

list of group properties

as at 31 December 2004

(a) Plantation Properties

Location	Status	Date of Acquisition / Revaluation	Tenure	Area (hectare)	Description	Net Book Value as at 31 December 2004 RM'000
Tung Hup Enterprises Sdn Bhd						
Ladang Pin 1 & 5, Sg. Pin Kinabatangan Sabah	Leasehold	29/08/2001	99 years expiring	• 398	• Cultivated with oil palm	81,845
		29/08/2001	• 2077	• 40	• Cultivated with oil palm	
		29/08/2001	• 2081	• 727	• Cultivated with oil palm	
		29/08/2001	• 2082	• 1,406	• Cultivated with oil palm	
		29/08/2001	• 2084	• 763	• Cultivated with oil palm	
		29/08/2001	• 2085	• 396	• Cultivated with oil palm	
		29/08/2001	• 2086	• 181	• Cultivated with oil palm	
		29/08/2001	• 2087	• 70	• Cultivated with oil palm	
		29/08/2001	• 2092	• 23.51	• Cultivated with oil palm	
		29/08/2001	• 2099	• 6.10	• Cultivated with oil palm	
		29/08/2001	• 2097	• 6.06	• Cultivated with oil palm	
		17/07/2002	• 2097	• 6.08	• Unplanted	
		20/09/2004	• 2096	• 6.08	• Unplanted	
		20/09/2004	• 2096	• 6.00	• Unplanted	
Ladang Sapi Sg. Sapi, Labuk-Sugut Sabah	Leasehold	11/09/2001	99 years expiring 2086	202	Cultivated with oil palm	2,811
Sg. Latangan Kinabatangan Sabah	Leasehold	01/08/1999	99 years expiring 2098	180	Cultivated with oil palm	12,723
Magain Enterprise Sdn Bhd						
Sg. Latangan Kinabatangan Sabah	Leasehold	07/07/1999	99 years expiring	• 1,214	• Cultivated with oil palm	8,016
		04/08/2000	• 2094	• 10	• Cultivated with oil palm	
		04/08/2000	• 2098	• 10	• Cultivated with oil palm	
		01/03/2000	• 2098	• 12	• Cultivated with oil palm	
Sg. Lamag Kinabatangan Sabah	Leasehold	07/07/1999	99 years expiring 2094	20	Cultivated with oil palm	
Kg Padulan Kinabatangan Sabah	Leasehold	07/07/1999	99 years expiring 2097	25	Cultivated with oil palm	
Sri Insani Plantations (Sabah) Sdn Bhd						
Ladang Pin 2 & 3 Sg. Lamag Kinabatangan Sabah	Leasehold	29/08/2001	99 years expiring 2080	3,987	Cultivated with oil palm	81,020
Tung Hup Kelapa Sawit Sdn Bhd						
Ladang Pin 4 Sg. Pin Kinabatangan Sabah	Leasehold	29/08/2001	99 years expiring 2077	2,023	Cultivated with oil palm	37,521

list of group properties

as at 31 December 2004

Location	Status	Date of Acquisition / Revaluation	Tenure	Area (hectare)	Description	Net Book Value as at 31 December 2004 RM'000
Marceda Corporation Sdn Bhd						
Dam Road Lahad Datu Sabah	Leasehold	03/04/1998 03/04/1998	99 years expiring • 2081 • 2082	• 15 • 21	Cultivated with cocoa	279
Rimijaya Sdn Bhd						
Sg. Pin Kinabatangan Sabah	Leasehold	07/07/1999	99 years expiring 2096	131	Cultivated with oil palm	2,092
Rimijaya Sdn Bhd						
Sg. Pin Kinabatangan Sabah	Leasehold	18/12/2000	99 years expiring 2099	9	Cultivated with oil palm	102
Sekarharum Sdn Bhd						
Mile 79 Telupid Labuk-Sugut Sabah	Leasehold	03/04/1998	99 years expiring 2095	96	Cultivated with oil palm	795
Tung Hup Palm Oil Mill Sdn Bhd						
Sg. Lamag Kinabatangan Sabah	Leasehold	04/09/2001	99 years expiring 2080	60	Palm oil mill and labour quarters	27,755
Syarikat Tung Hup Plantations Sdn Bhd						
Segama Lahad Datu Sabah	Leasehold	03/04/1998	99 years expiring 2074	112	Cultivated with cocoa	1,127
Ulu Segama Lahad Datu Sabah	Leasehold	03/04/1998	99 years expiring 2075	22	Cultivated with oil palm	403
Mile 13 Sandakan - Lahad Datu Highway Sabah	Leasehold	03/04/1998	99 years expiring 2075	51	Cultivated with cocoa	1,025
Kg Kenangan Segama Lahad Datu Sabah	Leasehold	03/04/1998	99 years expiring 2066	8	Cultivated with cocoa	544
Mile 2, Dam Road Lahad Datu Sabah	Leasehold	08/10/1998	999 years expiring 2912	0.2	Homestead land with a bungalow	272

