

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 44th Annual General Meeting of Guinness Anchor Berhad (the Company) will be held at Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 26 November 2008 at 11.00 a.m. for the following purposes:-

### AGENDA

#### As Ordinary Business

- |   |                              |
|---|------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2008 together with the Directors' and Auditors' Reports thereon.  | <b>Ordinary Resolution 1</b> |
| 2. To approve the declaration of a final dividend of 14 sen per 50 sen stock unit tax exempt and 17 sen gross per 50 sen stock unit less Malaysian income tax at 25% for the financial year ended 30 June 2008 as recommended by the Directors. | <b>Ordinary Resolution 2</b> |
| 3. To approve the payment of Directors' Fees of RM270,000 for the financial year ended 30 June 2008.  | <b>Ordinary Resolution 3</b> |
| 4. To re-elect Mr. David Neill Moore who retires by rotation as a Director pursuant to Article 89 of the Company's Articles of Association.   | <b>Ordinary Resolution 4</b> |
| 5. To re-elect Mr. Sreesanthan Eliathamby who retires pursuant to Article 96 of the Company's Articles of Association.  | <b>Ordinary Resolution 5</b> |
| 6. To re-elect Mr. Martin Giles Manen who retires pursuant to Article 96 of the Company's Articles of Association.  | <b>Ordinary Resolution 6</b> |
| 7. To re-appoint Tan Sri Saw Huat Lye who retires pursuant to Section 129 of the Companies Act, 1965 as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.                        | <b>Ordinary Resolution 7</b> |
| 8. To re-appoint Dato' Jaffar Indot who retires pursuant to Section 129 of the Companies Act, 1965 as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.                          | <b>Ordinary Resolution 8</b> |
| 9. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 9</b> |

**As Special Business**

10. To consider and, if thought fit, to pass the following resolutions:

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (PROPOSED SHAREHOLDERS' MANDATE)**

"**THAT**, pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities), the Company and/or its subsidiaries (the Group) be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in 2.1.2 of the Circular to Shareholders dated 4 November 2008 with the related parties mentioned therein which are necessary for the Group's day-to-day operations, subject further to the following:-

- (i) the transactions are in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

**AND THAT** such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting (AGM) of the Company 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 of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the Act) (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by the Company in a general meeting,

whichever is earlier;

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

**Ordinary Resolution 10**

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

"**THAT** the existing Article 151 be deleted in its entirety and that the following new Article 151 be adopted:-

**Article 151 - Mode of payment of dividend**

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or to such person and to such address as the holder may in writing direct or **paid via electronic or other methods of funds transfer or remittance to such account as designated by such holder or the person entitled to such payment** or, if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and to such address as such persons may by writing direct, subject to the Rules. Every such cheque or warrant **or electronic transfer or remittance** shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant **or electronic transfer or remittance** shall operate as a good discharge to the Company in respect of the dividend represented thereby. Every such cheque or warrant **or electronic transfer or remittance** shall be sent at the risk of the person entitled to the money thereby represented."

**Special Resolution 1**

11. To consider any other business of which due notice shall have been given.

## Notice of Annual General Meeting

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of Stockholders, a final dividend of 14 sen per 50 sen stock unit tax exempt and 17 sen gross per 50 sen stock unit less Malaysian income tax at 25% for the financial year ended 30 June 2008 will be paid on 22 December 2008 to Stockholders registered at the close of business on 1 December 2008.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Shares deposited into the Depositor's securities account before 12.30 pm on 27 November 2008 in respect of shares which are exempted from mandatory deposit;
- (b) Shares transferred into the Depositor's securities account before 4.00 pm on 1 December 2008 in respect of ordinary transfers; and
- (c) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**Low Teng Lum** (MAICSA 0728175)

**Ng Sow Hoong** (MAICSA 7027552)

Company Secretaries

Petaling Jaya

4 November 2008

### NOTES:

1. Further notice is hereby given that for purposes of determining who shall be entitled to attend the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 56 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, a Record of Depositors as at 12 November 2008 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend the meeting.
2. Any Member entitled to attend and vote at the meeting may only appoint **one (1) proxy** to attend and vote in his stead. A proxy may but need not be a Member of the Company. A Form of Proxy is enclosed for Members to appoint a proxy if they are unable to attend the meeting. In the case of a corporation, the Form of Proxy must be executed under the corporation's Common Seal or under the hand of an officer or attorney duly authorised.
3. To be valid, the **original** Form of Proxy must be lodged at the Share Registrar's Office, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

### EXPLANATORY NOTES ON SPECIAL BUSINESS

#### 1. Ordinary Resolution 10

##### - Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 10, if passed, will allow the Group to enter into the recurrent related party transactions in the ordinary course of business and 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. The Shareholders' mandate is subject to renewal on an annual basis.

#### 2. Special Resolution 1

##### - Proposed Amendment to the Articles of Association of the Company

Special Resolution 1, if passed, will allow payment of dividend, interest or other money payable in cash in respect of shares of the Company directly into Shareholders' bank accounts and would improve efficiency of the Company. The Company intends to extend this service initially to Shareholders who maintain bank accounts with a Malaysian-based bank under the Malaysian Electronic Payment System (MEPS).

Shareholders, however, should note that the direct payment of dividend, interest or other money payable in cash, is optional and Shareholders may still opt to continue receiving dividend by warrants. Regardless of the option chosen, all Shareholders will continue to receive their dividend tax vouchers.

Further information on the Proposed Shareholders' Mandate and Proposed Amendment to the Articles of Association of the Company are set out in the Circular to Shareholders of the Company dated 4 November 2008.