

Statistics on Shareholdings

as at 25 March 2003

Authorised Share Capital	: RM100,000,000
Issued and Fully Paid Up Capital	: RM68,916,346
Class of Shares	: Ordinary Shares of RM1.00 each
Voting Rights	: One vote per ordinary share

ANALYSIS BY SIZE OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Ordinary Shares	%
Less than 1,000	77	4.39	27,866	0.04
1,000 to 10,000	1,467	83.59	3,723,672	5.48
10,001 to 100,000	146	8.32	4,445,602	6.55
100,001 to less than 5% of issued shares	61	3.48	40,980,372	60.34
5% and above of issued shares	4	0.23	18,738,834	27.59
Total	1,755	100.00	67,916,346	100.00

THIRTY (30) LARGEST SHAREHOLDERS

Name	No. of share of RM1.00	%
EMPLOYEES PROVIDENT FUND BOARD	8,104,000	11.93
PERMODALAN NASIONAL BERHAD	3,667,334	5.40
ASTERIA CONSOLIDATED SDN. BHD.	3,500,500	5.15
AL WAKALAH NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Asteria Consolidated Sdn. Bhd.	3,467,000	5.10
MALAYSIA NATIONAL INSURANCE BERHAD	3,135,000	4.62
CIMB NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Asteria Consolidated Sdn. Bhd.	2,966,000	4.37
MAYFIN NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Asteria Consolidated Sdn. Bhd	2,882,500	4.24
UOBM NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Asteria Consolidated Sdn. Bhd.	2,790,000	4.11
AL-KABIR BIN MOHD ALI	2,590,000	3.81
AMSEC NOMINEES (TEMPATAN) SDN. BHD. Arab-Malaysian Credit Berhad for Al-Meiraj Bin Mohd Ali	2,287,666	3.37
UNIVERSAL TRUSTEE (MALAYSIA) BERHAD BHLB Pacific Emerging Companies Growth Fund	1,344,000	1.98
UNIVERSAL TRUSTEE (MALAYSIA) BERHAD BHLB Pacific High Growth Fund	1,268,000	1.87

Statistics on Shareholdings

as at 25 March 2003

THIRTY (30) LARGEST SHAREHOLDERS (continued)

Name	No. of share of RM1.00	%
AMMB NOMINEES (TEMPATAN) SDN. BHD. Amtrustee Berhad for BHLB Pacific Dana Al-Ihsan	1,190,000	1.75
HSBC NOMINEES (TEMPATAN) SDN. BHD. HSBC (M) Trustee Bhd for OSK-UOB Equity Trust	1,152,000	1.70
LEMBAGA TABUNG HAJI	1,100,000	1.62
LEMBAGA TABUNG HAJI	1,100,000	1.62
TAKAFUL NASIONAL SDN. BERHAD	1,017,000	1.50
SYARIKAT TAKAFUL MALAYSIA BERHAD	936,000	1.38
MALAYSIA NOMINEES (TEMPATAN) SENDIRIAN BERHAD Amanah SSCM Asset Management Berhad for Amanah Smallcap Fund Berhad	918,000	1.35
AL-WAKALAH NOMINEES (TEMPATAN) SDN. BHD. Bank Islam Malaysia Berhad	762,000	1.12
TA NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Uma Devi A/P N Nadarajah	744,440	1.10
TAKAFUL NASIONAL SDN. BERHAD	678,000	1.00
CITICORP NOMINEES (ASING) SDN. BHD. TNTC for Government of Singapore Investment Corporation Pte Ltd	617,500	0.91
AMANAH RAYA NOMINEES (TEMPATAN) SDN. BHD. AUTB Progress Fund	554,000	0.82
AMANAH RAYA BERHAD BHLB Pacific Double Growth Fund	553,000	0.81
MAYBAN NOMINEES (TEMPATAN) SDN. BHD. Mayban Trustees Bhd for Amanah Saham Wanita	549,000	0.81
OSK NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Juay Cheng Piah	537,000	0.79
BUMIPUTRA-COMMERCE TRUSTEE BERHAD Amanah Saham Darul Iman	528,000	0.78
JUAY CHENG PIAH	466,000	0.69
CIMSEC NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Vest Passage (M) Sdn Bhd	443,552	0.65
TOTAL	51,847,492	76.34

Statistics on Shareholdings

as at 25 March 2003

SUBSTANTIAL SHAREHOLDINGS

(As per the Register of Substantial Shareholders of AIC Corporation Berhad)