list of group properties

as at 31 December 2004

Location	Status	Tenure	Land area (sq m)	Existing usage	Approximate age of Buildings (year)	Net Book Value as at 31 December 2004 RM'000
(b) Industrial Properties						
Tung Hup Enterprises Sdn Bhd						
Lot 49 - 53 Cocoa Export Centre Lahad Datu Sabah	Leasehold	99 years expiring 2076	834	5 units of single storey warehouses	13	719
Syarikat Tawasa Sdn Bhd						
Lot 2 - 5 Block C Bandar Fajar Phase I Leila Road Sandakan Sabah	Leasehold	Sub-division of title not available yet	151	4 units of 3-storey shop office building	4	2,127
(c) Commercial Property						
TH Group Berhad						
Cyberjaya	Freehold	N/A	5,453	3-storey office complex	2	18,029
(d) Land for Property Development						
Suria Semerah Sdn Bhd						
Alor Setar	Freehold	N/A	0.2727 Hectar	Dormant	1	5,043
(e) Medical Institute						
Asiaprise Biotech Sdn Bhd (Formerly known as Asiaprise Sdn Bhd)						
Bandar Baru Nilai	Freehold	N/A	40,468	2 storey medical institute	7 years	15,730

analysis of shareholdings

as at 11 March 2005

Authorised Share Capital	:	RM600,000,000
Issued and Paid-up Capital	:	RM386,551,340
Class of Shares	:	Ordinary shares of RM1.00 each
Voting Rights	:	One Vote per ordinary share

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
1 to 1,000	5,740	34.66	5,448,202	1.41
1,001 to 10,000	9,017	54.44	37,179,001	9.62
10,001 to 100,000	1,677	10.12	45,210,476	11.70
100,001 to less than 5%	126	0.76	114,821,014	29.70
5% and above	4	0.02	183,892,647	47.57
Total	16,564	100.00	386,551,340	100.00

LIST OF DIRECTORS' SHAREHOLDINGS AS AT 11 MARCH 2005

Name	No. of Shares			
	Direct	%	Indirect	%
1. Lei Lin Thai	89,147,804	23.06	74,037,242*	19.15
2. Wong Ah Kow	23,640,386	6.12	72,082,052 ⁺	18.64
3. Tam Kam Too	12,769,607	3.31	593,074 [#]	0.15
4. Michael Ting Sii Ching	–	–	–	–
5. Abu Bakar Bin Abdul Karim	–	–	–	–
6. Tunku Ahmad Burhanuddin Bin Tunku Datuk Seri Adnan	–	–	–	–
7. Rohana Tan Sri Mahmood	–	–	–	–

Notes

* Deemed substantial interest through Linta Holdings Sdn Bhd and Tung Hup Holdings Sdn Bhd

⁺ Deemed substantial interest through See Chuan Holdings Sdn Bhd and Tung Hup Holdings Sdn Bhd

[#] Deemed substantial interest through Kam Joo Holdings Sdn Bhd. Direct shareholding included shares held by CIMSEC Nominees (Tempatan) Sdn Bhd

SUBSTANTIAL SHAREHOLDINGS AS AT 11 MARCH 2005

Name	No. of Shares			
	Direct	%	Indirect	%
1. Lei Lin Thai	89,147,804	23.06	74,037,242*	19.15
2. Tung Hup Holdings Sdn Bhd	71,104,457	18.39	–	–
3. Wong Ah Kow	23,640,386	6.12	72,082,052 ⁺	18.64
4. Linta Holdings Sdn Bhd	2,932,785	0.76	71,104,457 [#]	18.39
5. See Chuan Holdings Sdn Bhd	977,595	0.25	71,104,457 [#]	18.39
6. Siew Kim Kee	–	–	72,082,052 ⁺	18.64

Notes

* Deemed substantial interest through Linta Holdings Sdn Bhd and Tung Hup Holdings Sdn Bhd

