

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in Boon Koon Group Berhad, you should at once hand this Circular together with the enclosed Form of Proxy to the agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

Bursa Malaysia Securities Berhad has not perused this Circular prior to its issuance as this is an exempt Circular and takes no responsibility for the contents of this Circular and makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



BOON KOON GROUP BERHAD
(NO. SYARIKAT: 553434-U)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

in relation to the

**PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%)
OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY**

The Notice convening Fourth Annual General Meeting ("AGM") of Boon Koon Group Berhad which will be held at Merbah Room, Hotel Equatorial, Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Wednesday, 17 May 2006 at 10.00 a.m. together with the Form of Proxy are included in the Company's 2005 Annual Report sent to you together with this Circular. Shareholders are advised to refer to the Notice of the Fourth AGM and the Form of Proxy which are set out in the 2005 Annual Report. The Form of Proxy must be lodged at the Registered Office of the Company at 3rd Floor, Wisma Wang, 251-A, Jalan Burma, 10350 Penang, not later than forty-eight (48) hours before the time appointed for holding the meeting.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

The last day and time for lodging the Form of Proxy is Monday, 15 May 2006 at 10.00 a.m.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

“Act”	: Companies Act, 1965 as amended from time to time and any re-enactment thereof
“Articles”	: Articles of Association of Boon Koon Group Berhad, as amended from time to time
“AGM”	: Annual General Meeting
“Board” or “Board of Directors”	: The Board of Directors of Boon Koon Group Berhad
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Code”	: Malaysian Code on Take-Overs and Mergers, 1998
“EPS”	: Earnings Per Share
“BKG” or the “Company”	: Boon Koon Group Berhad
“BKG Group”	: BKG and its subsidiary companies
“Listing Requirements”	: The Listing Requirements of Bursa Securities including any amendments thereto that may be made from time to time
“NA”	: Net Assets
“Proposed Share Buy-Back”	: Proposed share buy-back of up to ten Percent (10%) of the Company’s issued and paid-up share capital
“RM” or “Sen”	: Ringgit Malaysia and Sen respectively
“Share(s)”	: Ordinary shares of RM0.50 each in the Company



CONTENTS

LETTER TO SHAREHOLDERS OF BKG CONTAINING:-

	Page
1. INTRODUCTION	3
2. DETAILS OF THE PROPOSED SHARE BUY-BACK	
2.1 Authority for the Proposed Share Buy-Back	4
2.2 Quantum and Funding	4
2.3 Treatment of Shares Purchased	4
2.4 Pricing	5
2.5 Purchase and Resale Made In The Previous Twelve (12) Months	5
3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK	5
4. EFFECTS OF THE PROPOSED SHARE BUY-BACK	5
4.1 Issued and Paid-up capital	6
4.2 NA per Share	6
4.3 Working Capital	6
4.4 EPS	6
4.5 Dividends	6
5. PUBLIC SHAREHOLDING SPREAD	6
6. IMPLICATION RELATING TO THE CODE	6
7. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	6
8. HISTORICAL SHARE PRICES	8
9. APPROVALS REQUIRED	8
10. DIRECTORS' RECOMMENDATION	8
11. AGM	8
12. FURTHER INFORMATION	8
APPENDICES	
I APPENDIX I	9
II EXTRACT OF THE NOTICE OF AGM - APPENDIX II	11



BOON KOON GROUP BERHAD

(NO. SYARIKAT: 553434-U)

(Incorporated in Malaysia)

Registered Office :
3rd Floor, Wisma Wang
251-A, Jalan Burma
10350 Penang

Date: 7 April 2006

BOARD OF DIRECTORS

Shamsudin @ Samad Bin Kassim (Executive Chairman)
Dato' Goh Boon Koon (Managing Director)
Datin Lee Teoh Kee (Executive Director)
Goh Boon Leong (Executive Director)
Goh Boon Siew (Executive Director)
Dato' Abd Ghani Bin Ali Kadir (Executive Director)
Tan Jin Sun (Executive Director)
Goh Chin Aun (Executive Director)
Ho Kok Loon (Independent Non-Executive Director)
Ang Poh Gin (Independent Non-Executive Director)
Murelidaran A/L M Navaratnam (Independent Non-Executive Director)
Amirul Rahman Bin Abdul Rahman (Independent Non-Executive Director)

To: The Shareholders of Boon Koon Group Berhad

Dear Sir / Madam

PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY

1. INTRODUCTION

The Company had on 9 March 2006 announced to Bursa Securities its intention to seek shareholders' approval for the Company to purchase its own Shares up to ten percent (10%) of the issued and paid-up share capital of the Company at any point in time through Bursa Securities.

