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# NOTICE OF Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 4th Annual General Meeting of the Company will be held at the Maharani Suite, Pulau Spring Resort, 20 Km, Jalan Pontian Lama, 81110, Pulau, Johor Darul Takzim on 16 April 2002 at 11.00 a.m. for the transaction of the following businesses:-

## AS ORDINARY BUSINESS

01. To receive and adopt the Audited Financial Statements for the financial year ended 31 October 2001 together with the Reports of the Directors and the Auditors thereon. (Resolution 1)
02. To approve the payment of Directors' fees for the financial year ended 31 October 2001. (Resolution 2)
03. To declare a first and final tax-exempt dividend of 2% in respect of the financial year ended 31 October 2001. (Resolution 3)
04. To re-elect the following Directors who retire in accordance with Article 81 of the Company's Articles of Association:-  
(a) Mr Tay Kim Huat (Resolution 4)  
(b) Mr Ng Ah Poh (Resolution 5)
05. To re-elect the following Directors who retire in accordance with Article 88 of the Company's Articles of Association:-  
(a) Dato' Zaini bin Md. Hasim (Resolution 6)  
(b) Mr Tay Khim Seng (Resolution 7)  
(c) Mr Chua Syer Cin (Resolution 8)
06. To re-appoint Messrs S.C. Lim & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 9)

## AS SPECIAL BUSINESS

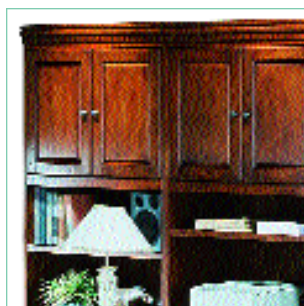
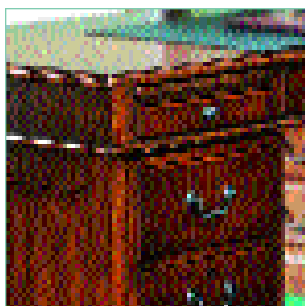
07. To consider and, if thought fit, to pass the following resolution with or without amendment as an ordinary resolution:-

### **Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

"That subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the Kuala Lumpur Stock Exchange and other relevant Governmental or regulatory bodies, where such approvals are necessary, the Directors of the Company be and are hereby given full authority, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Directors may, in their discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percentum (10%) of the issued and paid-up share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 10)

08. To transact any other ordinary business of the Company for which due notice shall have been given.



# NOTICE OF Annual General Meeting

(continued)

## NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** the proposed first and final tax-exempt dividend of 2% in respect of the financial year ended 31 October 2001, if approved, will be paid on 29 April 2002 to depositors registered in the Record of Depositors of the Company at the close of business on 19 April 2002.

A depositor shall qualify for entitlement only in respect of:-

- a) Shares transferred into the Depositor's Securities Account before 12.30 p.m. on 19 April 2002 in respect of ordinary transfers; or
- b) Shares bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

BY ORDER OF THE BOARD

**YAP SOW LENG** (LS 006470)

Secretary

Muar, Johor Darul Takzim

22 March 2002

### Notes:-

1. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. To be valid, the form of proxy, duly completed must be deposited at the Registered Office of the Company at 1-10 (1st Floor), Jalan Arab, 84000 Muar, Johor Darul Takzim not less than forty-eight (48) hours before the time of the Annual General Meeting.
3. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
4. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same Annual General Meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.
5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. If the appointer is a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.

### Explanation Note on Special Business

7. The ordinary resolution proposed under Item 7 (**Ordinary Resolution 10**), if pass, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding ten percentum (10%) of the issued and paid-up share capital of the Company for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

# STATEMENT ACCOMPANYING Notice of Annual General Meeting

## Name of Directors Standing for Re-election

The Directors standing for re-election at the forthcoming Annual General Meeting are as follows:-

Mr Tay Kim Huat	Dato' Zaini bin Md. Hasim
Mr Ng Ah Poh	Mr Tay Khim Seng
	Mr Chua Syer Cin

Mr Tay Kim Huat and Mr Ng Ah Poh are retiring in accordance with Article 81 of the Company's Articles of Association whereas Dato' Zaini bin Md. Hasim, Mr Tay Khim Seng and Mr Chua Syer Cin are retiring in accordance with Article 88 of the Company's Articles of Association.