⁺ Deemed substantial interest through See Chuan Holdings Sdn Bhd and Tung Hup Holdings Sdn Bhd

[#] Deemed substantial interest through Tung Hup Holdings Sdn Bhd

list of top thirty (30) largest shareholders

as at 11 March 2005

No.	Names	No. of Shareholdings	%
1.	LEI LIN THAI*	89,147,804	23.06
2.	CIMSEC NOMINEES (TEMPATAN) SDN BHD TUNG HUP HOLDINGS SDN BHD*	38,655,000	10.00
3.	TUNG HUP HOLDINGS SDN BHD*	32,449,457	8.39
4.	WONG AH KOW*	23,640,386	6.12
5.	TAN KIM SZE	12,345,097	3.19
6.	TOH CHIN CHONG	11,545,404	2.99
7.	TAM KAM TOO	9,420,140	2.44
8.	PK RESOURCES BHD	5,772,702	1.49
9.	PANGKAT MAJU SDN BHD	5,100,000	1.32
10.	LEONG ON	5,024,200	1.30
11.	EMERALD ARENA SDN BHD	4,000,000	1.03
12.	CHIN KIM LIN	3,873,434	1.00
13.	CIMSEC NOMINEES (TEMPATAN) SDN BHD TAM KAM TOO	3,349,467	0.87
14.	WONG CHIUN WEN	3,000,000	0.78
15.	LEONG KONG FEE	2,943,997	0.76
16.	LINTA HOLDINGS SDN BHD	2,932,785	0.76
17.	CIMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR NG SHEK KIM	2,630,216	0.68
18.	LEONG CHIN KAM	2,546,000	0.66
19.	NG SAK TUN	2,087,616	0.54
20.	LEONG KONG SENG	2,054,000	0.53
21.	SELECTLINE SDN BHD	2,027,400	0.52
22.	NG TEN SONG @ NG SZIT CHONG	2,023,993	0.52
23.	WONG CHIUN CHIAN	2,000,000	0.52
24.	CIMSEC NOMINEES (TEMPATAN) SDN BHD NG TEN SONG @ NG SZIT CHONG	1,674,734	0.43
25.	NG AH LOY	1,504,616	0.39
26.	CARTABAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR NIK MOHAMED DIN BIN NIK YUSOFF	1,281,700	0.33
27.	CITICORP NOMINEES (ASING) SDN BHD CBNY FOR DFA EMERGING MARKETS FUND	1,014,100	0.26
28.	MAYBAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR NG SAK TUN	1,000,000	0.26
29.	SEE CHUAN HOLDINGS SDN BHD	977,595	0.25
30.	NG KON CHANG	820,716	0.21

* Substantial Shareholders

analysis of warrant holdings

as at 11 March 2005

No. of 2002/2007 Warrants	:	142,462,363 outstanding
Exercise Price	:	RM1.25
Expiry Date	:	31 January 2007

Exercise Rights: The warrants are in registered form and constituted by a deed poll and entitle the registered holders to subscribe for one (1) ordinary share of RM1.00 each in the Company at a price of RM1.25 per ordinary share for every warrant held subject to adjustments in accordance with the deed poll.

Size of Warrantholdings	No. of Warrantholder	% of Warrantholder	No. of Warrants held	% of Warrantholding
1 to 1,000	1,670	29.42	1,574,659	1.10
1,001 to 10,000	3,111	54.80	12,353,800	8.67
10,001 to 100,000	790	13.91	24,071,100	16.90
100,001 to less than 5%	104	1.83	33,306,804	23.38
5% and above	2	0.04	71,156,000	49.95
TOTAL	5,677	100.00	142,462,363	100.00

LIST OF DIRECTORS' WARRANTHOLDINGS AS AT 11 MARCH 2005

Name	No. of Warrants			
	Direct	%	Indirect	%
1. Lei Lin Thai	49,156,000	34.50	23,174,000*	16.26
2. Wong Ah Kow	2,605,400	1.83	22,314,000 ⁺	15.66
3. Tam Kam Too	1,001,000	0.70	238,000 [#]	0.17
4. Michael Ting Sii Ching	–	–	–	–
5. Abu Bakar Bin Abdul Karim	–	–	–	–
6. Tunku Ahmad Burhanuddin Bin Tunku Datuk Seri Adnan	–	–	–	–
7. Rohana Tan Sri Mahmood	–	–	–	–

Notes

* Deemed substantial interest through Linta Holdings Sdn Bhd and Tung Hup Holdings Sdn Bhd