The purpose of this Circular is to provide you with details of the Proposed Share Buy-Back and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM of the Company to be convened on Wednesday, 17 May 2006, notice of which is contained in the 2005 Annual Report despatched with this Circular.

SHAREHOLDERS OF BKG ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

2.1 Authority for the Proposed Share Buy-Back

The Board proposes to seek an authorisation from the shareholders for the Company to purchase its Shares of up to ten percent (10%) of the issued and paid-up share capital at any point in time.

Any purchase of its own Shares by the Company would have to be made in accordance with, and in the manner prescribed by, the Act and regulations thereunder, the Listing Requirements and such other prevailing laws, regulations, rules and guidelines of any relevant authorities (as may be amended, modified or re-enacted from time to time) at the time of purchase(s). The Proposed Share Buy-Back will be effected through BKG's stockbroker, to be appointed at a later date.

The authorisation from its shareholders for the Proposed Share Buy-Back will be effective immediately after the passing of the ordinary resolution to be tabled at the forthcoming AGM of the Company relating to the Proposed Share Buy-Back and will continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed, at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoke or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

2.2 Quantum and Funding

As at 7 April 2006, the issued and paid-up share capital of the Company is RM61,500,000.00 divided into 123,000,000 Shares. Subject to the prescribed minimum issued capital provided under Paragraph 3.04 or such other amount as may be determined by Bursa Securities from time to time, the maximum number of Shares which may be purchased by the Company shall be approximately 2.43% of the issued and paid-up share capital of the Company or 3,000,000 Shares as at 7 April 2006.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back will be limited to the amount of retained profits of the Company. The audited retained profits accounts as per the latest audited financial statements of BKG as at 31 December 2005 was RM13,165,371.

The Proposed Shares Buy-Back will be financed through internally generated funds and/or external borrowings, the proportion of which will depend on the quantum of purchase consideration as well as the availability of the internally generated funds and/or external borrowings at the time of purchase(s).

In the event the Company decides to utilise external borrowings to finance the Proposed Share Buy-Back, it will ensure that it has sufficient financial capability to repay the external borrowings and that the external borrowings will not have any material impact on the cash flow of the Company.

2.3 Treatment of Shares Purchased

The BKG Shares purchased by the Company will be dealt with by the Directors in accordance with Section 67A of the Act, in the following manner:-

- (a) cancel the BKG Shares so purchased;
- (b) retain the BKG Shares so purchased as treasury shares;
- (c) distribute the treasury shares as dividends to shareholders;
- (d) resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities;
- (e) any combination of the above (a), (b) (c) and (d).

In the event BKG wishes to purchase its own Shares, BKG is required to lodge a declaration of solvency to Bursa Securities and release an immediate announcement on the day the purchase is made.

An appropriate announcement will also be made to Bursa Securities in respect of the intention of the Board whether to retain the BKG Shares so purchased as treasury shares or cancel them or both.

While the purchased BKG Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in any other distributions or otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of Shares or of a class of Shares, in the Company for any purposes including substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

2.4 Pricing

Pursuant to Paragraph 12.18 of the Listing Requirements, the Company shall purchase its own Shares on the Bursa Securities at a price which is not more than fifteen percent (15%) above the weighted average market price of the Company's Shares for the five (5) market days immediately preceding the date of the purchase.

In the case of a resale of treasury shares, the Company may only resell the purchased Shares held as treasury shares on Bursa Securities at a price which is :-

- (a) not less than the weighted average market price for the Company's Shares for the five (5) market days immediately prior to the resale; or
- (b) not less than five percent (5%) below the weighted average market price for the Company's Shares for the five (5) market days immediately prior to the resale provided that :-
 - (i) the resale takes place no earlier than thirty (30) days from the date of purchase; and
 - (ii) the resale price is not less than the cost of purchase of the Company's Shares being resold.