## Details of Attendance of Directors at Board Meetings

Four (4) Board Meetings were held during the financial year from 1 November 2000 to 31 October 2001. Details of the attendance of Directors at the Board Meetings are as follows:-

Name of Directors	Attendance
Dato'Haji Zakariya bin Mohamed	4/4
Mr Tay Kim Huat	4/4
Mr Tay Kim Hau	3/4
Mr Ng Ah Poh	4/4
Dato'Zaini bin Md. Hasim (Appointed on 2 May 2001)	3/3
Mr Boo Chin Liong	4/4
Mr Tay Khim Seng (Appointed on 2 May 2001)	3/3
Mr Chua Syer Cin (Appointed on 17 May 2001)	3/3

## Date, Time and Place of the Annual General Meeting

Date & Time : Tuesday, 16 April 2002 & 11.00 a.m.

Place : Maharani Suite, Pulau Spring Resort  
20 Km, Jalan Pontian Lama, 81110 Pulau, Johor Darul Takzim

## Details of Directors Standing for Re-election

The details of Directors standing for re-election at the abovementioned Annual General Meeting are as follows:-

### Mr Tay Kim Huat

Age	:	46
Nationality	:	Malaysian
Designation/Position in the Company	:	Managing Director ( <i>Non-Independent Executive Director</i> )
Qualification	:	Nil
Work Experience	:	Furniture manufacturer and entrepreneur (1980 to present)
Directorship in other Public Companies	:	Nil
Securities holding in the Company and its subsidiaries	:	Direct - 9,969,757 shares Deemed - 1,431,908 shares
Family relationship with any directors and/or major shareholders of the Company	:	Mr Tay Kim Huat is the brother of Mr Tay Kim Hau, an Executive Director and major shareholders of the Company and Mr Tay Khim Seng, a Non-Executive Director of the Company.
Conflict of interest with the Company	:	Nil
List of conviction for offences within the past 10 years	:	Nil

# STATEMENT ACCOMPANYING Notice of Annual General Meeting

(continued)

## Mr Ng Ah Poh

Age	:	51
Nationality	:	Malaysian
Designation/Position in the Company	:	Executive Director ( <i>Non-Independent Executive Director</i> )
Qualification	:	Nil
Work Experience	:	Entrepreneur involved in the manufacture of furniture; and the manufacture and retail of biscuit, confectionery and food products
Directorship in other Public Companies	:	Nil
Securities holding in the Company and its subsidiaries	:	Direct - 5,711,951 shares
Family relationship with any directors and/or major shareholders of the Company	:	Nil
Conflict of interest with the Company	:	Nil
List of conviction for offences within the past 10 years	:	Nil

## Dato'Zaini bin Md. Hasim *DIMP, AMP, AMN, PIS, PPA, PPS*

Age	:	56
Nationality	:	Malaysian
Designation/Position in the Company	:	Director ( <i>Independent Non-Executive Director</i> )
Qualification	:	Bachelor of Social Science (Honours)
Work Experience	:	Royal Malaysian Police Force (1965 to 2001) Held various commanding positions including:- <ul style="list-style-type: none"> <li>● Commander of General Operations, Sabah</li> <li>● Deputy Director of Security/Intelligence, Malaysian Aviation Department</li> <li>● Assistant Director, Bukit Aman</li> <li>● Officer-In-Charge of District Police</li> </ul>
Directorship in other Public Companies	:	Nil
Securities holding in the Company and its subsidiaries	:	Direct - 8,000 shares
Family relationship with any directors and/or major shareholders of the Company	:	Nil
Conflict of interest with the Company	:	Nil
List of conviction for offences within the past 10 years	:	Nil