⁺ Deemed substantial interest through See Chuan Holdings Sdn Bhd and Tung Hup Holdings Sdn Bhd

[#] Deemed substantial interest through Kam Joo Holdings Sdn Bhd. Direct shareholding included shares held by CIMSEC Nominees (Tempatan) Sdn Bhd

SUBSTANTIAL WARRANTHOLDINGS AS AT 11 MARCH 2005

Name	No. of Warrants			
	Direct	%	Indirect	%
1. Lei Lin Thai	49,156,000	34.50	23,174,000*	16.26
2. Tung Hup Holdings Sdn Bhd	22,000,000	15.44	–	–
3. Wong Ah Kow	2,605,400	1.83	22,314,000 ⁺	15.66
4. Linta Holdings Sdn Bhd	1,174,000	0.82	22,000,000 [#]	15.44
5. See Chuan Holdings Sdn Bhd	314,000	0.22	22,000,000 [#]	15.44
6. Siew Kim Kee	–	–	22,314,000 ⁺	15.66

Notes

* Deemed substantial interest through Linta Holdings Sdn Bhd and Tung Hup Holdings Sdn Bhd

⁺ Deemed substantial interest through See Chuan Holdings Sdn Bhd and Tung Hup Holdings Sdn Bhd

[#] Deemed substantial interest through Tung Hup Holdings Sdn Bhd

list of top thirty (30) largest warrant holders

as at 11 March 2005

No.	Names	Warrant	%
1.	LEI LIN THAI*	49,156,000	34.50
2.	TUNG HUP HOLDINGS SDN BHD*	22,000,000	15.44
3.	WONG AH KOW	2,605,400	1.83
4.	NG TEN SONG @ NG SZIT CHONG	2,009,680	1.41
5.	LEONG ON	1,760,000	1.24
6.	WONG CHIUN WEN	1,600,000	1.12
7.	WONG CHIUN CHIAN	1,550,000	1.09
8.	LINTA HOLDINGS SDN BHD	1,174,000	0.82
9.	TAM KAM TOO	1,001,000	0.70
10.	MOHAMAD BIN DERAMAN	731,500	0.51
11.	HLB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHUAH AI NGOR	727,300	0.51
12.	NG SAK TUN	609,151	0.43
13.	LIM KAH ENG	595,100	0.42
14.	LIOM JIU THONG @ LIM JOO THONG	510,000	0.36
15.	LAU CHIN PARK	500,000	0.35
16.	GOH LEONG CHUAN	500,000	0.35
17.	RC NOMINEES (TEMPATAN) SDN BHD LEI SOO FONG (SBB SDK)	455,000	0.32
18.	MAYBAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SEOW HOON HIN	450,200	0.32
19.	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE GWEK CHENG	415,900	0.29
20.	FOTO EKONOLAB (KK) SDN BHD	385,000	0.27
21.	YIP YUEN YU	377,000	0.26
22.	SUSIE CHAI LEE SU	362,400	0.25
23.	MAYBAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHONG KIM LONG	450,200	0.32
24.	CARTABAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR NIK MOHAMED DIN BIN NIK YUSOFF	351,900	0.25
25.	WENDY WONG SOON SOON	334,000	0.23
26.	LEE KWAI	333,500	0.23
27.	SEE CHUAN HOLDINGS SDN BHD	314,000	0.22
28.	WONG JOON MOI	313,000	0.22
29.	CHUAH CHIN LEONG	300,200	0.21
30.	LEONG KONG FEE	300,000	0.21

* Substantial Warrant holders

notice of sixteenth annual general meeting

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Company will be held at Berjaya Hall, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 28 April 2005 at 4.00 pm for the following purposes:-

AGENDA

- | | |
|--|--|
| 1. To receive the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2004 together with the Auditors' Report thereon. | Resolution 1 |
| 2. To approve the declaration of a final dividend of 3% less 28% income tax for the financial year ended 31 December 2004. | Resolution 2 |
| 3. To sanction the payment of Directors' Fees for the financial year ended 31 December 2004. | Resolution 3 |
| 4. To re-elect the following Directors who shall retire pursuant to Article 63A of the Company's Articles of Association:- | |
| <ul style="list-style-type: none"> • Lei Lin Thai • Wong Ah Kow | Resolution 4
Resolution 5 |
| 5. To re-appoint Messrs. KPMG as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | Resolution 6 |

