

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Ninety-First Annual General Meeting of Arab-Malaysian Corporation Berhad will be held at Dewan AmBank Group, 7th Floor, Bangunan AmBank Group, 55, Jalan Raja Chulan, 50200 Kuala Lumpur on Thursday, 29 September 2005 at 10.30 a.m. to transact the following businesses:

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2005 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To re-elect the following Directors who retire by rotation pursuant to Article 104 of the Company's Articles of Association:
  - i. Y. Bhg. Tan Sri Dato' Azman Hashim **Resolution 2**
  - ii. Y. Bhg. Prof. Tan Sri Dato' Dr. Mohd Rashdan bin Haji Baba **Resolution 3**
  - iii. Puan Shalina Azman **Resolution 4**
3. To re-appoint Messrs. Deloitte KassimChan as Auditors of the Company and to authorise the Directors to determine their remuneration. **Resolution 5**

### AS SPECIAL BUSINESS

4. To consider and if thought fit, pass the following ordinary resolution:
 

**Payment of Directors' Fees**

"THAT the payment of Directors' fees of RM180,000 in respect of the financial year ended 31 March 2005 be and is hereby approved." **Resolution 6**
5. To consider and if thought fit, pass the following ordinary resolution pursuant to Section 129 of the Companies Act, 1965:
 

**Re-Appointment of Director**

"THAT Y. Bhg. General (Rtd) Tan Sri (Dr.) Dato' Paduka Mohamed Hashim bin Mohd Ali who retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **Resolution 7**

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6. To consider and if thought fit, pass the following ordinary resolution:

## **Authority to Directors to Issue Shares**

“THAT subject always to the Companies Act, 1965, provisions of the Company's Memorandum and Articles of Association and the approval from the relevant authorities, where such approval is necessary, full authority be and is hereby given to the Directors 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 capital of the Company for the time being 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.”

## **Resolution 8**

7. To consider and if thought fit, pass the following ordinary resolution:

## **Proposed Renewal of Authority for Share Buy-back**

“THAT subject always to the Companies Act, 1965, provisions of the Company's Memorandum and Articles of Association, the requirements of Bursa Malaysia Securities Berhad and any other relevant authorities, and other relevant approvals, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company as may be determined by the Directors from time to time through Bursa Malaysia Securities Berhad, subject to the following:

## **Resolution 9**

- a) The aggregate number of shares which may be purchased by the Company shall not exceed ten per cent (10%) of the total issued and paid-up share capital of the Company at any point in time;
- b) The maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the retained profit and/or the share premium account of the Company at the time of the purchase(s). The audited retained profit and the share premium account of the Company as at 31 March 2005 are RM178.3 million and RM332.7 million respectively.
- c) The authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:
  - i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the Ninety-First AGM, at which such resolution was passed, at which time the said authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

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- ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
  - iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;
- whichever occurs first;
- d) Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:
    - i) to cancel the shares so purchased; or
    - ii) to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Malaysia Securities Berhad or subsequently cancelled; or
    - iii) to retain part of the shares so purchased as treasury shares and cancel the remainder.

THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares.”

8. To consider and if thought fit, pass the following special resolution:

#### **Proposed Change of Company's Name**

“THAT the name of the Company be changed from “Arab-Malaysian Corporation Berhad” to “AmcorpGroup Berhad” with effect from the date of the Certificate of Incorporation on Change of Name to be issued by the Companies Commission of Malaysia and that the name of the Company wherever it appears in the Company's Memorandum and Articles of Association be amended to AmcorpGroup Berhad accordingly (“Proposed Change of Name”).

#### **Resolution 10**

AND THAT the Directors and Secretary of the Company be and are hereby authorised to deal with all matters relating to the Proposed Change of Name and to take all steps and do all acts and things in any manner as they may consider necessary or expedient to give effect to and complete the Proposed Change of Name.”

9. To transact any other business for which due notice shall have been received.

By Order of the Board

**JOHNSON YAP CHOON SENG (MIA 20766)**

**YEOH CHONG KEAT (MIA 2736)**

Secretaries

Kuala Lumpur

7 September 2005

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## Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. 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 with ordinary shares of the Company standing to the credit of the said securities account.
2. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal or under the hand of the attorney.
4. The instrument of proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Registered Office of the Company at Suite 11.1A, Level 11, Menara Weld, 76, Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof.
5. Explanatory Notes on Special Business:

5.1 Resolution 6 - Payment of Directors' fees

The Ordinary Resolution proposed under item 4, if passed, will authorise the payment of Directors' fees to the Non-Executive Directors of the Company for their services as Directors during the financial year ended 31 March 2005.

5.2 Resolution 7 - Re-appointment of Director

Y. Bhg. General (Rtd) Tan Sri (Dr.) Dato' Paduka Mohamed Hashim bin Mohd Ali, an Independent Non-Executive Director of the Company who has attained 70 years of age, is seeking re-appointment as Director of the Company to hold office until the next Annual General Meeting pursuant to Section 129 of the Companies Act, 1965.

5.3 Resolution 8 - Authority to Directors to issue shares

The Ordinary Resolution proposed under item 6, if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

5.4 Resolution 9 - Proposed Renewal of Authority for Share Buy-back

The Ordinary Resolution proposed under item 7, if passed, will authorise the Company to purchase the Company's shares up to 10% of the total issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained profit and the share premium account of the Company.

Details on the proposal are set out in the Statement of Share Buy-back dated 7 September 2005 enclosed together with the 2005 Annual Report.

5.5 Resolution 10 - Proposed Change of Company's Name

The Company had on 26 August 2005 announced the proposed change of Company's name from Arab-Malaysian Corporation Berhad to AmcorpGroup Berhad. The use of the name AmcorpGroup Berhad was approved by the Companies Commission of Malaysia ("CCM") on 17 August 2005. The change of name would be effective from the date of issuance of the Certificate of Incorporation on the Change of Name by the CCM. The rationale for the proposed change is to create a more distinct corporate identity for the Company.