# STATEMENT ACCOMPANYING Notice of Annual General Meeting

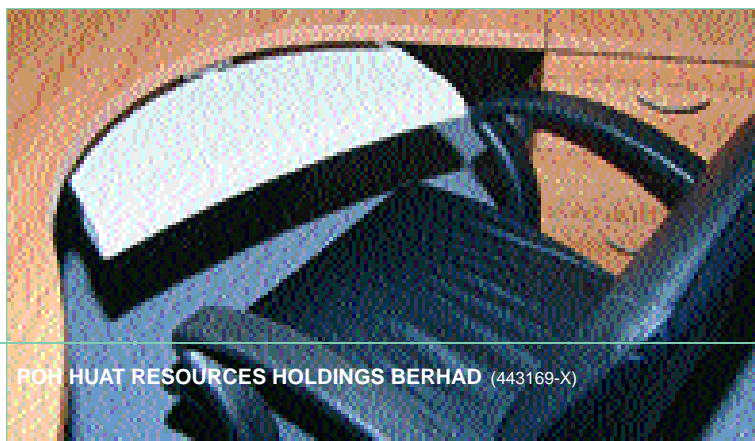
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## Mr Tay Khim Seng

Age	:	41
Nationality	:	Malaysian
Designation/Position in the Company	:	Director ( <i>Non-Independent Non-Executive Director</i> )
Qualification	:	Bachelor of Law (Honours), Malaya
Work Experience	:	Advocate and solicitor (1985 - present)
Directorship in other Public Companies	:	Nil
Securities holding in the Company and its subsidiaries	:	Direct - 294,000 shares
Family relationship with any directors and/or major shareholders of the Company	:	Mr Tay Khim Seng is the brother of Mr Tay Kim Huat and Mr Tay Kim Hau, both of whom are Executive Directors and major shareholders of the Company
Conflict of interest with the Company	:	Nil
List of conviction for offences within the past 10 years	:	Nil

## Mr Chua Syer Cin

Age	:	29
Nationality	:	Malaysian
Designation/Position in the Company	:	Director ( <i>Independent Non-Executive Director</i> )
Qualification	:	Member, Malaysian Institute of Accountants Member, CPA Australia
Work Experience	:	Proprietor, SC Chua & Associates (2000 to present) Audit/Tax Manager, Teo & Associates (1998 to 2000) Audit Senior, Ernst & Young (1994 to 1998)
Directorship in other Public Companies	:	Independent Non-Executive Director, Kia Lim Berhad Independent Non-Executive Director, Syarikat Kayu Wangi Berhad
Securities holding in the Company and its subsidiaries	:	Nil
Family relationship with any directors and/or major shareholders of the Company	:	Nil
Conflict of interest with the Company	:	Nil
List of conviction for offences within the past 10 years	:	Nil



## BOARD OF DIRECTORS

Dato' Haji Zakariya bin Mohamed (Chairman)  
Mr Tay Kim Huat (Managing Director)  
Mr Tay Kim Hau (Executive Director)  
Mr Ng Ah Poh (Executive Director)  
Dato' Zaini bin Md. Hasim (Appointed on 2 May 2001)  
Mr Boo Chin Liong  
Mr Tay Khim Seng (Appointed on 2 May 2001)  
Mr Chua Syer Cin (Appointed on 17 May 2001)  
Datin Madzinah binti Mansor (Resigned on 2 May 2001)

## AUDIT COMMITTEE

Mr Boo Chin Liong \* (Chairman)  
Mr Tay Kim Huat (Member)  
Dato' Zaini bin Md. Hasim \* (Member)  
Mr Chua Syer Cin \* (Member)

\* Independent Non-Executive Director

## SECRETARY

Ms Yap Sow Leng (LS 006470)

## REGISTERED OFFICE

1-10 (1st Floor), Jalan Arab,  
84000 Muar, Johor Darul Takzim  
Tel No. : 606 - 952 4328  
Fax No. : 606 - 952 7328

## REGISTRARS

Malaysian Share Registration Services Sdn. Bhd.  
7th Floor, Exchange Square  
Bukit Kewangan  
50200 Kuala Lumpur  
Tel No. : 603 - 2026 8099  
Fax No. : 603 - 2026 3736

## AUDITORS

S.C. Lim & Co.  
(Member of the B.R. International Accounting Firms)  
Chartered Accountants  
1-9, (1st Floor), Jalan Arab,  
84000 Muar, Johor Darul Takzim

## PRINCIPAL BANKERS

Malayan Banking Berhad  
Standard Chartered Bank Malaysia Berhad  
OCBC Bank (Malaysia) Berhad  
United Overseas Bank (Malaysia) Bhd

