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Corporate Information

BOARD OF DIRECTORS

Dato' Megat Abdul Rahman bin Megat Ahmad Chairman

Koon Poh Ming

Executive Vice Chairman

Dato' Koon Poh KeongGroup Chief Executive Officer

Koon Poh Weng

Koon Poh Kong

Koon Poh Tat

Kuan Shin @ Kuan Nyong Hin

Mohamad Faiz bin Abdul Hamid

Loo Lean Hock

Tan Heng Kui

Kuan Pek Seng

Alternate Director to Kuan Shin @ Kuan Nyong Hin

COMPANY SECRETARIES

Tai Yit Chan (MAICSA 7009143) Saw Bee Lean (MAICSA 0793472)

SHARES AND WARRANTS REGISTRAR

Tenaga Koperat Sdn. Bhd. 20th Floor, Plaza Permata, Jalan Kampar, Off Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia.

Tel: 603-4041 6522 Fax: 603-4042 6352

REGISTERED OFFICE

Level 7, Setia 1, 15, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia.

Tel: 603-2095 7188 Fax: 603-2095 0988

CORPORATE OFFICE

Lot 6464 Batu 5 3/4, Jalan Kapar, Sementa, 42100 Klang, Selangor Darul Ehsan, Malaysia.

Tel: 603-3291 3188 Fax: 603-3291 3637

Website URL: www.pressmetal.com

PRINCIPAL BANKERS

Bumiputra-Commerce Bank Berhad Citibank Berhad United Overseas Bank (M) Berhad Malayan Banking Berhad Alliance Bank (M) Berhad Eon Bank Berhad

AUDITORS

KPMG (Chartered Accountants) Wisma KPMG, Jalan Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia.

STOCK EXCHANGE LISTING

The Main Board, Bursa Malaysia Securities Berhad



Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of Press Metal Berhad will be held at Room Tun H. S. Lee, Commonwealth House, No. 4 Jalan Birah, Damansara Heights, 50490 Kuala Lumpur on Friday, 3 June 2005 at 9.30 a.m.

AGENDA

As Ordinary Business

1.	To receive and adopt the Audited Financial Statements for the financial year ended 31 December	Resolution
	2004 together with the Reports of the Directors and Auditors thereon.	
2.	To declare a final dividend of 3% less 28% tax for the financial year ended 31 December 2004.	Resolution 2

3. To approve the payment of Directors' Fees in respect of the financial year ended 31 December 2004.

4. To re-elect the following Directors retiring pursuant to Article 92 of the Articles of Association of the Company:-

(i) Kuan Shin @ Kuan Nyong Hin
Resolution 4
(ii) Loo Lean Hock
(iii) Tan Heng Kui
To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their
Resolution 7

5. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.

As Special Business

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

- 6. Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares
 - (a) "That pursuant to the bonus issue of up 84,446,851 new ordinary shares of RM0.50 each ("Bonus Issue") as approved at the Extraordinary General Meeting of the Company held on 19 April 2005, the Directors of the Company be and are hereby authorised, in accordance with Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time in accordance with the Bonus Issue."
 - (b) "That pursuant to the renounceable two-call rights issue of up 168,893,702 new ordinary shares of RM0.50 each together with up to 84,446,851 free detachable warrants ("Two-Call Rights Issue with Warrants") as approved at the Extraordinary General Meeting of the Company held on 19 April 2005, the Directors of the Company be and are hereby authorised, in accordance with Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time in accordance with the Two-Call Rights Issue with Warrants."
 - (c) "That pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in 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 does not exceed ten per centum (10%) of the issued Share Capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue."
- 7. Proposed Renewal of Shareholders' Mandate for Press Metal Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

"THAT, the mandate granted by the shareholders of the Company at the Annual General Meeting held on 17 June 2004 pursuant to paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company and its subsidiaries ("PMB Group") to enter into the recurrent transactions of a revenue or trading nature as set out in Section 2.3(i) of the Circular to Shareholders dated 12 May 2005 ("Circular") with the related parties mentioned therein which are necessary for the PMB Group's day-to-day operations, be and is hereby renewed.

Resolution 8

1

Resolution 3

Resolution 9

Resolution 10

Resolution 11



Notice Of Annual General Meeting

THAT the PMB Group is hereby authorised to enter into the Proposed Shareholders' Mandate provided that:-

- a) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- b) the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year on the type of Recurrent Related Transactions made, the names of the related parties involved in each type of Recurrent Related Party Transactions and their relationships with the Company.

THAT the authority conferred shall continue to be in force until:-

- i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
- ii) the expiration of the period within which the next AGM of the Company 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); or
- iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate."

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Nineteenth Annual General Meeting, a final dividend of 3% less 28% tax, for the financial year ended 31 December 2004 will be paid to shareholders on 30 June 2005. The entitlement date for the said dividend shall be 6 June 2005.

