

# STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

## 1. ORDINARY BUSINESS - RESOLUTION 2

The directors now recommend a first and final dividend of 5% or 5.0 sen (RM0.05) less 27% income tax per each ordinary share held in respect of the financial year ended 31 December 2006, giving rise to total net dividend for the financial year of 3.65 sen per ordinary share held.

## 2. ORDINARY BUSINESS - RESOLUTION 3, 4 and 5

The particulars of the retiring Directors who are standing for re-election are set out in the relevant pages of the Annual Report as follows:-

Name of Director	Directors' Profile	Directors' Shareholdings
1. Tengku Dato' Sulaiman Shah Bin Tengku Abdul Jalil Shah	Page 11	Page 93
2. Lee Sooi Teng	Page 11	Page 93
3. Kam Yong Kan	Page 12	Page 93

Details of Directors' attendance at Board Meetings are set out in the Statement of Corporate Governance on Page 18 of the Annual Report.

## 3. SPECIAL BUSINESS - RESOLUTION 7

- (a) This authorisation by the general meeting would enable the payment of directors' remuneration in accordance with Article 88 of the Company's Articles of Association as follows:-

**Article 88 Directors' remuneration**

*The Directors shall be paid by way of remuneration for their services such fixed sum (if any) as shall from time to time be determined by the company in general meeting, and such remuneration shall be divided among the Directors in such proportion and manner as the Directors may determine. Provided always that:-*

- (aa) *fees payable to Directors who hold no executive office in the company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;*
- (bb) *salaries payable to Directors who do hold an executive office in the Company may not include a commission on or percentage of turnover;*
- (cc) *fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;*
- (dd) *any fee paid to an Alternate Director shall be such as agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.*
- (b) Such fees payable to non-executive directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover, salaries payable to executive directors may not include a commission on or percentage of turnover.

## 4. SPECIAL BUSINESS – RESOLUTION 8

- (a) This authorisation will empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital. This authority, unless revoked or varied at a general meeting, will be valid until the conclusion of the next annual general meeting.

## 5. SPECIAL BUSINESS – RESOLUTION 9

- (a) The Proposed Shareholders' Mandate, if approved by the shareholders of the Company, and the renewal thereof on an annual basis, will eliminate the need by the Company to announce and/or convene separate general meetings from time to time to seek shareholders' approval for the Group to enter into the Recurrent Related Party Transactions with Farima Sdn Bhd. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without however compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.