	556,298
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PROFIT/ (LOSS) BEFORE TAX (RM'000)

	16,354	2,664	(21,449)	(2,250)	30,304
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PAID UP CAPITAL (RM'000)

	167,131	209,794	209,794	209,794	209,951
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SHAREHOLDERS' FUNDS (RM'000)

	259,680	288,060	256,934	232,040	239,986
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GROSS EARNINGS/ (LOSS) PER SHARE (SEN)

	10	1	(10)	(1)	14
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TOTAL ASSETS (RM'000)

	602,097	632,949	567,069	540,196	615,946
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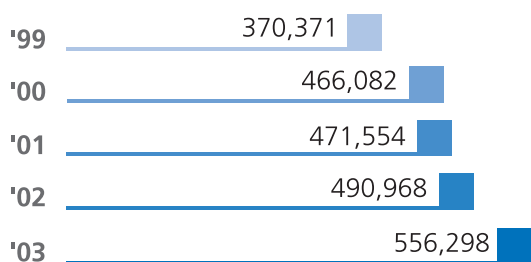
GROSS DIVIDEND (%)

	1	1	1	1	2
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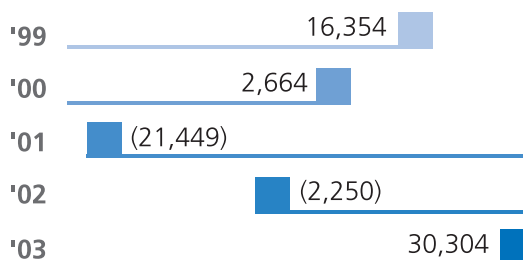


FIVE YEARS' GROUP FINANCIAL HIGHLIGHTS

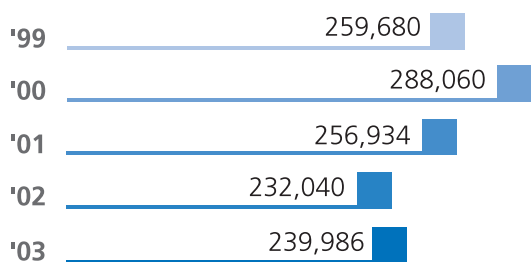
GROSS REVENUE (RM'000)



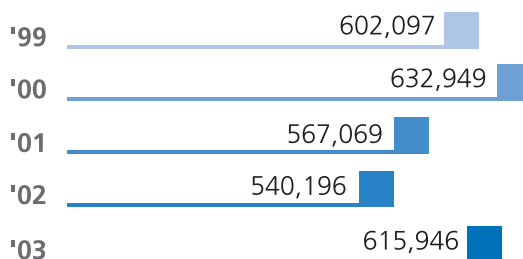
PROFIT/ (LOSS) BEFORE TAX (RM'000)



SHAREHOLDERS' FUNDS (RM'000)



TOTAL ASSETS (RM'000)





DIRECTORS' PROFILE

TANG KING HUA (Managing Director)

Malaysian, aged 46, was appointed as an Executive Director of MWE on 2 February 2000 and subsequently as a Managing Director on 28 August 2002. Mr. Tang graduated with a Bachelor degree in Industrial Engineering from Canada Technical University of Nova Scotia in 1982. He started his career in 1983 by working in a multi-national electronics company overseeing quality control, production and engineering functions.

His vast experience in the field of electronics had enabled him to spearhead the pioneer team in setting-up a company called Eastrade Electronics (M) Sdn Bhd. Currently, Mr. Tang is the Managing Director of Davex Group of Companies and he oversees the overall profitability and viability of the Group. He is responsible for the identification and penetration of any new and potential markets for the Group both locally and overseas.

LIM KONG YOW (Executive Director)

Malaysian, aged 49, was appointed to the Board of MWE on 11 December 2001. Mr. Lim obtained his professional qualifications from Chartered Institute of Management Accountants (United Kingdom) in 1982 and is a member of Malaysian Institute of Accountants. He has more than 20 years of working experience in the field of audit, accounting, management, tax and secretarial services.

Mr. Lim started his career by working in Multi-Purpose Holdings Berhad attached to Internal Audit Department for 2 years before moving to Hong Leong Group of Companies. In December 1989, he joined MWE Group of Companies as a Group Chief Accountant and was later promoted to Group Financial Controller. He is principally involved in the accounting, administration, financial functions and management of the MWE Group. He sits on the Boards of several private limited companies.

DATUK SURIN UPATKOON (Non Independent Non-Executive Director)

Thai, aged 55, was appointed to the Board of MWE on 29 July 1976.

Currently, Datuk Upatkoon is also the Managing Director and Chairman of Multi-Purpose Holdings Berhad and Magnum 4D Berhad respectively, public companies listed on the Main Board of the Bursa Malaysia Securities Berhad.

Datuk Upatkoon has vast working experience particularly in the textile manufacturing business and played a key role in the expansion and development of MWE Group of Companies. He was first appointed the Managing Director of MWE Spinning Mills Sdn Bhd on 30 November 1974, taking charge of its day-to-day operations. Subsequently, he was appointed the Managing Director of MWE Weaving Mills Sdn Bhd.