A Depositor shall qualify for entitlement to the Dividend only in respect of:-

- (a) Shares transferred to the Depositor's securities account before 4.00 p.m. on 6 June 2005 in respect of transfers.
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

SAW BEE LEAN (MAICSA 0793472) TAI YIT CHAN (MAICSA 7009143) Secretaries

Kuala Lumpur Date: 12 May 2005



NOTES:

- 1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy without limitation and the provisions of Section 149 (1) (b) of the Companies Act, 1965 shall not apply.
- 2. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.
- 4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 7, Setia 1, 15 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution No. 8

- Resolution pursuant to Bonus Issue

The Resolution proposed under item 6(a) of the Agenda, if passed, will empower the Directors to allot and issue shares in the Company up to 84,446,851 new ordinary shares of RM0.50 each of the Company. Pursuant to Section 132D(3)(a) of the Companies Act, 1965, the authority obtained at the Extraordinary General Meeting passed on 19 April 2005 on the Bonus Issue will expire at the forthcoming Annual General Meeting.

Resolution No. 9

- Resolution pursuant to Two-Call Rights Issue with Warrants

The Resolution proposed under item 6(b) of the Agenda, if passed, will empower the Directors to allot and issue shares in the Company up to 168,893,702 new ordinary shares of RM0.50 each together with up to 84,446,851 free detachable warrants of the Company. Pursuant to Section 132D(3)(a) of the Companies Act, 1965, the authority obtained at the Extraordinary General Meeting passed on 19 April 2005 on the Two-Call Rights Issue with Warrants will expire at the forthcoming Annual General Meeting.

Resolution No. 10

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

The Resolution proposed under item 6(c) of the Agenda, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (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, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

Resolution No. 11

- Proposed Renewal of Shareholders' Mandate for Press Metal Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

For further information on Ordinary Resolution No. 11, please refer to the Circular to Shareholders dated 12 May 2005 accompanying the Company's Annual Report for the financial year ended 31 December 2004.



Statement Accompanying Notice of Nineteenth Annual General Meeting

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

(1) Directors standing for re-election at the Nineteenth Annual General Meeting:-

Retiring pursuant to Article 92 of the Articles of Association of the Company:-

- i) Kuan Shin @ Kuan Nyong Hin
- ii) Loo Lean Hock
- iii) Tan Heng Kui

The details of the Directors seeking for re-election are set out in their respective profiles on page 9, 10 and 11 of the Annual Report.

- (2) Number of Board Meetings held in the financial year ended 31 December 2004: Four (4)
- (3) Details of attendance of Directors at Board Meetings held in the financial year ended 31 December 2004 are as follows:-

Directors	Number of meetings attended
Dato' Megat Abdul Rahman bin Megat Ahmad	4/4
Dato' Koon Poh Keong	4/4
Koon Poh Ming	4/4
Kuan Shin @ Kuan Nyong Hin (Alternate : Mr Kuan Pek Seng)	3/4
Koon Poh Tat	4/4
Koon Poh Weng	3/4
Koon Poh Kong	2/4
Mohamad Faiz bin Abdul Hamid	4/4
Loo Lean Hock	3/4
Tan Heng Kui	2/4

⁽⁴⁾ The Nineteenth Annual General Meeting of the Company will be held at Room Tun H. S. Lee Commonwealth House, No. 4 Jalan Birah, Damansara Heights, 50490 Kuala Lumpur on Friday, 3 June 2005 at 9.30 a.m.



Dato' Megat Abdul Rahman bin Megat Ahmad

Mr. Koon Poh Ming | Mr. Koon Poh Tat | Mr. Koon Poh Kong | Mr. Kuan Shin @ Kuan Nyong Hin | Mr. Tan Heng Kui | | Dato' Koon Poh Keong | Mr. Koon Poh Weng | En. Mohamad Faiz bin Abdul Hamid | Mr. Loo Lean Hock | Mr. Kuan Pek Seng



Profile of Directors

Dato' Megat Abdul Rahman Bin Megat Ahmad

Age 65. Malaysian. Non-Independent, Non-Executive Chairman and Chairman of Remuneration and Nomination Committees. He was appointed to the Board on 25 May 1995 and elected Chairman on the same day. Attended all four Board Meetings held in the financial year. He sits on the Boards of several public listed companies, several private companies and also serves as member on the Boards of University Kebangsaan Malaysia and also Hospital Universiti Kebangsaan Malaysia. He graduated with a Bachelor of Commerce from University of Melbourne, Australia. He is a fellow, Institute of Chartered Accountants in Australia, member, Malaysian Institute of Certified Public Accountants and member, Malaysian Institute of Accountants. He had served as Executive Director in Kumpulan Guthrie Berhad from 1983-1994, and was a Partner/Managing partner of KPMG, Desa, Megat & Co from 1973 to 1983. He is also a director of Boustead Holdings Berhad, UAC Berhad, Integrated Rubber Corporation Berhad and Tronoh Consolidated Malaysia Berhad. He has no conflict of interest with the Group, and has no family relationship with any other director and/ or major shareholder of the Group. He maintains a clean record with regard to convictions for offences.