Name	Direct No. of shares	%	Indirect No. of shares	%
Asteria Consolidated Sdn. Bhd.	15,732,166	23.17	-	-
Golden Prism Sdn. Bhd.	-	-	15,732,166 (a)	23.17
Nadi Mal Sdn. Bhd.	334,666	0.49	15,732,166 (a)	23.17
Hakikat Seri Sdn. Bhd.	-	-	16,066,832 (b)	23.66
Datuk Haji Sarip bin Hamid	177,000	0.26	15,732,166 (c)	23.17
Maznah Bte. Mohamad	46,000	0.07	16,066,832 (d)	23.66
Mohamad Ariff bin Puteh	12,000	0.02	16,112,832 (e)	23.73
Employees Provident Fund Board	8,104,000	11.93	-	-
Permodalan Nasional Berhad	3,667,334	5.40	-	-
Yayasan Pelaburan Bumiputra	-	-	3,667,334 (f)	5.40

Notes :-

- Deemed interest by virtue of its substantial shareholding in Asteria Consolidated Sdn. Bhd.
- Deemed interest by virtue of its substantial shareholding in Asteria Consolidated Sdn. Bhd. through Nadi Mal Sdn. Bhd.
- Deemed interest by virtue of his substantial shareholding in Asteria Consolidated Sdn. Bhd. through Golden Prism Sdn. Bhd.
- Deemed interest by virtue of her substantial shareholding in Asteria Consolidated Sdn. Bhd. through Nadi Mal Sdn. Bhd. and Hakikat Seri Sdn. Bhd.
- Deemed interested in his spouse, Maznah Bte Mohamad's shareholdings in the Company by virtue of her direct interest, and indirect interest via Asteria Consolidated Sdn. Bhd. through Nadi Mal Sdn. Bhd. and Hakikat Seri Sdn. Bhd.
- Indirect interest through its shareholding of 100% interest less one share of Permodalan Nasional Berhad by virtue of Section 6A of the Companies Act, 1965.

Statistics on Shareholdings

as at 25 March 2003

DIRECTORS' SHAREHOLDINGS

(As per the Register of Directors' Shareholdings of AIC Corporation Berhad)

Name	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Datuk Haji Sarip bin Hamid	177,000	0.26	15,732,166 *	23.17
Tuan Haji Mohd Ali bin Bawal	350,000	0.50	-	-
Mohamad Ariff bin Puteh	12,000	0.02	16,112,832 **	23.73
Prof. Madya Dato' Haji Mohd Mokhtar bin Haji Shafii	18,000	0.03	-	-
Mamat @ Mohamed bin Hussain	-	-	-	-
Md Yusof bin Hussin	-	-	-	-

Note:-

* Deemed interest by virtue of his substantial shareholdings in Asteria Consolidated Sdn. Bhd. through Golden Prism Sdn. Bhd.

** Deemed interested in his spouse, Maznah Bte Mohamad's shareholdings in the Company by virtue of her direct interest, and deemed interest via Asteria Consolidated Sdn. Bhd. through Nadi Mal Sdn. Bhd. and Hakikat Seri Sdn. Bhd.

Statistics on Warrantholdings

as at 25 March 2003

ANALYSIS BY SIZE OF WARRANTHOLDINGS – WARRANT B

Size of holdings	No. of Warrant holders	%	No. of Warrants	%
Less than 1,000	4	0.43	3,496	0.02
1,000 to 10,000	791	84.33	2,551,250	14.78
10,001 to 100,000	125	13.33	3,346,500	19.39
100,001 to less than 5% of issued warrants	16	1.71	5,375,246	31.14
5% and above of issued warrants	2	0.21	5,985,572	34.67
Total	938	100.00	17,262,064	100.00

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AIC Corporation Berhad (194514-M)

THIRTY (30) LARGEST WARRANT HOLDERS – WARRANT B

Name	No. of warrants held	%
CIMB NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Asteria Consolidated Sdn. Bhd.	3,909,248	22.65
TA NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Uma Devi A/P N Nadarajah	2,076,324	12.03
HSBC NOMINEES (TEMPATAN) SDN. BHD. HSBC (M) Trustee Bhd for OSK-UOB Equity Trust	850,000	4.92
UOBM NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Asteria Consolidated Sdn. Bhd	710,000	4.11
CIMSEC NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Vest Passage (M) Sdn. Bhd.	676,400	3.92
SYED SABRI BIN SYED ALI	509,846	2.95
HSBC NOMINEES (ASING) SDN. BHD. HRBS SG for Tenacious Hold Limited	488,000	2.83
MALAYSIA NOMINEES (TEMPATAN) SENDIRIAN BERHAD Amanah SSCM Asset Management Berhad for Amanah Smallcap Fund Berhad	408,000	2.36
CIMSEC NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Optimum Avenue Sdn. Bhd.	396,000	2.29
AMANAH RAYA NOMINEES (TEMPATAN) SDN. BHD. AUTB Progress Fund	225,000	1.30
AFFIN-ACF NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Tan Chin Hoe	188,000	1.09
CHANG TZUNG YAUR	185,000	1.07

