

General Announcement

Reference No **CA-070518-9F210**

Company Name : **AIC CORPORATION BERHAD**

Stock Name : **AIC**

Date Announced : **18/05/2007**

Type : **Announcement**

Subject : **NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING**

Contents :

The Directors of AIC Corporation Berhad ("the Company") are pleased to announce that the Seventeenth Annual General Meeting of the Company will 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, 21 June 2007 at 2.30 p.m.

The full text of the Notice of AGM is attached herewith for your attention.



AIC-(2007)Notice.doc

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AIC CORPORATION BERHAD (194514-M)

(Incorporated in Malaysia)

NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of the Company will 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, 21 June 2007 at 2.30 p.m. for the following business:-

AGENDA	Resolution No.
1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2006 together with the Directors' and Auditors' Reports thereon.	1
2. To approve the payment of Directors' fees.	2
3. To re-elect Mr. Yeow Ewe Chuan retiring in accordance with Article 101 of the Company's Articles of Association.	3
4. To re-elect the following Directors retiring in accordance with Article 106 of the Company's Articles of Association:-	
(i) Datuk Goh Tian Chuan	4
(ii) Encik Yahya Bin Razali	5
5. To appoint Messrs KPMG as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	6
6. As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-	

**AS ORDINARY RESOLUTION 1
- AUTHORITY TO ISSUE SHARES**

"THAT subject always to the Companies Act, 1965 ("Act") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Act, to issue and to allot shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

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7. As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

**AS ORDINARY RESOLUTION 2
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH ATMEL CORPORATION ("ATEL")**

"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.2 of the Circular to Shareholders dated 21 May 2007 with Atmel, provided that such transactions are undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders; AND THAT the

Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this ordinary resolution; AND THAT such approval shall continue to be in force until the earlier of :-

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) is revoked or varied by resolution passed by the shareholders of the Company in general meeting."

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8. As Special Business to consider and if thought fit, to pass the following resolution, with or without modifications:-

**AS SPECIAL RESOLUTION
- PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

"THAT the proposed deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as contained in Appendix I attached to the Annual Report 2006 be and are hereby approved."

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

BY ORDER OF THE BOARD

CHEN HENG MUN

KANG SHEW MENG

SEOW FEI SAN

Secretaries

Selangor Darul Ehsan

21 May 2007

Notes:-

(i) **Proxy**

1. A member of the Company entitled to present and to vote at the Seventeenth 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 (2) 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 of 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 shall be deposited at the Company's Share Registrar's Office at Epsilon Registration Services Sdn Bhd, 312, 3rd Floor, Block C, Kelana Square, 17 Jalan SS 7/26, 47301 Petaling Jaya, Selangor Darul Ehsan, at least forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

(ii) **Explanatory Note on Special Business**

➤ **Resolution 7**

The proposed Ordinary Resolution 7, if passed, is to give the Directors of the Company flexibility to issue and allot shares for such purposes as the Directors in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting. This authority will expire at the next AGM of the Company.

➤ **Resolution 8**

The proposed Ordinary Resolution 8, if passed, will allow the Group to enter into Recurrent Transactions pursuant to paragraph 10.09 of the Listing Requirements. Further information on the Proposed Shareholders' Mandate for Recurrent Transactions is set out in the Circular to Shareholders dated 21 May 2007, which is despatched together with the Company's Annual Report 2006.

➤ **Resolution 9**

The proposed Special Resolution, if passed, will amend the Articles of Association of the Company as in Appendix I of the Annual Report 2006.