## SOLICITORS

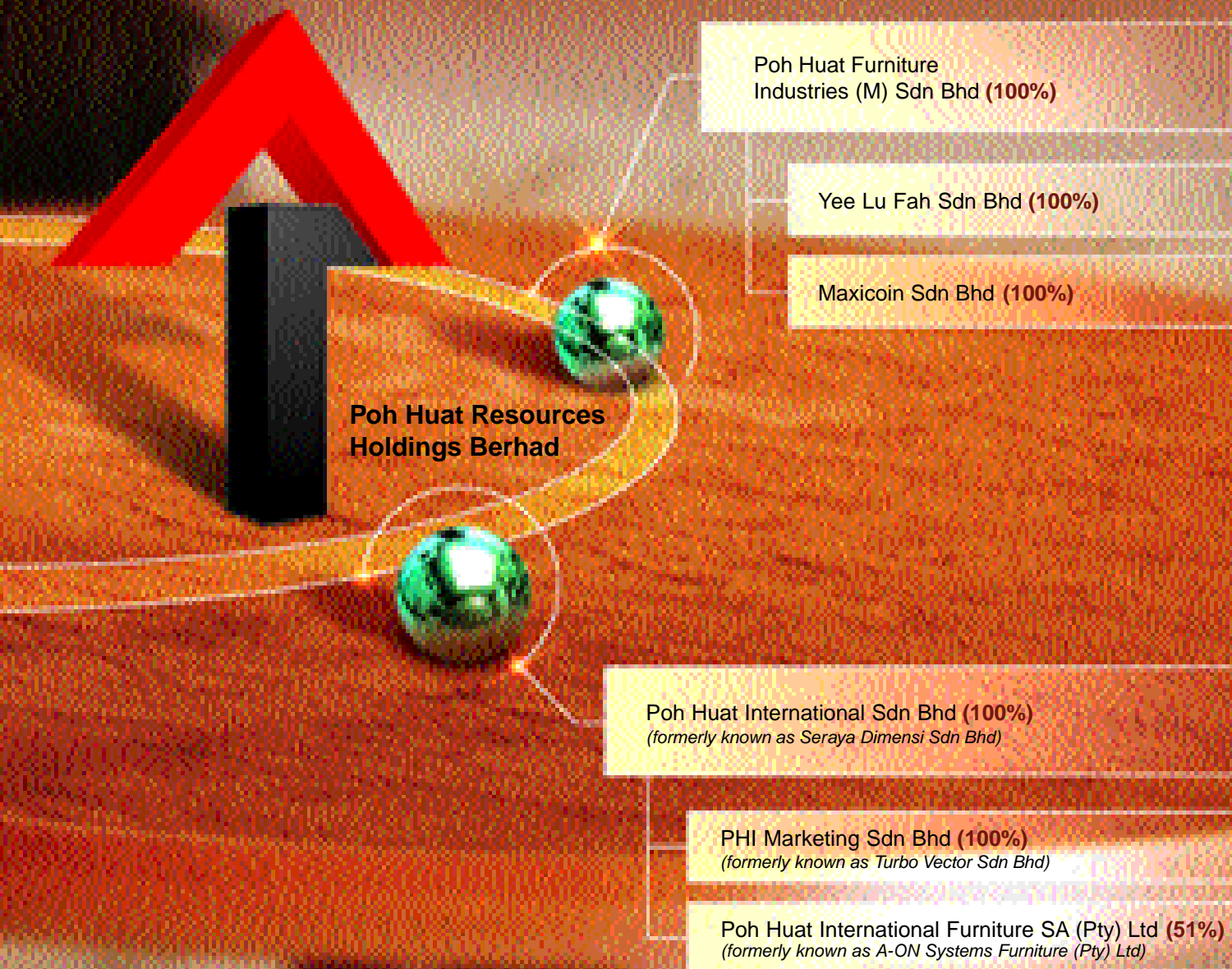
Jeff Leong, Poon & Wong  
KM Chye & Murad  
J.A. Nathan & Co.