PRESS METAL BERH



Mr. Koon Poh Ming

Age 48. Malaysian. Non-independent, Executive Vice Chairman and Director since 13 May 1986. He is a member of the Remuneration Committee. Attended all four Board Meetings held in the financial year. He is also a Non-Independent Director and the Chief Executive Officer of PMB Technology Berhad. He is a professional engineer registered with the Board of Engineers, Malaysia and The Institute of Engineers, Malaysia. He has actively been involved in the aluminium trading and manufacturing for more than 20 years. After graduation, he started his career with an international consulting, engineering firm based in Kuala Lumpur whereby he was involved in the design, supervision and management of several large construction projects for 8 years. With his job experience in the field of construction and management, he started his own consulting engineering and project management services under the registered name of PM Perunding in 1988. He is the brother to Kuan Shin @ Kuan Nyong Hin, Dato' Koon Poh Keong, Koon Poh Kong, Koon Poh Weng, Koon Poh Tat and uncle to Kuan Pek Seng. He maintains a clean record with regard to convictions for offences.

Dato' Koon Poh Keong

Age 44. Malaysian. Non-independent Group Chief Executive Officer and Member of Audit Committee. He is one of the founder members of Press Metal Berhad and had been appointed as Group Chief Executive Director since the Company was listed on Bursa Malaysia Second Board in 1993. Attended all four Board Meetings held in the financial year. Currently, he is also a Non-Independent Director and Executive Chairman of PMB Technology Berhad. He graduated with a Bachelor of Science in Electrical Engineering from The University of Oklahoma, United States of America, in 1986. He is the brother to Kuan Shin @ Kuan Nyong Hin, Koon Poh Ming, Koon Poh Kong, Koon Poh Weng, Koon Poh Tat and uncle to Kuan Pek Seng. He maintains a clean record with regard to convictions for offences.



Press Metal Berhad (153208-W)

Profile of Directors

Mr. Koon Poh Weng

Age 50. Malaysian. Non-independent, Executive Director since 13 May 1986. Attended three out of four Board Meetings held in the financial year. Being a key founder of the Company, he has many years of specialised experience in the marketing of hardware and equipment. His experiences include the management of major projects throughout the country. He has been responsible for all aspects of the management and for producing satisfactory results on large variety of projects ranging from schools, government complexes to prominent hotels. He is also an Executive Director of PMB Technology Berhad and also Managing Director of Angkasa Jasa Sdn Bhd, a company involved in contracting and fabrication of aluminium and stainless steel products. He is the brother to Kuan Shin @ Kuan Nyong Hin, Koon Poh Ming, Dato' Koon Poh Keong, Koon Poh Kong, Koon Poh Tat and uncle to Kuan Pek Seng. He maintains a clean record with regard to convictions for offences.



Mr. Koon Poh Kong

Age 52. Malaysian. Non-independent, Executive Director since 13 May 1986. Attended two out of four Board Meetings held in the financial year. Being a key founder of the company, his experiences include the management of major projects throughout the country. He has been responsible for all aspects of the management and for producing satisfactory results on large variety of projects ranging from schools, government complexes to prominent hotels. Currently, he is the Executive Director of Angkasa Jasa Sdn Bhd, a company involved in contracting and fabrication of aluminium and stainless steel products. He is the brother to Kuan Shin @ Kuan Nyong Hin, Koon Poh Ming, Dato' Koon Poh Keong, Koon Poh Weng, Koon Poh Tat and uncle to Kuan Pek Seng. He maintains a clean record with regard to convictions for offences.



Age 45. Malaysian. Non-independent, Executive Director since 7 June 1999. He is a co-founder of Press Metal Berhad's Johor branch. Attended all four Board Meetings held in the financial year. His hard work and dedication lead Johor branch to be the pioneer in the aluminum industry. Currently, he is also an Executive Director of PMB Technology Berhad. He is the brother to Kuan Shin @ Kuan Nyong Hin, Koon Poh Ming, Dato' Koon Poh Keong, Koon Poh Kong, Koon Poh Weng and uncle to Kuan Pek Seng. He maintains a clean record with regard to convictions for offences.



Age 64. Malaysian. Non-Independent, Non-Executive Director since 28 June 1986. Attended three out of four Board Meetings held in the financial year. He has started his career in the non-ferrous metal product industry in the early 1960's. He is also the Chairman of Chin Foh Berhad. He is the brother to Koon Poh Ming, Dato' Koon Poh Keong, Koon Poh Kong, Koon Poh Weng, Koon Poh Tat and father to Kuan Pek Seng. He maintains a clean record with regard to convictions for offences.



