

notice of the sixth annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of Loh & Loh Corporation Berhad ('the Company' or 'LLCB') will be held at the Banquet Hall of Kuala Lumpur Golf & Country Club, No.10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Friday, 21 June 2002 at 10.00 a.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 financial year ended 31 December 2001 together with the Directors' and Auditors' reports therein.
Ordinary Resolution 1
2. To approve the payment of a final dividend of 5 sen per share less 28% income tax for the financial year ended 31 December 2001.
Ordinary Resolution 2
3. To approve the Directors' fees for the year ended 31 December 2001.
Ordinary Resolution 3
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) Mr Loh Kim Kah **Ordinary Resolution 4**
 - (ii) Mr Danny Ng Siew L'Leong **Ordinary Resolution 5**
5. To re-elect Mr Yong Weng Fai who retires pursuant to Article 123 of the Company's Articles of Association and being eligible, he offers himself for re-election.
Ordinary Resolution 6
6. To re-appoint Mr Hooi Kah Hung who is over the age of seventy years, as a Director of the Company to continue to hold office until the next annual general meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965.
Ordinary Resolution 7
7. To re-appoint Messrs PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration.
Ordinary Resolution 8

As Special Business

To consider and if deemed fit, to pass the following ordinary resolutions:-

8. Authority To Directors Under Section 132D Of The Companies Act 1965 To Allot And Issue Shares In The Company

"That the Directors be and are hereby empowered, 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 the 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

9. Proposed Renewal Of Shareholders' Mandate For LLCB And Its Subsidiaries To Enter Into Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Related Parties And The Extension Of The Scope Of The Mandate To New Recurrent Related Party Transactions ('The Proposal')

"That the mandate granted by the shareholders of the Company on 3 January 2002 pursuant to paragraph 10.09 of the Listing Requirements of Kuala Lumpur Stock Exchange, authorising the Company and its subsidiaries ('the LLCB Group') to enter into the recurrent transactions of a revenue or trading nature as set out in the Circular ('the Circular') to Shareholders dated 30 May 2002 with the related parties mentioned therein which are necessary for the LLCB Group's day-to-day operations, be and is hereby renewed AND THAT the scope of such renewed mandate be and is hereby extended to apply to the new recurrent transactions of a revenue or trading nature as set out in paragraphs 2.2 (ii) and 2.2 (iii) of the Circular provided that:-

- (i) 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
- (ii) the disclosure of the aggregate value of the transactions conducted during a financial year will be disclosed in the annual report for the said financial year,

AND THAT the authority conferred by such renewed and extended mandate 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 Proposal 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 the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143 (1) of the Companies Act, 1965 ('the 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 the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposal" **Ordinary Resolution 10**

10. To transact any other business for which due notice shall have been given.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders, the final dividend of 5 sen per share less 28% income tax for the financial year ended 31 December 2001 will be paid on 23 July 2002 to shareholders whose names appear in the Records of Depositors at the close business at 5.00 p.m. on 10 July 2002.

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

- a) shares transferred to the depositor's securities account before 12.30 p.m. on 10 July 2002 in respect of ordinary transfers;
- b) shares bought on Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

By Order Of The Board

GWEE OOI TENG
(MAICSA 0794701)
Company Secretary

Kuala Lumpur
30 May 2002

Statement Accompanying the Notice of the Sixth Annual General Meeting

Pursuant to Paragraph 8.28 (2) of the Kuala Lumpur Stock Exchange Listing Requirements:-

1. The Directors standing for re-election under Agenda items 4 and 5 of the Notice of the Sixth Annual General Meeting are as follows:-
 - pursuant to Article 118 of the Company's Articles of Association, Mr Loh Kim Kah and Mr Danny Ng Siew L'Leong.

- pursuant to Article 123 of the Company's Articles of Association, Mr Yong Weng Fai.

The Director standing for reappointment under Agenda item 6 of the Notice of the Sixth Annual General Meeting, pursuant to Section 129(6) of the Companies Act, 1965 is Mr Hooi Kah Hung.

2. The details of Board of Directors' Meetings and attendance of Directors at Board of Directors' Meetings are as follows:-

There were seven (7) Board of Directors' Meetings held during the financial year ended 31 December 2001. Details of attendance of the Directors are set out in the Annual Report under profile of the Board of Directors.