2.5 Purchase and resale made in the previous twelve (12) months

As this is the first Proposed Share Buy-Back mandate, the Company has not made any purchase of its Shares or resale of its treasury shares in the previous twelve (12) months preceding the date of this Circular and therefore, no resale of BKG Shares so purchased or cancellation of treasury shares during the same period.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back if exercised is expected to potentially benefit the Company and its shareholders as follows:-

- The shares repurchase by the Company may enhance the EPS and NA per Share of BKG, depending on factors such as purchase prices of the BKG Shares and the effective funding cost and/or loss in interest income to the Company.
- If the Shares so purchased are kept as treasury shares, it will give the Directors an option to sell the Shares so purchased at a higher price and therefore, make a gain for the Company. In addition, the Company may utilise the proceeds for any feasible investment opportunity arising in the future, or as working capital. Alternatively, the Shares so purchased can be distributed as share dividends, this will serve to reward the shareholders of the Company.
- The Proposed Share Buy-Back provides the opportunity for the Company to stabilise the supply and demand of BKG Shares to better reflect the fundamental value of BKG.

The Proposed Share Buy-Back is not expected to have any potential material disadvantage to the Company and its shareholders as it will be exercised only after in depth consideration of the financial resources of BKG Group.

4. EFFECTS OF THE PROPOSED SHARE BUY-BACK

4.1 Share Capital

Subject to Section 2.2 of this Circular, in the event that the maximum number of Shares authorised under the Proposed Share Buy-Back are purchased and cancelled, the issued and paid-up share capital of the Company as at 7 April 2006 will decrease from RM61,500,000 comprising 123,000,000 Shares to RM60,000,000 comprising 120,000,000 Shares.

However, if all the Shares so purchased are retained as treasury shares, the Share repurchase would not have any effect on the issued and paid-up share capital of the Company, although substantially all rights attached to the Shares held as treasury shares would be suspended.

4.2 NA per Share

The effect of the Proposed Share Buy-Back on the NA per Share of BKG Group is dependent on the purchase prices of the Company's Shares.

If all the Company's Shares purchased are to be cancelled, the Proposed Share Buy-Back will reduce the NA per Share when the purchase price exceeds the NA per Share at the relevant point in time. Conversely, the NA per Share will be increased when the purchase price is less than the NA per Share at the relevant point in time.

4.3 Working Capital

The Proposed Share Buy-Back, if exercised, will reduce the working capital of BKG Group, the quantum of which depends on the purchase price of the Company's Shares and the actual number of the Company's Shares purchased.

4.4 EPS

The effects of the Proposed Share Buy-Back on the EPS of BKG Group are dependent on the actual number of the Company's Shares bought back and the purchase price of the Company's Shares and the effective funding cost and/or loss in income to the Company thereof.

4.5 Dividends

Assuming the Proposed Share Buy-Back is implemented in full and the dividend quantum is maintained at historical levels, the Proposed Share Buy-Back will have the effect of increasing the dividend rate of the Company as a result of the decrease in the number of Shares in BKG which are entitled to participate in the dividends. Subject to the shareholders' approval at the forthcoming AGM, the Board of Directors of BKG has proposed a final dividend of 3.5 sen per Share for the financial year ended 31 December 2005.

5. PUBLIC SHAREHOLDING SPREAD

Based on the Record of Depositors and the Register of Directors' Shareholdings and Substantial Shareholders of the Company as at 31 March 2006, the public of shareholding spread of the Company was 28.01% represented by 1,113 public shareholders, each holding not less than 100 Shares each. Assuming that the Proposed Share Buy-Back was carried up to 3,000,000 Shares and the Shares so purchased were all cancelled, the public shareholding spread of the Company would be 26.21%.

6. IMPLICATION RELATING TO THE CODE

The Proposed Share Buy-Back is not expected to trigger any obligation by the substantial shareholders of the Company and/or parties acting in concert with them to undertake a mandatory offer under the Code. The effect on the shareholdings of the substantial shareholders of the Company after the implementation of the Proposed Share Buy-Back is shown in Section 7 of this Circular.

The Board will be mindful of any potential implications relating to Part II of the Code and in the event that obligations relating to Part II of the Code is expected to be triggered as a result of the Proposed Share Buy-Back, which is an action outside its direct participation, the affected parties will apply to the Securities Commission for an exemption from undertaking a take-over offer for all the remaining Shares in BKG not already held by them under Practice Note 2.9.10 of the Code.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors, substantial shareholders and persons connected to the Directors and substantial shareholders has any interest, whether direct or indirect, in the Proposed Share Buy-Back and if any, the resale of treasury shares.