As Special Business:-

- | | |
|--|---------------------|
| 6. To consider and if thought fit, to pass the following resolutions:- | |
| Ordinary Resolution 1
– Authority to allot shares pursuant to Section 132D of the Companies Act, 1965 | Resolution 7 |
| <p>“THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue and allot 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 issued pursuant to this resolution does not exceed 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 for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act, 1965, the Articles of Association of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issues.”</p> | |
| Ordinary Resolution 2
– Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature for TH Group's day to day operations entered into with Tung Hup Holdings Sdn Bhd, a major shareholder of the Company, and its subsidiaries, pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad. | Resolution 8 |

notice of sixteenth annual general meeting

“THAT pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries be and are hereby authorised to enter into and give effect to recurrent related party transactions of a revenue and trading nature with Tung Hup Holdings Sdn Bhd, a major shareholder of the Company, and its subsidiaries, as set out in Section 2.2 of the Circular to Shareholders dated 6 April 2005, provided that such transactions are necessary for the day-to-day operations and undertaken in the ordinary course of business and at arm’s length basis and on normal commercial terms which are not more favourable to the related party than those generally available to the public and not prejudicial to the shareholders of the Company AND THAT such approval, unless revoked or varied by the Company in general meeting, shall continue in force until:-

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed;
- (b) the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier.”

Ordinary Resolution 3

- Proposed shareholders’ mandate for recurrent related party transactions of a revenue or trading nature for TH Group’s day to day operations entered into with Lei Lin Thai, a director of the Company, and Linta Holdings Sdn Bhd, a shareholder of the Company and a person connected to Lei Lin Thai, pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad.

Resolution 9

“THAT pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries be and are hereby authorised to enter into and give effect to recurrent related party transactions of a revenue and trading nature with Lei Lin Thai, a director of the Company, and Linta Holdings Sdn Bhd, a shareholder of the company and a person connected to Lei Lin Thai, as set out in Section 2.2 of the Circular to Shareholders dated 6 April 2005, provided that such transactions are necessary for the day-to-day operations and undertaken in the ordinary course of business and at arm’s length basis and on normal commercial terms which are not more favourable to the related party than those generally available to the public and not prejudicial to the shareholders of the Company AND THAT such approval, unless revoked or varied by the Company in general meeting, shall continue in force until:-

- (a) the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed;
- (b) the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier.”

notice of sixteenth annual general meeting

Ordinary Resolution 4

- Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature for TH Group's day to day operations entered into with Rohana Tan Sri Mahmood, an independent non-executive director of the Company, and person connected to her, pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad.

Resolution 10

"THAT pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries be and are hereby authorised to enter into and give effect to recurrent related party transactions of a revenue and trading nature with Rohana Tan Sri Mahmood, an independent non-executive director of the Company, and person connected to her, as set out in Section 2.2 of the Circular to Shareholders dated 6 April 2005, provided that such transactions are necessary for the day-to-day operations and undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related party than those generally available to the public and not prejudicial to the shareholders of the Company AND THAT such approval, unless revoked or varied by the Company in general meeting, shall continue in force until:-

- (a) the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed;
- (b) the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier."

Ordinary Resolution 5

- Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature for TH Group's day to day operations entered into with Dr. Selvaratnam a/l Govindaraju, a person who will be appointed as a director of Asiaprise Biotech Sdn. Bhd. (a wholly owned subsidiary of the Company), upon the conclusion of the Company' Sixteenth AGM, pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad.

Resolution 11

"THAT pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries be and are hereby authorised to enter into and give effect to recurrent related party transactions of a revenue and trading nature with Dr. Selvaratnam a/l Govindaraju, a person who will be appointed as a director of Asiaprise Biotech Sdn. Bhd. (a wholly owned subsidiary of the Company), upon the conclusion of the Company's Sixteenth AGM, as set out in Section 2.2 of the Circular to Shareholders dated 6 April 2005, provided that such transactions are necessary for the day-to-day operations and undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related party than those generally available to the public and not prejudicial to the shareholders of the Company AND THAT such approval, unless revoked or varied by the Company in general meeting, shall continue in force until:-

- (a) the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed;
- (b) the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier."

notice of sixteenth annual general meeting

7. To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that the Final Dividend of 3% less 28% income tax will be payable on 16 June 2005 to depositors who are registered in the Record of Depositors at the close of business on 3 June 2005 if approved by members at the Sixteenth Annual General Meeting on 28 April 2005.