3. The details of the date, time and place of Board of Directors' Meetings held in the financial year are as follows:-

Date	Time	Place
27 February 2001	11.15 am	Kuala Lumpur
16 March 2001	10.00 am	Kuala Lumpur
16 April 2001	5.00 pm	Kuala Lumpur
29 May 2001	11.00 am	Kuala Lumpur
20 August 2001	11.35 am	Kuala Lumpur
28 September 2001	10.20 am	Kuala Lumpur
15 November 2001	11.30 am	Shah Alam

Notes

1. 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 need not be a member of the Company.
2. In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or signed by its attorney or under the hand of some officer of the corporation duly authorised in that behalf.
3. 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.
4. 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.
5. Note on Special Business
The proposed Ordinary 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.

The proposed Ordinary Resolution 10 is to renew the shareholders' mandate granted by the shareholders of the Company at the EGM held on 3 January 2002 and to extend the scope of the mandate to new recurrent related party transactions. The proposed renewal of the shareholders' mandate and extension of the scope of the mandate will enable the LLCB Group to enter into any of the recurrent transactions of a revenue or trading nature which are necessary for the LLCB Group's day-to-day operations, subject to the transactions being 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. The details of the Proposal are set out in the Circular to the Shareholders dated 30 May 2002 circulated together with the Annual Report.

4. Further details of Directors seeking re-election and reappointment at the Sixth Annual General Meeting.

Name	Loh Kim Kah	Danny Ng Siew L'Leong
Age	42	43
Nationality	Singaporean	Malaysian
Qualification	Bachelor of Economics (Honours) degree in Accounting and Business Finance, University of Manchester.	Bachelor degree in Agribusiness (Honours) with a major in Financial Management, University Pertanian Malaysia
Position on the Board of Directors	Managing Director	Independent Non-Executive Director
Date first appointed to the Board of Directors	9 January 1997	9 January 1997
Number of Board meetings attended in the financial year	7/7	7/7
Membership of Board Committee	<ul style="list-style-type: none"> • Member of Remuneration Committee 	<ul style="list-style-type: none"> • Chairman of Audit Committee • Member of Remuneration Committee • Member of Nomination Committee
Occupation	Managing Director of LLCB	Company Director
Working experience	He has been with the Group for 16 years.	He was with United Malayan Banking Corporation Berhad as a Credit Analyst for the central region from 1982 to 1986, as Accounts Manager of the Corporate Banking Department from 1986 to 1990, as Unit Head of the Northern Region of the Corporate Banking Department from 1990 to 1991, and as Head of Credit and Marketing for its Corporate Banking Department from 1991 to 1994.
Any other directorships in public companies	Nil	<ul style="list-style-type: none"> • Pohmay Holdings Berhad • New Hoong Fatt Holdings Berhad • SMIS Corporation Berhad
Securities holdings in LLCB and its subsidiaries	Nil	Nil
Family relationship with director and/or major shareholder of LLCB	Younger brother of Mr Loh Kim Tai, the Vice Chairman of LLCB.	Nil
Conflict of interest with LLCB	Nil	Nil
List of convictions for offences within the past 10 years other than traffic offences	Nil	Nil
Name	Yong Weng Fai	Hooi Kah Hung
Age	41	70
Nationality	Malaysian	Malaysian
Qualification	<ul style="list-style-type: none"> • Chartered Accountant of the Malaysia Institute of Accountants • Fellow member of the Malaysian Institute of Taxation • Fellow member of the Association of Chartered Certified Accountants 	<ul style="list-style-type: none"> • Bachelor in Civil Engineering (Hons), Australia
Position on the Board of Directors	Independent Non-Executive Director	Non-Independent Non-Executive Director
Date first appointed to the Board of Directors	12 June 2001	21 September 1998
Number of Board meetings attended in the financial year	3/7	6/7
Membership of Board Committee	<ul style="list-style-type: none"> • Member of Audit Committee • Member of Remuneration Committee • Member of Nomination Committee 	Nil
Occupation	Chartered Accountant	Technical adviser of Loh & Loh Constructions Sdn Bhd
Working experience	In his past 23 years working experience, he was actively involved in the audit field.	In his 50 years of working experience, he is actively involved in project design and management on matters relating to planning, design and implementation of many major water and water related projects in the region.
Any other directorships in public companies	Nil	Nil
Securities holdings in LLCB and its subsidiaries	Nil	Nil
Family relationship with director and/or major shareholder of LLCB	Nil	Nil
Conflict of interest with LLCB	Nil	Nil
List of convictions for offences within the past 10 years other than traffic offences	Nil	Nil