

Notice of the Eighth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Eighth 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 Monday, 21 June 2004 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 2003 together with the Directors' and Auditors' reports therein. **Ordinary Resolution 1**
2. To approve the payment of a final dividend of 8 sen per share less 28% income tax for the financial year ended 31 December 2003. **Ordinary Resolution 2**
3. To approve the Directors' fees for the financial year ended 31 December 2003. **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 have offered themselves for re-election:-
 - (i) Mr Loh Kim Tai **Ordinary Resolution 4**
 - (ii) Mr Danny Ng Siew L'Leong **Ordinary Resolution 5**
 - (iii) Mr O Wai Tiong **Ordinary Resolution 6**
5. 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**
6. To re-appoint Messrs PricewaterhouseCoopers as Auditors and to authorize the Directors to fix their remuneration. **Ordinary Resolution 8**

As Special Business

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

7. 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 Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company."
Ordinary Resolution 9
8. 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 Proposed Mandate For Recurrent Related Party Transactions With New Mandated Related Party ('The Proposal')

"That the mandate granted by the Shareholders of LLCB on 27 June 2003 pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, authorizing the Company and its subsidiaries ('the LLCB Group') to enter into the recurrent transactions of a revenue or trading nature which are necessary for the LLCB Group's day-to-day operations as set out in the Circular ('the Circular') to Shareholders dated 28 May 2004 with the related parties mentioned therein, be and is hereby renewed AND THAT mandate be and is hereby granted by the Shareholders of LLCB for the LLCB Group to enter into recurrent transactions of a revenue nature or trading nature with the new mandated related party as set out in 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 based on the following information:-
 - i. the type of the Recurrent Transactions made,
 - ii. the names of the related parties involved in each type of the Recurrent Transaction made and their relationship with the Company.

AND THAT the authority conferred by such renewed and granted mandate shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ('the AGM') of the Company following the Eighth AGM at which the Proposal is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the Eighth 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**

9. 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 8 sen per share less 28% income tax for the financial year ended 31 December 2003 will be paid on [] to shareholders whose names appear in the Records of Depositors at the close of business at 5.00 p.m. on [].

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

- shares transferred to the depositor's securities account before 4.00 p.m. on [] in respect of ordinary transfers;
- 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

GWEE OOI TENG
(MAICSA 0794701)
Company Secretary

Kuala Lumpur
28 May 2004

Statement Accompanying the Notice of the Eight Annual General Meeting

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

- The Directors standing for re-election under Agenda item 4 of the Notice of the Eighth Annual General Meeting that pursuant to Article 118 of the Company's Articles of Association are Mr Loh Kim Tai, Mr Danny Ng Siew L'Leong and Mr O Wai Tiong.

Notes

- 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.
- 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 an officer of the corporation duly authorised in that behalf.
- 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.
- 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.
- Note on Special Business

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

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.

Resolution pertaining to the shareholders' mandate for the recurrent related party transactions

The proposed Ordinary Resolution 10 is to renew the shareholders' mandate granted by the shareholders of the Company at the AGM held on 27 June 2003 and to obtain a mandate for recurrent related party transactions with new mandated related party. The proposed renewal of the shareholders' mandate and proposed mandate for recurrent related party transactions with new mandated related party 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 28 May 2004 circulated together with the Annual Report.

The Director standing for reappointment under Agenda item 5 of the Notice of the Eighth Annual General Meeting, pursuant to Section 129(6) of the Companies Act, 1965 is Mr Hooi Kah Hung.

The details of the abovementioned four Directors seeking re-election or re-appointment are set out in their respective profiles in this Annual Report.

- A total of six Board Meetings were held during the financial year ended 31 December 2003 as follows:-

	Date of Meeting
Board Meetings	25 February 2003 28 April 2003 26 May 2003 18 July 2003 28 August 2003 21 November 2003

- The details of attendance of Directors at Board Meetings

Name of Director	Number of meetings attended
Datuk Abdul Rashid bin Abdul Manaff	4/6
Loh Kim Tai	6/6
Jason Loh Kim Kah	6/6
Dato' Voon Tin Yow	5/6
Danny Ng Siew L'Leong	6/6
Lee Hon Keong	6/6
O Wai Tiong	6/6
Hooi Kah Hung	5/6
Yong Weng Fai	6/6

- Place, date and time of the Eighth Annual General Meeting

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