

**General Announcement**

Reference No **C&-040427-6A2BC**

Company Name : **AIC CORPORATION BERHAD**

Stock Name : **AIC**

Date Announced : **27/04/2004**

Type : **Announcement**

Subject : **AIC CORPORATION BERHAD  
- NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING**

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**NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fourteenth Annual General Meeting of AIC Corporation Berhad ("AIC" or "the Company") will be held at Wisma AIC, Lot 3, Persiaran Kemajuan, Seksyen 16, 40200 Shah Alam, Selangor Darul Ehsan on Thursday, 27 May 2004 at 10.00 a.m. for the following purposes:-

**AGENDA**

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the year ended 31 December 2003 together with the Directors' and Auditors' Reports thereon.

*- Ordinary Resolution 1*

2. To declare a First and Final Tax-Exempt Dividend of 1% for the year ended 31 December 2003.

*-Ordinary Resolution 2*

3. To approve the payment of Directors' fees of RM95,420.00 for the year ended 31 December 2003.

*-Ordinary Resolution 3*

4. To re-elect the following Directors who are retiring in accordance with Article 101 of the Company's Articles of Association:-

4.1 Tuan Haji Mohd Ali bin Bawal - *Ordinary Resolution 4*

4.2 Encik Mamat @ Mohamed bin Hussain - *Ordinary Resolution 5*

5. To re-elect Mohamad Ariff bin Puteh who is retiring in accordance with Article 106 of the Company's Articles of Association.

*- Ordinary Resolution 6*

6. To re-appoint Messrs KPMG as the Company's Auditors and to authorise the Board of Directors to fix their remuneration.

*- Ordinary Resolution 7*

**7. AS SPECIAL BUSINESS**

To consider and, if thought fit, pass with or without modifications, the following resolution as an Ordinary Resolution:-

**Authority to allot and issue shares in general pursuant to Section 132D of the Companies Act, 1965**

"**THAT**, subject always to the approvals of the relevant authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to allot and 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 to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued share capital of the Company at the time of issue and the Directors are hereby further empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Malaysia Securities Exchange Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

*- Ordinary Resolution 8*

8. To transact any other business of the Company of which due notice shall be given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

**BY ORDER OF THE BOARD**

**LIM PHOOI KEE (MIA 2759)**  
**CHEN HENG MUN (MIA 10264)**  
**NG YIM KONG (LS 0008343)**  
Company Secretaries

Shah Alam

Date : 28 April 2004

**Notes**

1. A member of the Company entitled to present and to vote at the Fourteenth 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 Companies Commission of Malaysia.
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 Level 17, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, 50490 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 7*

The Ordinary Resolution proposed under item 7 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 Malaysia Securities Exchange Berhad 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.