The table below shows the equity interests held directly in the Company by the Directors and substantial shareholders as at 7 April 2006, and the effect of the Proposed Share Buy-Back assuming the Company implements the Proposed Share Buy-Back :-

Directors	No. of Shares in the Company							
	Before the Proposed Share Buy-Back				After the Proposed Share Buy-Back *			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Shamsudin @ Samad Bin Kassim	2,025,000	1.65	-	-	2,025,000	1.69	-	-
Dato' Goh Boon Koon	23,308,776	18.95	-	-	23,308,776	19.42	-	-
Goh Boon Leong	22,620,906	18.39	-	-	22,620,906	18.85	-	-
Datin Lee Teoh Kee	17,081,916	13.89	-	-	17,081,916	14.23	-	-
Goh Boon Siew	5,369,781	4.37	-	-	5,369,781	4.47	-	-
Dato' Abdul Ghani Bin Ali Kadir	393,150	0.32	-	-	393,150	0.33	-	-
Tan Jin Sun	2,826,600	2.30	-	-	2,826,600	2.36	-	-
Ho Kok Loon	30,000	0.02	-	-	30,000	0.03	-	-
Ang Poh Gin	30,000	0.02	-	-	30,000	0.03	-	-
Murelidaran a/l M Navaratnam	19,500	0.02	-	-	19,500	0.02	-	-
Goh Chin Aun	158,000	0.13	-	-	158,000	0.13	-	-
Amirul Rahman Bin Abdul Rahim	-	-	-	-	-	-	-	-
Substantial shareholders								
Dato' Goh Boon Koon	23,308,776	18.95	-	-	23,308,776	19.42	-	-
Goh Boon Leong	22,620,906	18.39	-	-	22,620,906	18.85	-	-
Datin Lee Teoh Kee	17,081,916	13.89	-	-	17,081,916	14.23	-	-
HSBC Holdings plc	11,952,500	9.72	-	-	11,952,500	9.96	-	-

Note :-

* The Proposed Share Buy-Back is implemented up to 3,000,000 Shares and all the Shares purchased are fully cancelled.

8. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Shares traded on the Bursa Securities for the last twelve (12) months from April 2005 to March 2006 are as follows :-

Month	High (RM)	Low (RM)
2005		
April	1.73	1.60
May	1.95	1.46
June	1.65	1.45
July	1.68	1.48
August	1.64	1.03
September *	1.07	0.98
October	1.01	0.90
November	0.94	0.88
December	0.90	0.82

Month	High (RM)	Low (RM)
2006		
January	0.90	0.56
February	1.08	0.88
March	1.06	0.98

(Source: The Star Online : Business – Historical Prices)

(* Note : The Share price of the Company from September 2005 onwards had been adjusted due to additional 41,000,000 new shares issued pursuant to the Bonus Issue.)

The last transacted price of the Company's Shares on 7 April 2006, being the last practicable date prior to the printing of this Circular, was RM1.14.

9. APPROVALS REQUIRED

The Proposed Share Buy-Back is subject to the approval of the shareholders of the Company at the forthcoming AGM.

10. DIRECTORS' RECOMMENDATION

Your Directors having considered all aspects of the Proposed Share Buy-Back is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company and therefore recommends that you vote in favour of the ordinary resolution for the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

11. AGM

The ordinary resolution pertaining to the Proposed Share Buy-Back has been incorporated in the Notice of AGM in the Company's Annual Report 2005 which is being circulated together with this Circular. The AGM will be held at the Merbah Room, Hotel Equatorial, Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Wednesday, 17 May 2006 at 10.00 a.m. or any adjournment thereof.

If you are unable to attend and vote at the AGM in person, please complete, sign and return the Form of Proxy enclosed in the Company's Annual Report 2005 in accordance with the instructions printed therein as soon as possible and in any event, so as to arrive at the Registered Office of the Company at 3rd Floor, Wisma Wang, 251-A, Jalan Burma, 10350 Penang not later than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof. The completion, signing and return of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

12. FURTHER INFORMATION

Shareholders are requested to refer to the attached appendices for further information.

Yours faithfully
For and on behalf of the Board of
BOON KOON GROUP BERHAD

SHAMSUDIN @ SAMAD BIN KASSIM
Executive Chairman

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of the Company who collectively and individually accept full responsibility for the accuracy of the information given and confirm that having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Neither the Company nor its subsidiary companies are engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Directors of the Company and its subsidiary companies are not aware of any proceedings, pending or threatened, against the Company or its subsidiary companies or of any facts likely to give rise to any proceedings which might materially affect the position or business of the Company or its subsidiary companies.

3. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Company and/or its subsidiaries during the past two (2) years immediately preceding the date of this Circular.

