



Notice Of The Sixteenth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of Leader Universal Holdings Berhad will be held at the Auditorium, 11th Floor, Wisma LEADER, 8 Jalan Larut, 10050 Penang on Friday 25 June 2004 at 10.00 a.m. for the following purposes :-

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2003 together with the Reports of the Directors' and the Auditors' thereon. **Ordinary Resolution 1**

2. To approve payment of Directors' Fees amounting to RM84,100 in respect of the year ended 31 December 2003. (2002 : RM210,000) **Ordinary Resolution 2**

3. To re-elect the following directors who retire:

(a) Tan Sri Razali Ismail **Ordinary Resolution 3**

(b) Dato' N. Sadasivan **Ordinary Resolution 4**

(c) Mr Sean H'ng Chun Hsiang **Ordinary Resolution 5**

(d) Mr Kon Ted Liuk **Ordinary Resolution 6**

4. To appoint Auditors of the Company and to authorize the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 has been received by the Company for the nomination of Messrs Ernst & Young who has given their consent to act, as Auditors of the Company and of the intention to propose the following Ordinary Resolution.

"That Messrs Ernst & Young be appointed as Auditors of the Company in place of the retiring auditors Messrs PricewaterhouseCoopers and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

Ordinary Resolution 7

As Special Business:

5. To consider and, if thought fit, to pass the following Ordinary Resolution :-

Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

"That pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued in any one financial year of the Company does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 8

6. To transact any other ordinary business of the Company for which due notice shall have been given.

By order of the Board
DATO' KENNETH H'NG BAK TEE
KON TED LIUK
JOANNA LIM LAY GUAT
Secretaries

Penang
Dated : 2 June 2004

Notice Of The Sixteenth Annual General Meeting (cont'd)

Note :

1. *Every member is entitled to appoint a proxy (or in the case of a corporation to appoint a representative) to attend and vote in his/her place. A proxy need not be a member of the Company.*
2. *The Proxy Form must be signed by the appointer or his/her attorney duly authorised in writing or in the case of a corporation executed under its Common Seal or attorney duly authorized in that behalf.*
3. *If the Proxy Form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he/she thinks fit.*
4. *If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.*
5. *The Proxy Form, Power of Attorney (if any) under which it is signed or a certified copy thereof must be deposited at the Company's Registered Office at 10th Floor, Wisma LEADER, 8 Jalan Larut, 10050 Penang, Malaysia not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.*
6. *Ordinary Resolutions 3 and 4 are to re-elect the directors who retire in accordance with Article 92(1) of the Company's Articles of Association .Ordinary Resolutions 5 and 6 are to re-elect directors who retire in accordance with Article 92(5) of the Company's Articles of Association.*

Explanatory Notes on Special Business

7. *Ordinary Resolution 8 proposed if passed, will give the directors the authority to issue shares up to an aggregate amount of not exceeding 10% of the issued capital of the Company for the time being for such purposes as the directors would consider in the best interest of the Company. The authority will unless revoked or varied by the Company at a General Meeting expire at the next Annual General Meeting.*