

TEKALA CORPORATION BERHAD

(Company No: 357125-D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **THIRD ANNUAL GENERAL MEETING** of the Company will be held at Grand Ballroom, Hotel Sandakan, 4th Avenue, 90000 Sandakan, Sabah on 28 September 1998 at 10.00 am to transact the following business:

AGENDA

Resolution No

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| 1. To receive and adopt the Audited Accounts for the year ended 31 March 1998 and the reports of the Directors and Auditors thereon. | 1 |
| 2. To declare a first and final tax exempt dividend of 4% for the year ended 31 March 1998. | 2 |
| 3. To re-elect the following Directors who retire in accordance with Article 103 of the Company's Articles of Association and, being eligible, offer themselves for re-election: | |
| a) Datuk Ahmad Zahid bin Hamidi | 3 |
| b) Datuk Quek Chiow Yong | 4 |
| c) Seah Sen Onn | 5 |
| d) Lim Ted Hing | 6 |
| 4. To approve payment of Directors' fees of RM120,000 for the year ended 31 March 1998. | 7 |
| 5. To re-appoint Auditors and authorise the Directors to fix their remuneration. | 8 |
| 6. As Special Business, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:- | 9 |
| "THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval of the relevant governmental/regulatory bodies, the Directors be and are hereby authorised 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 they may deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the total issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." | |
| 7. To transact any other business of an ordinary meeting of which due notice has been given. | |

NOTICE OF BOOKS CLOSURE

NOTICE IS ALSO HEREBY GIVEN THAT contingent upon the approval by the shareholders of the dividend payment, the Share Transfer Books and Register of Members of the Company will be closed for two (2) days from 13 October to 14 October 1998 (both dates inclusive) for the purpose of determining entitlement to the First and Final Tax Exempt Dividend of 4% for the year ended 31 March 1998. Duly completed transfers received by the Company's Share Registrar, Signet & Co Sdn Bhd, 11th Floor - Tower Block, Kompleks Antarabangsa, Jalan Sultan Ismail, 50250 Kuala Lumpur by 5.00 pm on 12 October 1998 will be registered before entitlement to the Dividend is determined.

The Dividend, if approved, will be paid on 28 October 1998 to the shareholders registered in the Register of Members as at 12 October 1998.

FURTHER NOTICE IS HEREBY GIVEN THAT the Malaysian Central Depository Sdn Bhd shall not be accepting any requests for deposit and/or withdrawal of shares commencing 12.30 pm on 8 October 1998 until 12.29 pm on 12 October 1998. A depositor shall qualify for entitlement to the Dividend only in respect of:-

- shares deposited into the Depositor's Securities Account before 12.30 pm on 8 October 1998;
- shares not withdrawn from the Depositor's Securities Account as at 12.29 pm on 8 October 1998;
- shares transferred into the Depositor's Account before 12.30 pm on 12 October 1998 in respect of ordinary transfers;
- shares transferred into the Depositor's Securities Account at or before 3.00 pm on 12 October 1998 in respect of express transfers;
- shares bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

BY ORDER OF THE BOARD

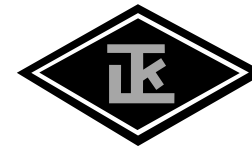
THIEN VUI HENG (MIA 5970)

Company Secretary

Sandakan, Sabah
5 September 1998

Notes :

- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a show of hands or on a poll in his stead. A proxy need not be a member of the Company.
- In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of some officer of the corporation duly authorised in that behalf.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
- The instrument appointing a proxy must be deposited at the Company's Registered Office situated at 2nd Floor, Lot 15, Block C, Old Slipway Site, 90000 Sandakan, Sabah not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.



TEKALA CORPORATION BERHAD

(Company No: 357125-D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Tekala Corporation Berhad ("Tekala" or the "Company") will be held at Grand Ballroom, Hotel Sandakan, 4th Avenue, 90000 Sandakan, Sabah on 28 September 1998 at 10.30 am or immediately following the conclusion or adjournment (as the case may be) of the Company's 3rd Annual General Meeting to be convened at the same venue and on the same date at 10.00 am, whichever is later, for the purpose of considering and if thought fit, passing the following Resolutions:-

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")

"**THAT**, to enable the Company to buy back its own shares and/or to provide financial assistance to any person to purchase its shares and to render the Memorandum and Articles of the Company consistent with Section 67A of the Companies Act, 1965, the Company's Memorandum and Articles of Association be and are hereby amended through the following:-

- The Memorandum be amended by the insertion, immediately after the existing Clause 3(39), of a new object Clause 3(39A), to read as follows:-

"To purchase its own shares or to give financial assistance to any person for the purpose of the purchase of its own shares or both, subject to, and in accordance with the Companies Act, 1965 and as amended from time to time, the rules, regulations and orders made pursuant thereto and the requirements of the Kuala Lumpur Stock Exchange and any other relevant authority".

- The Articles will be amended by deleting the whole of existing Article 8 which reads "None of the funds of the Company shall be employed in the purchase of, or lent on, shares of the Company except as provided in the Act" and substituting in its place, the following new article:-

"Buyback and Financial Assistance

Subject to the provisions of the Act and the requirements of the Kuala Lumpur Stock Exchange and/or any other relevant authority, the Company may purchase its own shares or give financial assistance to any person for the purpose of purchasing its own shares or both and make payment in respect of the purchase of its own shares or in respect of giving financial assistance to any person for the purpose of purchasing its own shares on such date(s), terms and manner as may be determined from time to time by the Directors".

ORDINARY RESOLUTION

PROPOSED PURCHASE OF OWN SHARES BY THE COMPANY ("PROPOSED SHARE BUYBACK")

"**THAT**, subject to the passing of the Special Resolution and compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company to utilise an amount not exceeding the total distributable reserves of the Company to purchase on the Kuala Lumpur Stock Exchange up to 15,000,000 ordinary shares of RM1.00 each in Tekala representing ten per centum (10%) of the issued and paid-up ordinary share capital of the Company **AND THAT** such authority shall commence upon the passing of this resolution and the lodgement by Tekala of a copy of the Special Resolution herein with the Registrar of Companies, which is to be lodged within fourteen (14) days from the expiration of twenty-one (21) days after the passing of the aforementioned Special Resolution, up to the conclusion of the next annual general meeting of the Company (unless earlier revoked or varied by a resolution of the shareholders of the Company in a general meeting) **AND FURTHER THAT** authority be and is hereby given to the Directors of the Company to take all such steps as are necessary (including the opening and maintaining of a central depositories account(s) under the Security Industry (Central Depositories) Act, 1991) and entering into all other agreements, arrangements, and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and to take all such steps as they may deem fit and expedient in the best interests of the Company."

BY ORDER OF THE BOARD

THIEN VUI HENG (MIA 5970)

Company Secretary

Sandakan, Sabah
5 September 1998

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- In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of some officer of the corporation duly authorised in that behalf.
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