Datuk Upatkoon is actively involved in community services for the benefit of education and charity. He is a Director of Han Chiang College in Penang and Vice President of Penang Table Tennis Association. He also sits on the Boards of several private limited companies.

LAWRENCE LIM SWEE LIN (Non-Independent Non-Executive Director)

Malaysian, aged 47, was appointed to the Board of MWE Holdings Berhad on 1 August 1989. Mr Lim holds a Bachelor of Arts degree in Economics (Honours) from the University of Sheffield and a Masters degree in Business Administration from University of Manchester, United Kingdom.

He is also an Executive Director of Magnum 4D Berhad and also of its holding company, Magnum Corporation Berhad. Prior to this, Mr Lim was with a leading merchant bank in Malaysia where he was principally involved in syndications, debt securitization and project financing. In addition, he sits on the Boards of a number of private and public limited companies both in Malaysia and overseas.

DATO' AHMAD HASMUNI BIN HJ. HUSSEIN (Independent Non-Executive Director)

Malaysian, aged 69, was appointed to the Board of MWE on 26 January 2000. Dato' Ahmad Hasmuni holds a Bachelor of Arts degree from University of Malaya (1965). He has served in the Ministry of Education since 1965 and later, became the Secretary to the Senate Parliament of Malaysia in 1970 prior to his retirement from the government service in 1986.

Dato' Ahmad Hasmuni has gained vast experiences in construction, property development and transportation and was appointed to the Boards of several private limited companies. Currently, he is also a Director of Sin Kean Boon Group Berhad, a public company listed on the Bursa Malaysia Securities Exchange Berhad.

DATO' SHAHBUDIN BIN IMAM MOHAMAD (Independent Non-Executive Director)

Malaysian, aged 62, was appointed to the Board of MWE on 14 September 2000. Dato' Shahbudin graduated with a Bachelor of Arts degree from University of Malaya in 1966.

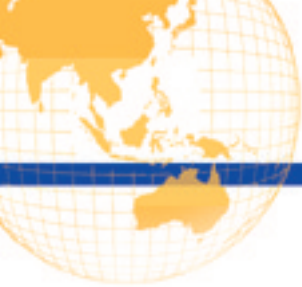
He spent over 31 years of his career with the Malaysian Government holding various positions such as Assistant Secretary of Malaysian Home & Foreign Service in the Ministry of Labour, Assistant Secretary of Establishment Division in the Public Service Department, Principal Assistant Secretary in the Ministry of Defence, Deputy Secretary-General in the Ministry of Energy, Telecom & Post, Deputy Director Budget in the Treasury, The Honourable State Secretary in Pahang and lastly as a Deputy Secretary General - Operation in the Ministry of Finance before he retired in 1997.

Dato' Shahbudin also sits on the Boards of two public listed companies, namely, Bonia Corporation Berhad and Amanah Capital Partners Berhad. He also sits on the Boards of several private limited companies.

TAN CHOR TECK (Independent Non-Executive Director)

Malaysian, aged 42, was appointed to the Board of MWE on 14 September 2000. Mr. Tan graduated with a degree in Law & Arts from the Melbourne University in 1984. He started his career by working on various projects in Sydney before returning to Malaysia in 1996 where he had been involved in residential property development and management.

Currently, Mr. Tan sits on the Boards of several private limited companies that are involved in property development and property management. He also runs a film production company that produced a major Malaysian film called "Spinning Gasing".



PARTICULARS OF DIRECTORS

Name	Nationality	Details of membership in Board Committees	Family relationship with any director and/or major shareholder of MWE	Conflict of interest with MWE	Convictions for offences within the past 10 years other than traffic offences
Tang King Hua (Appointed on 2 February 2000)	Malaysian/ Chinese	ESOS	NIL	NIL	NIL
Lim Kong Yow (Appointed on 11 December 2001)	Malaysian/ Chinese	ESOS, AC & RC	NIL	NIL	NIL
Datuk Surin Upatsoon (Appointed on 29 July 1976)	Thai/ Chinese	ESOS	NIL	NIL	NIL
Lawrence Lim Swee Lin (Appointed on 1 August 1989)	Malaysian/ Chinese	-	NIL	NIL	NIL
Dato' Ahmad Hasmuni bin Hj. Hussein (Appointed on 26 February 2000)	Malaysian/ Malay	AC, NC & RC	NIL	NIL	NIL
Dato' Shahbudin bin Imam Mohamad (Appointed on 14 September 2000)	Malaysian/ Malay	AC & NC	NIL	NIL	NIL
Tan Chor Teck (Appointed on 14 September 2000)	Malaysian/ Chinese	AC, NC & RC	NIL	NIL	NIL

AC - Audit Committee
 RC - Remuneration Committee
 NC - Nomination Committee
 ESOS - Employees' Share Options Scheme Committee