



# **NYLEX (MALAYSIA) BERHAD**

(Company No.: 9378-T)  
(Incorporated in Malaysia under the Companies Act, 1965)

**Registered Office:**

Unit C508, Block C  
Kelana Square  
Jalan SS7/26, Kelana Jaya  
47301 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

3 November 2008

To: The Shareholders of Nylex (Malaysia) Berhad

Dear Sir/Madam,

**NOTICE OF 38<sup>TH</sup> ANNUAL GENERAL MEETING DATED 29<sup>TH</sup> OCTOBER 2008 ("NOTICE")**

We refer to the abovementioned Notice which appeared in the 2008 Annual Report of the Company.

We wish to inform you that there is an omission in the above Notice. Due to unforeseen circumstances, the resolution to approve the payment of final dividend for the financial year ended 31 May 2008 was omitted from the Notice.

We enclose herewith the amended Notice and the amended Proxy Form for your attention. The resolution to approve the payment of final dividend is now in Agenda 2 of the amended Notice.

**PLEASE USE THE AMENDED PROXY FORM IF YOU WISH TO APPOINT A PROXY TO VOTE ON YOUR BEHALF AT THE ANNUAL GENERAL MEETING OF THE COMPANY.**

We apologise for any inconvenience caused.

By Order of the Board

CHOO SE ENG  
STEPHEN GEH SIM WHYIE  
Company Secretaries

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## **NYLEX (MALAYSIA) BERHAD**

(Company No.: 9378-T)  
(Incorporated in Malaysia under the Companies Act, 1965)

### **AMENDED NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 38<sup>th</sup> Annual General Meeting of the Company will be held at Ballroom 3, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Kiara 1, 60000 Kuala Lumpur on Thursday, 20 November 2008 at 2.30 p.m. to transact the following businesses:

#### **AGENDA**

##### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements, Reports of the Directors and the Auditors thereon for the financial year ended 31 May 2008; **[Please refer Explanatory Note 1]**
2. To approve the payment of final dividend for the financial year ended 31 May 2008 as follows: **[Resolution 1]**
  - (i) cash dividend of 4.5 sen per share, less 26% income tax; and
  - (ii) tax-exempt dividend in the form of distribution of one (1) treasury share for every twenty (20) existing ordinary shares of RM1.00 each held in the Company, fraction of a treasury share to be disregarded;
3. To approve Directors' fees for the financial year ended 31 May 2008; **[Resolution 2]**
4. To re-elect the following Directors who retire pursuant to Article 109 of the Company's Articles of Association:
  - 4.1 Dato' Johari Razak **[Resolution 3]**
  - 4.2 Dato' Mohd Ismail bin Che Rus **[Resolution 4]**
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Board of Directors to fix their remuneration; **[Resolution 5]**

##### **AS SPECIAL BUSINESS**

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

6. Proposed Amendments To The Articles Of Association Of The Company **[Resolution 6]**

"THAT the proposed amendments to the Articles of Association of the Company as contained in Appendix I of the Company's Circular/Statement to Shareholders dated 29 October 2008 ("Proposed Amendments") be and are hereby approved AND THAT the Directors be and are hereby authorised to do all acts and things and take all steps as may be considered necessary to give full effect to the Proposed Amendments."

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

7. Proposed Issuance Of New Ordinary Shares Of RM1.00 Each Pursuant To Section 132D of the Companies Act, 1965 **[Resolution 7]**

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue new ordinary shares of RM1.00 each in the Company from time to time and upon such terms and conditions to such persons and for such purposes as the Directors may deem fit provided that the aggregate number of new ordinary shares to be issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued share capital 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 the Directors are further authorised to make such applications to Bursa Malaysia Securities Berhad and to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution."

8. Proposed Renewal Of The Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature **[Resolution 8]**

"THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries shall be mandated to enter into the recurrent related party transactions of a revenue or trading nature and with those related parties as specified in Section 2.4 of Part B of the Circular/Statement to Shareholders dated 29 October 2008 subject to the following:

- (i) that the transactions are in the ordinary course of business, made on arm's length and on normal commercial terms and are on terms not more favourable than those generally available to the public and not to the detriment of the minority shareholders;
- (ii) that disclosure is made in the annual report, of the breakdown of the aggregate value of transactions conducted pursuant to the Shareholders' mandate during the financial year based on the type of recurrent transactions made and the related parties involved;
- (iii) that the authority conferred by such mandate shall continue to be in force from the date of this resolution, unless revoked or varied by resolution passed by shareholders of the Company at a general meeting, until the conclusion of the next annual general meeting of the Company or after the date it is required to be held pursuant to Section 143 (1) of the Companies Act, 1965 ("Act") but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; and
- (iv) that the Directors and/or any one of them be and are hereby authorised to complete and to do all such acts and things, including executing such documents as may be required, to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

9. Proposed Renewal of Shareholders' Mandate on Share Buy-Back

**[Resolution 9]**

"THAT subject to the Companies Act, 1965 ("Act"), the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Articles of Association and other applicable laws rules regulations and guidelines of the relevant authorities, the Company be and is hereby authorised to utilise an amount not exceeding the total share premium account and retained profits of the Company to purchase such number of ordinary shares of RM1.00 each in the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the ordinary shares so purchased pursuant to this resolution shall in aggregate with the treasury shares as defined under Section 67A of the Act ("Treasury Shares") then still held by the Company not exceed ten per centum (10%) of the total issued and paid-up share capital 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 unless earlier revoked or varied by a resolution of the shareholders of the Company at a general meeting AND THAT the Directors be and are hereby authorised to either cancel the shares so purchased or retain same as Treasury Shares and may distribute the Treasury Shares as share dividend or to sell same in a manner they deem fit and expedient in the best interest of the Company and in accordance with the Act, the applicable laws rules regulations and guidelines of Bursa Securities and any other regulatory authorities for the time being in force."

