

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN that the Forty Eighth (48th) Annual General Meeting of Commerce Asset-Holding Berhad will be held at Emerald Room, Mandarin Oriental Hotel, Kuala Lumpur City Centre, 50088, Kuala Lumpur on Monday, 18 April 2005 at 10.00 a.m. to transact the following business:-**

## AGENDA

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2004 and the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To declare a first and final dividend of 10.0 sen less income tax and special dividend of 5.0 sen less income tax for the year ended 31 December 2004 as recommended by the Directors payable on 11 May 2005 to shareholders registered in the Company's books at the close of business on 26 April 2005. **Resolution 2**
3. To consider and if thought fit, pass the resolution pursuant to Section 129(6) of the Companies Act, 1965 to re-appoint Tan Sri Dato' Mohd Desa Pachi as Director of the Company, to hold office until the conclusion of the next Annual General Meeting. **Resolution 3**
4. To re-elect the following Directors who retire in accordance with the Company's Articles of Association:
  - 4.1 Dato' Anwar Aji **Resolution 4**
  - 4.2 Dr. Roslan A. Ghaffar **Resolution 5**
  - 4.3 En. Izlan Izhab **Resolution 6**
5. To approve the payment of Directors' fees amounting to RM60,000 per director per annum in respect of the year ended 31 December 2004. **Resolution 7**
6. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Resolution 8**
7. To transact any other ordinary business.

As special business:

To consider and if thought fit to pass the following Ordinary Resolutions:

8. Proposed renewal of the authority for the issue of new ordinary shares. **Resolution 9**

**"THAT** pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10 percent of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue."

9. Proposed renewal of the authority for the purchase of own ordinary shares. **Resolution 10**

**"THAT**, subject to the Companies Act, 1965 (as may be amended, modified or re-enacted from time to time), the Company's Articles of Association and the requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company ("Proposed Shares Buy-Back") as may be determined by the Board of Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Board of Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of ordinary shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company at any point in time and an amount not exceeding the total retained profits of approximately RM735.1 million and/or share premium account of approximately RM1,881.1 million of the Company based on the audited financial statements for the financial year ended 31 December 2004 be allocated by the Company for the Proposed Shares Buy-Back **AND THAT** the ordinary shares of the Company to be purchased are proposed to be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends or re-sold on Bursa Securities **AND THAT** the Board of Directors of the Company be and are hereby empowered generally to do all acts and things to give effect to the Proposed Shares Buy-Back **AND THAT** such authority shall commence immediately upon passing of this ordinary resolution until:

- i. the conclusion of the next AGM of CAHB in 2006 at which time such authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions;
- ii. the expiration of the period within which the next AGM 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 is the earlier but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant authorities.”

**NOTICE OF BOOKS CLOSURE**

Notice is hereby given that the register of members will be closed from 27 April 2005 to 28 April 2005 (both dates inclusive) to determine shareholders entitlement to the dividend payment. The dividend, if approved will be paid on 11 May 2005 to shareholders whose names appear in the register of members and record of depositors on 26 April 2005.

Further notice is hereby given that a depositor shall qualify for entitlement only in respect of:

- a. Shares deposited into the depositor’s securities accounts before 12.30 p.m. on 22 April 2005 (in respect of shares which are exempted from mandatory deposit).
- b. Shares transferred into the depositor’s securities accounts before 4.00 p.m. on 26 April 2005 in respect of ordinary transfer.
- c. Shares bought on Bursa Securities on a cum entitlement basis according to the rules of the Bursa Securities.

Shareholders are reminded that pursuant to the Securities Industry (Central Depositories) (Amendment) (No. 2) Act, 1998 which came into force on 1 November 1998, all shares not deposited with Malaysian Central Depository Sdn Bhd by 12.30 p.m. on 1 December 1998 and not exempted from mandatory deposit, have been transferred to the Minister of Finance (“MoF”). Accordingly, the payment for such undeposited shares will be paid to MoF.

By Order of the Board

**Jamil Hajar Abdul Muttalib**

Secretary (LS. 000656)

Kuala Lumpur  
26 March 2005

**NOTES:**

1. A member of the company entitled to attend and vote at the meeting may appoint more than one (1) proxy to attend and vote instead of him. Each proxy shall represent a minimum of 100 shares.
2. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
3. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, the proxy form must be executed either under seal or under the hand of its attorney.
5. For a proxy to be valid, all proxy forms should be deposited at the Registrar’s Office, Tenaga Koperat Sdn Bhd, 20th Floor, Plaza Permata, Jalan Kampar, Off Jalan Tun Razak 50400 Kuala Lumpur not less than forty-eight hours before the time for holding the meeting or any adjournment thereof.
6. For a Form of Proxy executed outside Malaysia, the signature must be attested by a Solicitor, Notary Public, Consul or Magistrate.
7. Explanatory note on special business:  
*Ordinary Resolution 9, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a General Meeting. The authorisation will, unless revoked or varied by the Company at a General Meeting, expire at the next Annual General Meeting.*

*The details on Resolution 10 on the proposed renewal of the authority for the purchase of own ordinary shares is contained in the statement accompanying this Notice of Annual General Meeting in this Annual Report.*