## STOCK EXCHANGE LISTING

Second Board of the Kuala Lumpur Stock Exchange



# CORPORATE Structure





# INFORMATION ON Directors

## Profile of Directors

### **Dato'Haji Zakariya bin Mohamed**

Chairman (Non-Independent Executive Director)

Dato' Haji Zakariya bin Mohamed, Malaysian, aged 55, was appointed to the Board of the Company on 9 December 1999 and is presently the Chairman of the Company.

Dato' Haji Zakariya obtained his Diploma in Office Management from the MARA Institute of Technology, Malaysia in 1969. He commenced his career as an Assessment Officer with the Inland Revenue Department of Malaysia in 1969 and has held various positions during his 24 years with the Department before retiring as a Director of the Inland Revenue Department in 1994. During his tenure with the Department, he won numerous service awards including Best/Outstanding Executive, Best Government Department in the State of Malacca and Best Branch Performance for the Malacca Branch of Inland Revenue Department. Since his retirement from the public service in 1994, he has been involved in several property and investment ventures.

He is presently a director of several private limited companies. He is not a director of any other public company. He has no family relationship with any Director and/or major shareholder of the Company.

### **Mr Tay Kim Huat**

Managing Director (Non-Independent Executive Director)

Mr Tay Kim Huat, Malaysian, aged 46, was appointed to the Board of the Company on 9 December 1999 and is presently the Managing Director of the Company and a member of the Audit Committee and the Corporate Governance Committee.

Mr Tay is the co-founder of Poh Huat Furniture Industries (M) Sdn Bhd, the main operating subsidiary of the Group. With more than 19 years of experience in the furniture manufacturing industry, Mr Tay now leads the Group in areas of strategic planning, business development and new ventures and investment. He is also actively involved in key operational aspects of the business of the Group, particularly in areas of purchasing; production planning and control; and product development. He has been the main driving force behind the continuous introduction of new products and was instrumental in the rapid expansion of the operations of the Group, particularly over the last 5 years.

He is presently a director of several private limited companies. He is not a director of any other public company. He is the brother of Mr Tay Kim Hau, an Executive Director and major shareholder of the Company and Mr Tay Khim Seng, a Non-Executive Director of the Company.

### **Mr Tay Kim Hau**

Executive Director (Non-Independent Executive Director)

Mr Tay Kim Hau, Malaysian, aged 54, was appointed to the Board of the Company on 9 December 1999 and is presently an Executive Director of the Company and a member of the Corporate Governance Committee.

Upon completion of his secondary education in 1968, Mr Tay joined Nippon Paint (M) Sdn Bhd as a Production Supervisor and has held various positions in the Company before resigning from the position of Factory Manager of Nippon Paint (M) Sdn Bhd in 1996. Thereafter, he joined Poh Huat Furniture Industries (M) Sdn Bhd as its General Manager and was subsequently appointed to the Board of the company in February 1998. He is presently involved in the management of the day-to-day operations of the Group, particularly in the areas of production and human resources of the Group.

He is not a director of any other public company. He is the brother of Mr Tay Kim Huat, the Managing Director and major shareholder of the Company and Mr Tay Khim Seng, a Non-Executive Director of the Company.

# INFORMATION ON Directors

(continued)

## **Mr Ng Ah Poh**

Executive Director (Non-Independent Executive Director)

Mr Ng Ah Poh, Malaysian, aged 51, was appointed to the Board of the Company on 9 December 1999 and is presently an Executive Director of the Company.

Upon completion of his early education in Muar, Mr Ng assisted in running of his family-owned business which has interests in plantation and manufacture of food products.

In the late 1980s, Mr Ng, together with Mr Tay Kim Huat, ventured in the manufacture of various types of custom-made household furniture and the provision of interior renovation services. The furniture manufacturing business was formalised in 1992 with the incorporation of Poh Huat Furniture Industries (M) Sdn Bhd. During the early 1990s, Mr Ng was actively involved in the marketing of the company's products both in the local as well as overseas markets. He is presently not involved in the daily operations of the Group but remained involved in the direction setting and strategic management of the Group.

He also has business interests in and is a director of several private limited companies involved in the manufacture and retail of biscuit, confectionery and food products.

He is not a director of any other public company. He has no family relationship with any Director and/or major shareholder of the Company.