Statistics on Warrantholdings

as at 25 March 2003

THIRTY (30) LARGEST WARRANT HOLDERS – WARRANT B (continued)

Name	No. of warrants held	%
VEST PASSAGE (M) SDN. BHD.	174,000	1.01
MALAYSIAN ASSURANCE ALLIANCE BERHAD As beneficial owner (Growth Fund)	120,000	0.70
JUAY CHENG PIAH	118,000	0.68
KHOR ENG KHYE	115,000	0.67
RHB NOMINEES (TEMPATAN) SDN. BHD. RHB Asset Management Sdn Bhd for British Malaysian Institute Sdn Bhd	110,000	0.64
F.I.T NOMINEES (ASING) SDN. BHD. Pledged Securities Account for Tan Geok Tee	102,000	0.59
CHEW HEN FONG	100,000	0.58
LIEW HUI LING	100,000	0.58
CIMSEC NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Tay Kian Chuan	98,000	0.57
ENG NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Chong Kin Fah	90,250	0.52
LEE CHOON PHOOI	85,000	0.49
BBMB SECURITIES NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Ong Joo Beng	78,000	0.45
CIMSEC NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for I-Wen Morsingh	72,000	0.42
BUMIPUTRA-COMMERCE TRUSTEE BERHAD Amanah Saham Darul Iman	70,000	0.41
MERCSEC NOMINEES (ASING) SDN. BHD. Pledged Securities Account for Chang Tzung Yaur	58,000	0.34
AMFINANCE BERHAD Pledged Securities Account for Juay Cheng Piah	54,250	0.31
KEE HOOI SENG	53,000	0.31
BBMB SECURITIES NOMINEES (TEMPATAN) SDN. BHD. Pledged Securities Account for Ng King Hoo	50,000	0.29
TOTAL	12,269,318	71.08

Properties of the Group

Location/ Address	Description and Existing Use	Approx. Age of Building (Years)	Land Area (Sq. Ft.)	Built Up Area (Sq. Ft.)	Tenure of Land	Net Book Value as at 31/12/02	Date of reevaluation/ Purchase
Plot 26 & 27, Zone Perindustrian Phase 1 Kulim Hi-tech Industrial Park 09000 Kedah	Office and factory building: assembly and test of Integrated Circuit Chips	5.5 1.5	513,140	95,000 89,000	60 years leasehold land expiring in year 2056	39,764,716	June 2001
Lot No. 8280 Mukim of Kapar 41700 Klang Selangor	Office and factory building: Manufacture of metal processed automotive parts	27	87,360	40,950	Freehold	3,000,000	July 2002
Lot 605, 606,607 & 608, 8th Mile, Mukim of Hulu Kelang Daerah Gombak Selangor	Intended for development property	-	901,700	-	Freehold	1,831,656	October 1996
Unit 29/3, Phase 2 H.S. (D) 53150 P.T. No. 6782 Mukim of Batu District Wilayah Persekutuan	4 Storey Shophouse: vacant	5.5	1,481	5,880	99 years leasehold land expiring in year 2086	786,183	July 2001
41, Kaki Bukit Place Singapore 416219	5 Storey building: Distribution of electronics components	4	4,795	13,110	60 years leasehold land expiring in year 2055	6,571,308	June 2001
Lot No. 3, Persiaran Kemajuan, Seksyen 16 40200 Shah Alam Selangor	Office and Factory building: design, manufacture and distribution of electronics products and assembly of automotive accessories	6.5	90,524	75,260	99 years leasehold land expiring in year 2094	12,392,233	July 2001
Plot 78, Bayan Lepas Industrial Park IV Mukim 12, South West District Pulau Pinang	Office and Factory building: Manufacture of metal products and automation systems and semiconductor industries	5.5	66,000	31,000	60 years leasehold land expiring in year 2056	3,401,160	August 1997
No 20 & 22 Jalan Mashur 1 Taman Perindustrian Cemerlang, 81800 Ulu Tiram, Johor	Office and Factory building: Manufacture of metal stamping parts for electronics and electrical use	5.5	78,400	63,000	Freehold	7,544,430	November 1997
Kawasan Industri KIIC C-7C JI ToI Jakarta-Cikampek KM 47 Teluk Jambe Karawang 41361 Indonesia	Office and Factory building: Manufacture and fabrication of tools and dies and parts of electronics and electrical industries	6	46,467	68,245	30 years leasehold land expiring year 2027	3,228,757	April 1997



