



**MALAYSIA AICA BERHAD**

(Company No. 8235-K)

(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Malaysia Aica Berhad (“Maica” or “the Company”) will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya Room , Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Thursday, 31 July, 2008 at 11.00 a.m. or immediately upon the conclusion or adjournment (as the case may be) of the Thirty-Ninth Annual General Meeting (“39<sup>th</sup> AGM”) of the Company, which has been scheduled to be held at the same venue and on the same day at 10.30 a.m., for the purpose of considering and, if thought fit, passing the following resolutions:

**ORDINARY RESOLUTION I**

**PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

“**THAT**, subject always to the Bursa Malaysia Securities Berhad’s Listing Requirements, approval be and is hereby given for Maica Group to enter into the Recurrent Related Party Transactions of a revenue or trading nature as specified in Section 2.5 of Part A of the Circular to Shareholders of the Company dated 16 July 2008 subject further to the following conditions: -

- (i) the transactions are in the ordinary course of business and are on terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of the Company;
- (ii) the Proposed Shareholders’ Mandate will take effect from the date of the passing of this Ordinary Resolution at the Extraordinary General Meeting (“EGM”) until the conclusion of the 40<sup>th</sup> Annual General Meeting (“40<sup>th</sup> AGM”) of the Company and is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders’ Mandate shall only continue to be in force until: -
  - (a) the conclusion of the next AGM of the Company following the approval of this Proposed Shareholders’ Mandate hereat, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
  - (b) the expiration of the period within which the next AGM is to be held after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“Act”) but such period shall not extend to any extension as may be allowed pursuant to Section 143(2) of the Act; or
  - (c) revoked or varied by a resolution passed by the shareholders in a general meeting,whichever is the earlier;
- (iii) the disclosure of the breakdown of the aggregate value of Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders’ Mandate during the financial year is made in Maica’s 2009 Annual Report based on the type of Recurrent Related Party Transactions entered into and the Related Party involved.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may deem fit, necessary and expedient for the best interest of the Company, to give effect to the Proposed Shareholders' Mandate."

**ORDINARY RESOLUTION II  
PROPOSED DIVERSIFICATION**

**"THAT** approval be and is hereby given for the Company to diversify the business of the Maica Group into the provisions of hire purchase financing of motor vehicles and other chattels.

**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the aforesaid Proposed Diversification."

**BY ORDER OF THE BOARD**

Lim Lai Sam  
Secretary

Kuala Lumpur  
16 July 2008

**Notes:**

1. *A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965, shall not apply to the Company. Where a member appoints more than one (1) proxy (but not more than two), the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
2. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.*
3. *The Form of Proxy shall be deposited with the Company's Share Registrars, PFA Registration Services Sdn Bhd, Level 13, Uptown 1, No. 1, Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*