A Depositor shall qualify for entitlement only in respect of:-

- a. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 3 June 2005 in respect of ordinary transfers; and
- b. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

LIM YEW HEANG (MAICSA 7007653)
CHAN YEE KIAW (MAICSA 7012253)
Company Secretaries

Kuala Lumpur
6 April 2005

Explanatory Notes To Special Business:

1. The Company and its subsidiaries ("the Group") may pursue business opportunities in prospective areas so as to broaden the operation base and earnings potential of the Group as well as to reduce the Group's borrowings. Such plans may require the issue of new shares not exceeding 10 per centum of the Company's issued share capital. With the passing of the Ordinary Resolution No. 1 mentioned above by the shareholders of the Company at the forthcoming Annual General Meeting, the Directors would avoid delay and cost of convening further general meetings to approve issue of such shares for such purposes.
2. The Shareholders' Mandate under Ordinary Resolutions No. 2, No. 3, No. 4 and No. 5 were intended to facilitate transactions in the normal course of business of the Company and its subsidiaries ("the Group") which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

By obtaining the Shareholders' Mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

notice of sixteenth annual general meeting

Notes:-

1. A member entitled to attend and vote at the Meeting is entitled to appoint another person to attend and vote in his stead.
2. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Act shall not apply to the Company.
3. A holder may appoint more than two proxies to attend at the same meeting. Where a holder appoints two or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or in the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer or attorney duly authorised in that behalf.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time fixed for holding the meeting or at any adjournment thereof.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

The Directors standing for re-election at the Sixteenth Annual General Meeting of the Company to be held at Berjaya Hall, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 28 April 2005 at 4.00 pm are as follows:-

Name of Director	Details of Attendance at Board Meeting	Details of Individual Director and other Disclosure Requirements
Lei Lin Thai <i>(Article 63A of the Company's Articles of Association)</i>	Refer to page 45 of the Annual Report	Refer to page 10 of the Annual Report
Wong Ah Kow <i>(Article 63A of the Company's Articles of Association)</i>	Refer to page 45 of the Annual Report	Refer to page 10 of the Annual Report



form of proxy

No. of ordinary shares held _____
(Before completing the form please refer to the notes below)

I/We _____
(full name in block letters)

of _____
(full address)

being a member of TH GROUP BERHAD hereby appoint _____
(full name)

of _____
(full address)

or failing him, the Chairman of the Meeting* as my/our proxy to vote for me/us and on my/our behalf, at the Sixteenth Annual General Meeting of the Company, to be held at Berjaya Hall, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 28 April 2005 at 4.00 pm, or at any adjournment thereof. My/our proxy is to vote as indicated below:-

No.	Resolutions	For	Against
	Ordinary Business		
1	To receive the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2004 together with the Auditors' Report thereon.		
2	To approve the declaration of a final dividend of 3% less 28% income tax for the financial year ended 31 December 2004.		
3	To sanction the payment of Directors' Fees for the financial year ended 31 December 2004.		
4	To re-elect Lei Lin Thai who shall retire pursuant to Article 63A of the Company's Articles of Association.		
5	To re-elect Wong Ah Kow who shall retire pursuant to Article 63A of the Company's Articles of Association.		
6	To re-appoint Messrs. KPMG as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.		
	As Special Business:-		
7	Authority to allot shares pursuant to Section 132D of the Companies Act, 1965.		
8	To approve the shareholders' mandate for recurrent related party transactions entered into with Tung Hup Holdings Sdn Bhd and its subsidiaries pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad.		
9	To approve the shareholders' mandate for recurrent related party transactions entered into with Lei Lin Thai and Linta Holdings Sdn Bhd, a shareholder of the Company and a person connected to Lei Lin Thai, pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad.		
10	To approve the shareholders' mandate for recurrent related party transactions entered into with Rohana Tan Sri Mahmood and person connected to her, pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad.		
11	To approve the shareholders' mandate for recurrent related party transactions entered into with Dr. Selvaratnam a/l Govindaraju pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad.		

(Please indicate with an "X" in the appropriate box against each resolution how you wish your proxy to vote. If no instruction is given, this form will be taken to authorise the proxy to vote at his/her discretion.

Dated this _____ day of _____ 2005

Signature/Seal

* Delete the words "or failing him, the Chairman of the Meeting" if you wish to appoint some other person(s) to be your proxy.

Fold this flap for sealing

Affix
Stamp

Company Secretary
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur

1st fold here

2nd fold here

Notes:-

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