

# NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting of the Company will be held at Junior Ballroom 1 (Level 2), Hotel Nikko Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur on Friday, 28 June 2002 at 3.00p.m. for the purpose of transacting the following businesses:-

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the year ended 31 December 2001 together with the Directors' and Auditors' reports therein.

**Ordinary Resolution 1**

2. To approve the Directors' fees for non-executive Directors for the year ended 31 December 2001.

**Ordinary Resolution 2**

3. To re-elect the following Directors retiring in accordance with Article 113 of the Company's Articles of Association and being eligible, they offer themselves for re-election:-

- (i) Christopher Ho Wing On
- (ii) Premilla Ann A/P John David

**Ordinary Resolution 3**

**Ordinary Resolution 4**

4. To re-elect the following Directors retiring in accordance with Article 118 of the Company's Articles of Association and being eligible, they offer themselves for re-election:-

- (i) Michael Andrew Barclay Binney
- (ii) Samuel Yuen Kin
- (iii) Paul Law Kwok Fai

**Ordinary Resolution 5**

**Ordinary Resolution 6**

**Ordinary Resolution 7**

5. To re-appoint Messrs Arthur Andersen & Co as Auditors and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 8**

### AS SPECIAL BUSINESS

**Authority to Directors under Section 132D of the Companies Act 1965 to allot and issue shares in the Company**

6. To empower the Directors, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any 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 share capital of the Company as at the date of this Annual General Meeting and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Kuala Lumpur Stock Exchange and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company.

**Ordinary Resolution 9**

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7. To transact any other business for which due Notice shall have been given.

By Order Of The Board

GWEE OOI TENG  
(MAICSA 0794701)  
Company Secretary

Kuala Lumpur  
6 June 2002

A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote on a show of hands or on a poll in his stead. A proxy may but need not be a member of the Company.

In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer of the corporation duly authorised in that behalf.

Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.

The instrument appointing a proxy must be deposited at the Company's Registered Office situated at Level 13, Menara Milenium, 8 Jalan Damanlela, Damansara Heights, 50490 Kuala Lumpur, not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

### **Note 2**

Resolution pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 9, if passed, would enable the Directors to issue up to a maximum of 10% of the issued and paid up share capital of the Company as at the date of this Annual General Meeting for such purposes as the Directors consider would be in the best interest of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next annual general meeting.

# STATEMENT ACCOMPANYING NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.28(2) of the Kuala Lumpur Stock Exchange Listing Requirements, appended hereunder are the following:

1. The details of the Directors standing for re-election under Agenda items 3, 4, 5, 6 and 7 of the Notice of the Eighth Annual General Meeting are as follows:-

- 1.1 Directors to retire pursuant to Article 113 of the Company's Articles of Association are:-

Christopher Ho Wing On

- 51 years of age, Canadian.
- Non-Independent Non-Executive Director.
- He graduated with a Bachelor of Commerce degree from the University of Toronto, Canada in 1974.
- Appointed to the Board of NCB as Director on 23 April 1997. He does not have any directorship in any public companies.
- He was a partner of Messrs Ernst & Young, Hong Kong from 1984 to 1991. He joined The Grande Holdings Limited in 1991. He has extensive experience in manufacturing, corporate finance, international trade and hotels. He is also President and Group Chief Executive Officer of The Grande Holdings Limited, a publicly listed company on the Stock Exchange of Hong Kong, and Chairman and Group Chief Executive of Lafe Technology Limited, a publicly listed company in Singapore.
- He is a major shareholder of NCB through his indirect interest in NCB and pursuant thereto, he is deemed interested in the shares of the subsidiary companies of NCB to the extent of his interest in NCB.
- No family relationship with any Director and/or major shareholder of NCB.
- No conflict of interest with NCB.
- Has never been charged for any offence within the past 10 years.

Premilla Ann A/P John David

- 47 years of age, Malaysian.
- Independent and Non-Executive Director.
- She graduated with a Bachelor of Laws degree from the University of Malaya in 1978.
- Appointed to the Board of NCB as Director on 23 May 1997. He does not have any directorship in any public companies.
- She commenced legal practice in January 1979 after having been admitted to the Malaysian Bar in the same year. She is a partner in a legal firm in Kuala Lumpur.
- She does not hold any shares, directly or indirectly, in NCB (or any of its subsidiaries).
- No family relationship with any Director and/or major shareholder of NCB.
- No conflict of interest with NCB.
- Has never been charged for any offence within the past 10 years.