Profile of Directors

Mr. Kuan Pek Seng

Age 37. Malaysian. Non-Independent, Non-Executive Alternate Director to Mr Kuan Shin @ Kuan Nyong Hin since 30 March 1998. He holds a Diploma in Business and Finance from Filton Technical College, England (1988). Currently, he is the Managing Director of Chin Foh Berhad. He is the nephew to Koon Poh Ming, Dato' Koon Poh Keong, Koon Poh Kong, Koon Poh Weng, Koon Poh Tat and son to Kuan Shin @ Kuan Nyong Hin. He maintains a clean record with regard to convictions for offences.

En. Mohamad Faiz Bin Abdul Hamid

Age 65. Malaysian. Independent Non-Executive Director, Chairman of Audit Committee and member of Remuneration and Nomination Committees. Appointed as Director on 7 May 1993. Attended all four Board Meetings held in the financial year. He is a Fellow of the Royal Institution of Chartered Surveyors England and the Institution of Surveyors Malaysia since 1981. He is also an Independent and Non-Executive Director of PMB Technology Berhad and Alternate Director in Malayan United Industries Berhad. He was a consultant quantity surveyor since 1968 and currently a director of Yong Dan Mohamad Faiz Sdn. Bhd., a Chartered Quantity Surveying and Cost Consultant Firm. He was the past President of the Institution of Surveyors, Malaysia. He has no conflict of interest with the Group and has no family relationship with any director and/ or major shareholder of the Group. He maintains a clean record with regard to convictions for offences.

Mr. Loo Lean Hock

Age 45. Malaysian. Independent, Non-Executive Director since 14 September 2001. Attended three out of four Board Meetings held in the financial year. He is a member of the Nomination Committee. He is a Chartered Accountant of the Malaysian Institute of Accountants, a practising member of Malaysian Institute of Certified Public Accountants, an associate member of Malaysian Institute of Taxation and Malaysian Institute of Management. He obtained his Master of Business Administration from University of Bath, United Kingdom in 1992. He started his professional career in Coopers & Lybrand from 1980 to 1990. He joined Press Metal Berhad in 1990 as the Financial Controller. After that, he joined The Crown Princess Kuala Lumpur (a hotel division of Asia Pacific Land Berhad) as the Financial Controller. He set up his own auditing firm, L.H. Loo & Co. in July 1993 as the sole practitioner. He is also an Independent, Non-Executive Director of PMB Technology Berhad, a Director of LH Loo Taxation Services Sdn. Bhd. and Competitive Edge Consulting Sdn. Bhd., service providers in accounting, taxation and consulting services. He was an alternate director on the board of Chin Foh Berhad from 1997 to 2001. He has no conflict of interest with the Group and has no family relationship with any director and/ or major shareholder of the Group. He maintains a clean record with regard to convictions for offences.

Mr. Tan Heng Kui

Age 48. Malaysian. Independent, Non-Executive Director and Member of the Audit Committee since 26 December 2001. Attended two out of four Board Meetings held in the financial year. He was Vice President for The Institution of Engineers, Malaysia from 2000 to 2004, and was a member of the Professional Practice Committee, Board of Engineers Malaysia. He set up his own consulting firm, Perunding Pertama Consulting Engineers in 1988. He is also the Executive Director of Kumpulan IKRAM (Sabah) Sdn. Bhd. since 1997. He obtained his Bachelor of Science Honours in Civil Engineering from The University of Wales, United Kingdom. He has no conflict of interest with the Group and has no family relationship with any director and/or major shareholder of the Group. He maintains a clean record with regard to convictions for offences.





Company Structure



Press Metal Berhad

(Co. No. 153208-W)



PRESS METAL UK LIMITED (Co. No. 3653082) 100%



BI-PMB WASTE MANAGEMENT SDN BHD (Co. No. 204292-D) 100%





PRESS METAL ALUMINIUM (AUSTRALIA) PTY LTD (A.C.N. 085370010) 70%



PMB-ENVIREX ENVIRONMENTAL ENGINEERING SDN BHD (Co. No. 204138-X) 55%



PMB DEVELOPMENT SDN BHD (Co. No. 198730-T) 100% PMB MARKETING SDN BHD

(Co. No. 185222-W) 100%



WESAMA SDN BHD (Co. No. 196057-W)

(Co. No. 196057-**100%**

PMB

PMB SPECTRUM SDN BHD

(Co. No. 400200-U) **60%** PMB MARKETING (H.K.) LTD (Co.No. 782963)

(Co.No. 782963) 100% AESB

ACE EXTRUSION SDN. BHD. (Co. No. 483049-P) 100%