10. Other Ordinary Business

To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By order of the Board,

**CHOO SE ENG**  
**STEPHEN GEH SIM WHYE**  
Secretaries

Petaling Jaya  
29 October 2008

## NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote for him. A proxy may but need not be a member of the Company.
2. In the case of a corporate shareholder, the instrument appointing a proxy shall be under its Common Seal or its attorney.
3. A member shall be entitled to appoint not more than two (2) proxies pursuant to Section 149(1)(c) of the Companies Act, 1965. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Unit C508, Block C, Kelana Square, Jalan SS7/26, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting.

## EXPLANATORY NOTES

1. **Item 1 of the Agenda**  
This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval by the Shareholders for the audited financial statements.
2. **Item 6 of the Agenda**  
Resolution 6 proposed under item 6 of the Agenda, if passed, will give the Directors authority to amend the Company's Articles of Association to be in line with the amendments to the Listing Requirements of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements.
3. **Item 7 of the Agenda**  
Resolution 7 proposed under item 7 of the Agenda, if passed, will give the Directors authority to issue and allot 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 best interest of the Company. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the Shareholders at a general meeting, expire at the next annual general meeting.
4. **Item 8 of the Agenda**  
Resolution 8 proposed under item 8 of the Agenda, if passed, will authorise the Company and its subsidiaries to enter into recurring transactions of a revenue or trading nature with its related parties as defined in the Listing Requirements of Bursa Malaysia Securities Berhad. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the Shareholders at a general meeting, expire at the next annual general meeting.
5. **Item 9 of the Agenda**  
Resolution 9 proposed under item 9 of the Agenda, if passed, will enable the Company to purchase and/or hold up to 10% of its own shares. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the Shareholders at a general meeting, expire at the next annual general meeting.

## STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

Further details of the Directors standing for election as required under Appendix 8A of the Listing Requirements of Bursa Malaysia Securities Berhad can be found in pages 6 to 7 of the Company's Annual Report 2008.

**NYLEX (MALAYSIA) BERHAD**

(Company No: 9378-T)  
(Incorporated in Malaysia)

|                    |  |
|--------------------|--|
| CDS A/C No.        |  |
| No. of shares held |  |

**AMENDED PROXY FORM**

I/We .....  
(Full Name in Block Letters)

of .....  
(Full Address)

being (a) member(s) of NYLEX (MALAYSIA) BERHAD, hereby appoint.....

.....  
(Full Name in Block Letters)

of .....or  
(Full Address)

.....  
(Full Name in Block Letters)

of .....or  
(Full Address)

failing \*him/her, the Chairman of the Meeting as \*my/our proxy to attend and to vote for \*me/us on \*my/our behalf at the 38<sup>th</sup> Annual General Meeting of the Company to be held at Ballroom 3, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Kiara 1, 60000 Kuala Lumpur on Thursday, 20 November 2008, at 2.30 p.m. or any adjournment thereof and to vote as indicated below:

| Item | Agenda   |            |     |         |
|------|--|------------|-----|---------|
| 1.   | To receive the audited financial statements and reports thereon.   |            |     |         |
|      |  | Resolution | For | Against |
| 2.   | To approve the payment of final dividend.  | 1          |     |         |
| 3.   | To approve the payment of Directors' fees.   | 2          |     |         |
| 4.   | To re-elect the following Directors who retire pursuant to Article 109 of the Company's Articles of Association: |            |     |         |
|      | 4.1 Dato' Johari Razak   | 3          |     |         |
|      | 4.2 Dato' Mohd Ismail bin Che Rus  | 4          |     |         |
| 5.   | To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.                        | 5          |     |         |
| 6.   | To approve the proposed amendments to the Articles of Association of the Company.                                | 6          |     |         |
| 7.   | To approve the issue of new ordinary shares pursuant to Section 132D of the Companies Act, 1965.                 | 7          |     |         |
| 8.   | To approve the renewal of recurring related party transaction mandate.   | 8          |     |         |
| 9.   | To approve the renewal of share buy-back mandate.  | 9          |     |         |

(Please indicate with "X" how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion.)

Dated this ..... day of ..... 2008

.....  
[Signature / Common Seal of shareholder(s)]

[\*Delete if not applicable]

Telephone no.  
during office hours : .....

**Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote for him. A proxy may but need not be a member of the Company.
2. In the case of a corporate shareholder, the instrument appointing a proxy shall be under its Common Seal or its attorney.
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AFFIX  
STAMP

**NYLEX (MALAYSIA) BERHAD**  
(Company No. : 9378-T)

Registered Office:  
Unit C508, Block C, Kelana Square  
Jalan SS7/26, Kelana Jaya  
47301 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

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