- a) Share Sale Agreement made on 1 June 2004 between Tan Poo Chuan and Tan Giek Ee as vendors and BKG as purchaser for the acquisition of 35,000 ordinary shares of RM1.00 each in the share capital of Boon Koon Marketing (East Malaysia) Sdn Bhd for the purchase consideration of RM990,500.00.
- b) Variation Orders No. 044 and 045 dated 10 September 2004 and 25 November 2004 respectively, issued by S.H. Butterworth Engineering Sdn Bhd to Boon Koon Vehicles Industries Sdn Bhd ("BKVI") for additional civil and structural construction for the factories on Lot No. 1808, 1809, 1810 and 5025, Mukim 9 Daerah Seberang Perai Selatan bearing the address 1177, Jalan Dato' Keramat, Nibong Tebal, 14300 Penang for a cash consideration of RM501,228.00.
- c) Sale and Purchase Agreement dated 14 October 2004 entered into between L.G.B Engineering Sdn Bhd as vendor and BKVI as purchaser for the purchase of all the piece of leasehold land held under document of title No. P.M. 432 known as Lot No. 2819, Tempat Bt. 18 Jalan K. Selangor, Mukim Sungai Buluh, Daerah Petaling Selangor for a cash consideration of RM840,000.00.
- d) Shareholders Agreement made on 7 March 2005 entered into between BKG and Truck Zone Sdn Bhd to regulate the relationship between the parties in the operation and management of BK Continental Vehicles Sdn Bhd.
- e) On 25 May 2005, Boon Koon Vehicles Pte Ltd ("BKVPL") accepted an option to purchase dated 11 May 2005 to purchase a thirty (30) years leasehold single storey detached factory with a mezzanine office known as Private Lot A089600 at No. 38 Senoko Road, Singapore 758110 from City Hardware Pte Ltd, commencing 1 January 1993 with a confirmed extension for a further term of thirty (30) years ("Lease"), for a consideration of Singapore Dollars 2,500,000, subject to Jurong Town Corporation's approval for the sale and purchase of the Lease and the change of use of the said property by BKVPL for rebuilding of used commercial vehicles, auto parts and components.

Jurong Town Corporation vide its letter of 2 August 2005 approved the assignment of the Lease to BKVPL and the change of use of the said property subject to terms and conditions contained in the said letter; and

- f) Sale and Purchase Agreement made on 30 June 2005 entered into between Guthrie Property Development Holding Berhad as vendor, BKVI as the purchaser and Highlands & Lowlands Berhad as the proprietor for the sale and purchase of the Lot forming part of the development known as Bukit Jelutong on that all parcel of land held under H.S. (D) 142995, P. T. No. 17746 Mukim Damansara, Daerah Petaling, Negeri Selangor measuring approximately 5.43 acres in area for a consideration of RM9,600,000.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at 3rd Floor, Wisma Wang, 251-A, Jalan Burma, 10350 Penang during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the AGM :-

- (a) Memorandum and Articles of the Company;
- (b) The material contracts referred to in Section 3 of this Appendix;
- (c) The audited financial statements of the Company for the past two (2) financial years ended 31 December 2004 and 31 December 2005.



EXTRACT OF THE NOTICE OF AGM

**ORDINARY RESOLUTION
PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%)
OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY**

“THAT subject to the provisions of the Companies Act, 1965, the Company’s Memorandum and Articles of Association and the requirements of the Bursa Malaysia Securities Berhad (“Bursa Securities”), the Company be and is hereby authorised to purchase such amount of ordinary shares of RM0.50 each in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through the Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of ordinary shares purchased pursuant to this resolution does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company at the time of purchase and an amount not exceeding the audited retained profits and audited share premium reserve of the Company be allocated by the Company for the Proposed Share Buy-Back.

THAT at the discretion of the Directors of the Company, upon such purchase by the Company of its own shares, the purchased shares will be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends or resold on Bursa Securities.

AND THAT the Directors of the Company be and are hereby empowered to take all such steps as are necessary or expedient and to enter into any agreements, arrangements and guarantees with any party or parties to implement or to effect the Proposed Share Buy-Back with full powers to assent to any conditions, notifications, revaluations, variations and/or amendments, if any, as may be required by the relevant authorities AND FURTHER THAT the authority hereby given shall commence immediately upon the passing of this ordinary resolution and shall continue to be in force until :-

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either conditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution of the shareholders of the Company at a general meeting;

whichever is earlier but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements issued by Bursa Securities or any other relevant authorities.”