Thirteenth Annual General Meeting

I/We _____ of _____
 _____ being a member/ members of **AIC CORPORATION BERHAD**
 hereby appoint * the Chairman of the meeting or _____ of _____

or failing whom _____ of _____
 as my/our proxy to vote for me/us and on my/our behalf at the Thirteenth Annual General Meeting of the Company to be held at Concorde II, Level 2, Concorde Hotel Shah Alam, 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 22 May 2003 at 10.00 a.m. and at any adjournment thereof.

*My/*Our proxy(ies) is/are to vote as indicated below:-

No.	Resolutions		For	Against
	ORDINARY BUSINESS			
1.	To receive the Audited Financial Statements for the year ended 31 December 2002 together with the Directors' and Auditors' Reports thereon.	<i>Ordinary Resolution 1</i>		
2.	To declare a First and Final Tax-Exempt Dividend of 1% for the year ended 31 December 2002.	<i>Ordinary Resolution 2</i>		
3.	To approve the payment of Directors' fees of RM58,167.00 for the year ended 31 December 2002.	<i>Ordinary Resolution 3</i>		
4.	To re-elect the following Directors who are retiring in accordance with Article 101 of the Company's Articles of Association:- 4.1. Y. Bhg. Datuk Haji Sarip bin Hamid 4.2. Prof. Madya Dato' Haji Mohd Mokhtar bin Haji Shafiq	<i>Ordinary Resolution 4</i> <i>Ordinary Resolution 5</i>		
5.	To re-appoint Messrs KPMG as the Company's Auditors and to authorise the Board of Directors to fix their remuneration.	<i>Ordinary Resolution 6</i>		
6.	SPECIAL BUSINESS			
	(i) Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Asteria Corporation Sdn. Bhd. ("ACSB"), Asteria Industries Sdn. Bhd. ("AISB") and persons connected to ACSB, AISB and Autoindustries Ventures Berhad ("AIV")	<i>Ordinary Resolution 7</i>		
	(ii) Proposed Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading with Jotech Holdings Berhad ("JHB") and persons connected to JHB	<i>Ordinary Resolution 8</i>		
	(iii) Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Khazanah Nasional Berhad	<i>Ordinary Resolution 9</i>		
	(iv) Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Atmel Corporation	<i>Ordinary Resolution 10</i>		
	(v) Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Brimal Stampress Engineering Sdn. Bhd.	<i>Ordinary Resolution 11</i>		
	(vi) Authority to allot and issue shares in general pursuant to Section 132D of the Companies Act, 1965.	<i>Ordinary Resolution 12</i>		

(Please indicate with (X) how you wish your vote to be casted. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion)

Dated this _____ day of _____ 2003.

 Signature/Common Seal of Shareholder(s)

(* Delete if not applicable)

Notes :-

1. A member of the Company entitled to present and to vote at the Thirteenth Annual General Meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
2. Where a member appoints two or more proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at 10th Floor-Tower Block, Kompleks Antarabangsa, Jalan Sultan Ismail, 50250 Kuala Lumpur, at least forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

Explanatory notes on special business of the Agenda

Item 6(i) to 6(v)

For further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, please refer to the Circular to Shareholders dated 28 April 2003 enclosed together with the Company's Annual Report 2002.

Item 6(vi)

The Ordinary Resolution proposed under item 6(vi) is in line with the Company's expansion plan which may involve the issue of new shares. Under Section 132D of the Companies Act, 1965, the Directors would have to call for a general meeting to approve the issue of new shares even though the number of shares involved is less than 10% of the issued share capital of the Company for the time being. In order to avoid any delay and costs involved in convening a general meeting, it is thus considered appropriate to seek the shareholders' approval for Directors of the Company to issue shares in the Company up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company and also to empower Directors to obtain approval from the Kuala Lumpur Stock Exchange for the listing of and quotation for additional shares issued. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

Number of ordinary shares held

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STAMP

The Company Secretary
AIC Corporation Berhad
(Company No. 194514-M)

10th Floor, Tower Block
Kompleks Antarabangsa
Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia

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50782 Kuala Lumpur

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