

# notice of annual general meeting

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**NOTICE IS HEREBY GIVEN THAT** the Thirteenth Annual General Meeting of Loh & Loh Corporation Berhad ('the Company' or 'LLCB') will be held at the Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur on Friday, 15 May 2009 at 10.00 am 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 2008 together with the Directors' and Auditors' reports therein.
2. To approve the payment of a final dividend of 10 sen per share less 25% income tax for the financial year ended 31 December 2008.
3. To approve the Directors' fees for the financial year ended 31 December 2008.
4. To re-elect Mr Yong Weng Fai, the Director who retire by rotation in accordance with Article 118 of the Company's Articles of Association and being eligible, has offered himself for re-election.
5. To re-elect the following Directors who retire in accordance with Article 123 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
  - i. Y.A.M. Tengku Dato' Rahimah binti Almarhum Sultan Mahmud
  - ii. Tuan Syed Ahmad bin Alwee Alsree
  - iii. Datu Michael Ting Kuok Ngie @ Ting Kok Ngie
  - iv. Mr Kuah Hun Liang
  - v. Mr Tan Vern Tact
6. To appoint Auditors and to authorise the Directors to fix their remuneration.

**Resolution 1**

**Resolution 2**

**Resolution 3**

**Resolution 4**

**Resolution 5**

**Resolution 6**

**Resolution 7**

**Resolution 8**

Notice of Nomination pursuant to Section 172 (11) of the Companies Act, 1965, a copy of which is annexed hereto and marked 'Annexure A' (please refer to page 120) have been received by the Company for the nomination of Messrs Ernst & Young who have given their consent to act, for appointment as auditors and of the intention to propose the following ordinary resolution:-

"That Messrs Ernst & Young be and are hereby appointed as auditors of the Company in place of Messrs PricewaterhouseCoopers and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

**Resolution 9**

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## As Special Business

7. To consider and, if thought fit, with or without modification, to pass the following resolutions which will be proposed as Ordinary Resolutions:-

### Ordinary Resolution No. 1

#### Authority to Directors under Section 132D of the Companies Act, 1965 to issue and allot shares in the Company

"That subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being and 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 commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**Resolution 10**

### Ordinary Resolution No. 2

#### Proposed Shareholders' Mandate for Loh & Loh Corporation Berhad ('LLCB' or 'the Company') and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Related Parties ('the Proposal')

"That pursuant to paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries ('the LLCB Group') be and are hereby authorised 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 to Shareholders dated 23 April 2009 ('the Circular') with the related parties mentioned therein, provided that the transactions are necessary for the day-to-day operations and undertaken in the ordinary course of business and at arm's length basis 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 such approval, unless revoked or varied by the Company in general meeting, shall continue to be in force until:-

- i. the conclusion of the next Annual General Meeting of the Company following the Thirteenth Annual General Meeting at which the Proposal is approved, at which time it will lapse, unless by a resolution passed at that Annual General Meeting the mandate is renewed;
- ii. the expiration of the period within which the next Annual General Meeting of the Company after the Thirteenth Annual General Meeting 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 ordinary 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 to do all such acts and things as they may consider expedient or necessary to give effect to the Proposal."

**Resolution 11**

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

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## DATE OF ENTITLEMENT AND PAYMENT OF FINAL DIVIDEND

**NOTICE IS HEREBY GIVEN THAT** subject to the approval of the shareholders, the final dividend of 10 sen per share less 25% income tax for the financial year ended 31 December 2008 will be paid on 29 May 2009 to shareholders whose names appear in the Record of Depositors at the close of business at 5.00 pm on 22 May 2009.

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

- a. shares transferred to the depositor's securities account before 4.00 pm on 22 May 2009 in respect of ordinary transfers; and
- b. 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

**Chua Siew Chuan** MAICSA 0777689

**Chin Mun Yee** MAICSA 7019243

Company Secretaries

Kuala Lumpur  
23 April 2009

## 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 an officer of the corporation duly authorised in that behalf.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.
4. 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.
5. The instrument appointing a proxy must be deposited at the Company's Registered Office situated at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, 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

### Ordinary Resolution No. 1

#### Resolution Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution No. 1, if passed, will enable the Directors to issue up to a maximum of 10% of the issued and paid up share capital of the Company 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.

### Ordinary Resolution No. 2

#### Resolution Pertaining to Proposed Shareholders' Mandate for Recurrent Related Party Transactions

The proposed Ordinary Resolution No. 2, if passed, 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 23 April 2009 circulated together with this Annual Report.

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## STATEMENT ACCOMPANYING THE NOTICE OF THE THIRTEENTH ANNUAL GENERAL MEETING

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

1. The Director standing for re-election under agenda item 4 of the Notice of the Thirteenth Annual General Meeting, pursuant to Article 118 of the Company's Articles of Association is Mr Yong Weng Fai.

The Directors standing for re-election under agenda item 5 of the Notice of the Thirteenth Annual General Meeting, pursuant to Article 123 of the Company's Articles of Association are Y.A.M. Tengku Dato' Rahimah binti Almarhum Sultan Mahmud, Tuan Syed Ahmad bin Alwee Alsree, Datu Michael Ting Kuok Ngie @ Ting Kok Ngie, Mr Kuah Hun Liang and Mr Tan Vern Tact.

The details of the abovementioned six (6) Directors seeking re-election are set out in their respective profiles in this Annual Report.

2. A total of seven (7) Board Meetings were held during the financial year ended 31 December 2008 as follows:-

Date of meetings	: 27 February 2008
	25 April 2008
	26 May 2008
	27 August 2008
	19 September 2008
	25 November 2008
	15 December 2008

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3. The details of the attendance of Directors at the Board meetings held during the financial year:-

NAME OF DIRECTOR	NO. OF MEETINGS ATTENDED
Tan Sri Abdul Rashid bin Abdul Manaf <sup>2</sup>	5/5
Loh Kim Tai <sup>2</sup>	5/5
Loh Kim Kah	7/7
Lee Hon Keong <sup>2</sup>	4/5
Dato' Voon Tin Yow <sup>1</sup>	3/4
Danny Ng Siew L'Leong <sup>2</sup>	3/5
Hooi Kah Hung <sup>2</sup>	4/5
O Wai Tiong <sup>2</sup>	5/5
Yong Weng Fai	7/7
Michael Oh Aik Teong <sup>2</sup>	5/5
Y.A.M. Tengku Dato' Rahimah binti Almarhum Sultan Mahmud <sup>3</sup>	2/2
Tuan Syed Ahmad bin Alwee Alsree <sup>3</sup>	* 2/2
Kuah Hun Liang <sup>3</sup>	2/2
Tan Vern Tact <sup>3</sup>	2/2
Datu Michael Ting Kuok Ngie @ Ting Kok Ngie <sup>3</sup>	* 2/2

<sup>1</sup> resigned on 9 September 2008

<sup>2</sup> resigned on 19 September 2008

<sup>3</sup> appointed on 19 September 2008

\* including conference call