

# Notice of the Tenth Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT the Tenth 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, 26 June 2006 at 11.30 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 2005 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 2005.  
*Ordinary Resolution 2*
3. To approve the Directors' fees for the financial year ended 31 December 2005.  
*Ordinary Resolution 3*
4. To re-elect the following Directors retiring by rotation in accordance with Article 118 of the Company's Articles of Association and being eligible, they have offered themselves for re-election:-
  - (i) Tan Sri Abdul Rashid bin Abdul Manaff  
*Ordinary Resolution 4*
  - (ii) Mr Lee Hon Keong  
*Ordinary Resolution 5*
  - (iii) Mr O Wai Tiong  
*Ordinary Resolution 6*
5. To re-elect Mr Michael Oh Aik Teong retiring in accordance with Article 123 of the Company's Articles of Association and being eligible, he has offered himself for re-election.  
*Ordinary Resolution 7*
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 8*
7. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Directors to fix their remuneration.  
*Ordinary Resolution 9*

### 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 Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company."

*Ordinary Resolution 10*

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 ('the Proposal')

"THAT the mandate granted by the shareholders of LLCB on 23 June 2005 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 2 June 2006 with the related parties mentioned therein, be and is hereby renewed, provided that 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 THAT the authority conferred by such renewed mandate shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ('AGM') of the Company following the Tenth 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 Tenth AGM is required to be held pursuant to Section 143(1) of the Companies Act 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act 1965); 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 11*

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 8 sen per share less 28% income tax for the financial year ended 31 December 2005 will be paid on 21 July 2006 to shareholders whose names appear in the Record of Depositors at the close of business at 5.00 p.m. on 10 July 2006.

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

- shares transferred to the depositor's securities account before 4.00 p.m. on 10 July 2006 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  
2 June 2006

## Statement Accompanying the Notice of the Tenth Annual General Meeting

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

- The Directors standing for re-election by rotation under Agenda item 4 of the Notice of the Tenth Annual General Meeting pursuant to Article 118 of the Company's Articles of Association are Tan Sri Abdul Rashid bin Abdul Manaff, Mr Lee Hon Keong and Mr O Wai Tiong.

The Directors standing for re-election under Agenda item 5 of the Notice of the Tenth Annual General Meeting pursuant to Article 123 of the Company's Articles of Association is Mr Michael Oh Aik Teong.

### 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 some 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 P-1-6, Block P, Plaza Damas, No. 60, Jalan Sri Hartamas 1, Sri Hartamas, 50480 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 10, 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 recurrent related party transactions

The proposed Ordinary Resolution 11 is to renew the shareholders' mandate granted by the shareholders of the Company at the Annual General Meeting held on 23 June 2005. The proposed renewal of the shareholders' 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 2 June 2006 circulated together with this Annual Report.

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

The details of the abovementioned five Directors seeking re-election or re-appointment as the case may be, are set out in their respective profiles in this Annual Report.

- A total of five Board Meetings were held during the financial year ended 31 December 2005 as follows:-

	Date of Meeting
Board Meeting	23 February 2005
	26 April 2005
	27 May 2005
	26 August 2005
	22 November 2005

- The details of the attendance of Directors at the Board Meetings held during the financial year:-

Name of Director	Number of meetings attended
Tan Sri Abdul Rashid bin Abdul Manaff	4/5
Loh Kim Tai	5/5
Loh Kim Kah	5/5
Lee Hon Keong	5/5
Dato' Voon Tin Yow	3/5
Danny Ng Siew L'Leong	5/5
Hooi Kah Hung	4/5
O Wai Tiong	5/5
Yong Weng Fai	5/5
Michael Oh Aik Teong (appointed 20.1.2006)	-

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

The Tenth Annual General Meeting of the Company 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, 26 June 2006 at 11.30 a.m.