## **Dato'Zaini bin Md. Hasim** *DIMP, AMP, AMN, PIS, PPA, PPS*

Director (Independent Non-Executive Director)

Dato'Zaini bin Md. Hasim, Malaysian, aged 56, was appointed as an independent non-executive Director of the Company on 2 May 2001 and is presently the Chairman of the Remuneration Committee and the Nomination Committee and a member of the Corporate Governance Committee.

Dato' Zaini received his primary and secondary education in Batu Gajah, Perak Darul Ridzuan and later obtained his Bachelor of Social Science (Honours) from the Science University of Malaysia, Penang. Dato'Zaini commenced his career with the Royal Malaysian Police Force in 1965. During his 36 years of service with the Royal Malaysian Police Force, Dato' Zaini has held various commanding positions including the Officer-In-Charge of District Police and Assistant Director of Bukit Aman before retiring from service as the Commander of General Operations of the Royal Malaysian Police Force, Sabah in March 2001. During his tenure with the Royal Malaysian Police Force, he was also seconded to the Malaysian Aviation Department as its Deputy Director (Security/Intelligence) when the airport security service at all Malaysian airports was first being organised and established.

At present, he has interest and is a director of a private limited company involved in the retailing of golf and sporting equipment.

He is not a director of any other public company. He has no family relationship with any Director and/or major shareholder of the Company.



# INFORMATION ON Directors

(continued)

## **Mr Boo Chin Liong**

Director (Independent Non-Executive Director)

Mr Boo Chin Liong, Malaysian, aged 41, was appointed as an independent non-executive Director of the Company on 9 December 1999 and is presently the Chairman of the Audit Committee and the Corporate Governance Committee and a member of the Remuneration Committee and Nomination Committee.

Mr Boo is an advocate and solicitor and has been in active legal practice since 1986. He is the founding partner of Messrs C.L. Boo & Associates. He graduated with a Bachelor of Law (Honours) from the University of Malaya in 1985.

He is currently an independent non-executive director of Ramatex Berhad and Chang Huat Corporation Berhad and a director of several other private limited companies. He has no family relationship with any Director and/or major shareholder of the Company.

## **Mr Tay Khim Seng**

Director (Non-Independent Non-Executive Director)

Mr Tay Khim Seng, Malaysian, aged 41, was appointed as a non-independent non-executive Director of the Company on 2 May 2001 and is presently a member of the Remuneration Committee and the Nomination Committee.

Mr Tay completed his education with a Bachelor of Law (Honours) from the University of Malaya in 1985. Mr Tay has been practising in Muar for more than 16 years and is presently the senior partner of J.A. Nathan & Co. He is the Honorary Legal Advisor of the Muar Furniture Association and the Muar Chinese Chambers of Commerce as well as several other non-government organisations. He was also the elected State Assemblyman for the constituency for Maharani, Muar, Johor Darul Takzim for the period from 1995 to 1999.

He is currently a director of several other private limited companies. He is not a director of any other public company. He is the brother of Mr Tay Kim Huat, the Managing Director and major shareholder of the Company and Mr Tay Kim Hau, an Executive Director and major shareholder of the Company.

## **Mr Chua Syer Cin**

Director (Independent Non-Executive Director)

Mr Chua Syer Cin, Malaysian, aged 29, was appointed as an independent non-executive Director of the Company on 17 May 2001 and is presently a member of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee.

Upon graduation from the Charles Sturt University, Australia in 1994, Mr Chua joined the accounting practice of Ernst & Young as an Audit Senior. From 1998 to 2000, he was the Audit/Tax Manager of Teo & Associates, an accounting firm in Malacca. In February 2000, he set up his own accounting firm, Messrs SC Chua & Associate and has since been the sole proprietor of the firm.

He is presently a member of both the Malaysian Institute of Accountants and the CPA Australia.

He is currently an independent non-executive director of Kia Lim Berhad and Syarikat Kayu Wangi Berhad and a director of several other private limited companies. He has no family relationship with any Director and/or major shareholder of the Company.

## **Conflict of Interest**

None of the Directors has any conflict of interest with the Company.

## **Conviction of Offence**

None of the Directors has been convicted of any offence within the past 10 years.