## STATEMENT ACCOMPANYING NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

### 1.2 Directors to retire pursuant to Article 118 of the Company's Articles of Association are:-

Michael Andrew Barclay Binney

- 43 years of age, British.
- Non-Independent and Non-Executive Director.
- He graduated with Certificate in Accountancy from Coventry University, Coventry, West Midlands, England.
- Appointed to the Board of NCB as Director on 27 November 2001. He does not have any directorship in any public companies.
- He is a Fellow Member of the Institute of Chartered Accountants in England & Wales and a Fellow Member of the Hong Kong Society of Accountants. He has 8 years working experience in the accounting profession and 11 years working experience in the Computer and Consumer Electronics industry, Manufacturing and Sales & Distribution sector. He is also a director of The Grande Holdings Limited and Nakamichi Corporation Japan. He is currently an Executive and Chief Financial Officer of the Grande Group.
- He does not hold any shares, directly or indirectly, in NCB (or any of its subsidiaries).
- No family relationship with any Director and/or major shareholder of NCB.
- No conflict of interest with NCB.
- Has never been charged for any offence within the past 10 years.

Samuel Yuen Kin

- 48 years of age, Canadian.
- Non-Independent and Non-Executive Director.
- He graduated as Chartered Accountant from Ontario Institute of Chartered Accountants, Canada.
- Appointed to the Board of NCB as Director on 27 November 2001. He does not have any directorship in any public companies.
- He is a Fellow Member of the Association of Chartered Certified Accountants, United Kingdom and a Fellow Member of the Hong Kong Society of Accountants, Hong Kong. He joined Arthur Andersen (HK), Audit Division in July 1978 and joined Peatmarvick Thorne, Audit Division in September 1983. In August 1986, he moved to the Canadian Revenue, Taxation & Audit Directorate & International Taxation. Since March 1992, he became a Director of The Grande Holding Ltd until today. He is also a director of The Alpha Capital Group Limited. Since March 2000, he has been with Sansui Electric Co. Ltd, as one of their Corporate Auditors.
- He does not hold any shares, directly or indirectly, in NCB (or any of its subsidiaries).
- No family relationship with any Director and/or major shareholder of NCB.
- No conflict of interest with NCB.
- Has never been charged for any offence within the past 10 years.

# STATEMENT ACCOMPANYING NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

Paul Law Kwok Fai

- 46 years of age, British.
- Non-Independent and Non-Executive Director.
- He holds a Bachelor of Science from University of Western Canada.
- Appointed to the Board of NCB as Director on 27 November 2001. He does not have any directorship in any public companies.
- He joined DataBase Asia Ltd as System Manager in year 1979. From 1987 to 1990, he moved to Management Consultancy Services, Ernst & Young HK and took the position as Manager. Currently, he is an Executive Director of the Grande Holdings Ltd.
- He does not hold any shares, directly or indirectly, in NCB (or any of its subsidiaries).
- No family relationship with any Director and/or major shareholder of NCB.
- No conflict of interest with NCB.
- Has never been charged for any offence within the past 10 years.

2. The details of the place, date and time of the Board meetings held in the financial year ended 31 December 2001 are as follows:-

Date	Time	Place
26 February 2001	3.55 pm	Kuala Lumpur
5 April 2001	5.00 pm	Kuala Lumpur
21 May 2001	11.45 am	Kuala Lumpur
14 August 2001	11.00 am	Kuala Lumpur
26 November 2001	4.55 pm	Kuala Lumpur

A total of 5 meetings of the Board of Directors were held during the financial year ended 31 December 2001. The details of attendance of Directors at the board meetings held in the financial year ended 31 December 2001 are as follows:-

Name of Director	Number of meetings attended
Mirzan Bin Mahathir	2/5
Christopher Ho Wing On	2/5
Premilla Ann A/P John David	5/5
Ma Chi Chiu	1/5
Yohan A Rajan	4/5
Lee Hock Chye	5/5
Michael Andrew Barclay Binney*	-
Samuel Yuen Kin*	-
Paul Law Kwok Fai*	-
Hon Tak Kwong+++	5/5
Mohammad Karim Bin Mohammad Raslan+	1/5
Cheung King Kwok+	0/5
Lee Ming Kong+	0/5
Wong Wai Man++	1/5

\*Appointed on 27 November 2001

+Resigned on 16 March 2001

++Resigned on 16 May 2001

+++Resigned on 27 November 2001