

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting of the Company will be held at Perdana Room 1 & 2, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 6 December 2007 at 11.00 a.m. for the transaction of the following businesses:-

1. To receive the Directors' Report and the Audited Financial Statements for the financial year ended 30 June 2007 together with the Auditors' Report thereon. **Resolution 1**
2. To declare a First and Final Dividend of 6% less 27% Income Tax for the financial year ended 30 June 2007. **Resolution 2**
3. To approve the payment of Directors' fees for the financial year ended 30 June 2007. **Resolution 3**
4. To re-appoint Datuk Nik Hussain Bin Nik Ali pursuant to Section 129 (6) of the Companies Act 1965 ("the Act"), as Director of the Company to hold office until the conclusion of the next Annual General Meeting. **Resolution 4**
5. To re-elect the following Directors who retire pursuant to Article 96 of the Articles of Association of the Company:-
  - (i) Mr Chiang Sang Sem **Resolution 5**
  - (ii) Mr Chiang Heng Kieng **Resolution 6**
  - (iii) Mr Chiang Fong Tat **Resolution 7**
6. To re-appoint Messrs BDO Binder as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**
7. **AS SPECIAL BUSINESS**
  - (a) To consider and if thought fit, to pass the following Ordinary Resolution with or without amendments or modifications:-
 

**AUTHORITY TO ISSUE SHARES** **Resolution 9**

"THAT pursuant to Section 132D of the Act, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions, for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued in any one financial year of the Company does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
  - (b) To consider and if thought fit, to pass the following Special Resolution with or without amendments or modifications:-
 

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY** **Resolution 10**

"THAT the alterations, modifications, deletions and/or additions to the Articles of Association of the Company as set out in the Annexure to the Annual Report 2007 be and are hereby approved."
8. To transact any other ordinary business of which due notice shall have been received.

# NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

## NOTICE OF DIVIDEND PAYMENT

**NOTICE IS HEREBY GIVEN THAT,** subject to the approval of the shareholders of the Company at the Sixteenth Annual General Meeting, the First and Final Dividend of 6% less 27% Income Tax in respect of the financial year ended 30 June 2007 shall be paid on 28 December 2007 to the shareholders registered in the Record of Depositors at the close of business on 12 December 2007.

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

- a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 12 December 2007 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 Bursa Malaysia Securities Berhad.

By Order of the Board

**TING OI LING**  
**TEOH KOK JONG**  
Company Secretaries

Kuala Lumpur  
13 November 2007

## Notes:

1. A member is entitled to appoint a proxy (or in the case of a corporation, to appoint a representative) to attend and vote in his place. A proxy need not be a member of the Company.
2. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, executed under its common seal or attorney duly authorised in that behalf.
3. All proxies must be deposited at the Company's Registered Office situated at Suite 13A-2 Menara Uni.Asia, 1008 Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof.

## Explanatory Notes on Special Business

### Resolution 9

The proposed Resolution 9, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier.

### Resolution 10

The proposed Resolution 10, if passed, is to authorise the Articles of Association of the Company to be amended to comply with the recent amendments of the Listing Requirements of Bursa Malaysia Securities Berhad. Further information on the Proposed Amendments to the Articles of Association of the Company is set out in the Annexure to the Annual Report 2007.

# STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

pursuant to Paragraph 8.28(2) of the Listing Requirements of Bursa Malaysia Securities Berhad

The profiles of the Directors who are standing for re-appointment and re-election at the Sixteenth Annual General Meeting of the Company are set out in the section entitled "Profile of Directors" on pages 8 to 15. Their interest in the shares of the Company and/or the related companies are set out in the sections entitled "Financial Statements" on pages 61 and 62 and "Statistics of Shareholdings" on page 141 of the Annual Report.



# PROXY FORM

I/We \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

of \_\_\_\_\_

being a member/members of BONIA CORPORATION BERHAD hereby appoint \_\_\_\_\_

\_\_\_\_\_ (I/C No.: \_\_\_\_\_) of

\_\_\_\_\_ (ADDRESS)

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf, at the Sixteenth Annual General Meeting of the Company to be held at Perdana Room 1 & 2, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 6 December 2007 at 11.00 a.m. and at any adjournment thereof, as indicated below:-

No.	Resolutions	For	Against
<b>Ordinary Resolutions:</b>			
1.	Adoption of Audited Financial Statements and Reports		
2.	Declaration of First and Final Dividend		
3.	Approval for the payment of Directors' fees		
4.	Re-appointment of Datuk Nik Hussain Bin Nik Ali as Director		
5.	Re-election of Mr Chiang Sang Sem as Director		
6.	Re-election of Mr Chiang Heng Kieng as Director		
7.	Re-election of Mr Chiang Fong Tat as Director		
8.	Re-appointment of Auditors, BDO Binder		
9.	Authority to Issue Shares		
<b>Special Resolution:</b>			
10.	Amendments to the Articles of Association		

Please indicate with a ( ✓ ) in the appropriate box against the resolution how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion.

No. of Shares	CDS Account No.

Signature/Seal of the Shareholder: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

1. A member is entitled to appoint a proxy (or in the case of a corporation, to appoint a representative) to attend and vote in his place. A proxy need not be a member of the Company.
2. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, executed under its common seal or attorney duly authorised in that behalf.
3. All proxies must be deposited at the Company's Registered Office situated at Suite 13A-2 Menara Uni.Asia, 1008 Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof.

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AFFIX  
STAMP

THE COMPANY SECRETARY  
**BONIA CORPORATION BERHAD** (223934-T)  
SUITE 13A-2 MENARA UNI.ASIA  
1008 JALAN SULTAN ISMAIL  
50250 KUALA LUMPUR

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