



NOTICE OF THIRTY-SEVENTH

ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Seventh Annual General Meeting of the Company will be held at The Auditorium, Podium 1, Menara MAA, No. 12 Jalan Dewan Bahasa, 50460 Kuala Lumpur on Thursday, 22 June 2006 at 11.00 a.m. for the following purposes :-

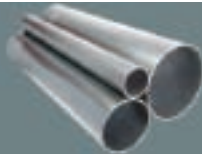
AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 January 2006 together with the Reports of the Directors and the Auditors thereon. (Resolution 1)
2. To approve the payment of Directors' fees amounting to RM725,000 in respect of the financial year ending 30 June 2007 to be payable quarterly in arrears. (Resolution 2)
3. To approve the payment of a first and final tax exempt dividend of 3% in respect of the financial year ended 31 January 2006. (Resolution 3)
4. To consider and if thought fit, to pass the following resolutions pursuant to Section 129 of the Companies Act, 1965 :-
 - (i) "That Tunku Tan Sri Abdullah ibni Almarhum Tuanku Abdul Rahman who is retiring pursuant to Section 129 of the Companies Act 1965 be and is hereby re-elected as Director of the Company to hold office until the next Annual General Meeting." (Resolution 4)
 - (ii) "That Dato' Jaffar Indot who is retiring pursuant to Section 129 of the Companies Act 1965 be and is hereby re-elected as Director of the Company to hold office until the next Annual General Meeting." (Resolution 5)
5. To re-elect the following Directors of the Company who are retiring pursuant to Article 95 of the Company's Articles of Association, and who, being eligible, offer themselves for re-election :-
 - (i) Tunku Dato' Seri Iskandar bin Tunku Tan Sri Abdullah (Resolution 6)
 - (ii) Mr Lim Kim Chuan (Resolution 7)
 - (iii) Mr Lee Ching Kion (Resolution 8)
6. To re-elect the following Directors of the Company who are retiring pursuant to Article 100 of the Company's Articles of Association and who, being eligible, offer themselves for re-election :-
 - (i) Datin Ezurin Yusnita binti Abdul Malik (Resolution 9)
 - (ii) Encik Nikmat bin Abdullah (Resolution 10)
7. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 11)

AS SPECIAL BUSINESS

8. To consider and, if thought fit, to pass the following resolutions as Ordinary / Special Resolutions :-
 - (a) **Authority to allot and issue shares in general pursuant to Section 132D of the Companies Act, 1965** (Resolution 12)

"THAT subject to the Companies Act, 1965, Articles of Association of the Company and approvals from the Bursa Malaysia Securities Berhad and other Governmental or regulatory bodies, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue shares of the Company from time-to-time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution shall not exceed ten percent (10%) of the issued share capital of the Company for the time being and such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."



(continued)

(b) Authority to allot and issue shares pursuant to the Employees' Share Option Scheme ("ESOS") (Resolution 13)

"THAT pursuant to the Company's ESOS as approved by Ordinary Resolution passed at the Extraordinary General Meeting of the Company held on 21 November 2003, the Directors of the Company be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares of the Company from time-to-time in accordance with the Scheme."

(c) Proposed Renewal of authority for the Company to purchase its own shares (Resolution 14)

"THAT subject to compliance with Section 67A of the Companies Act 1965, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority, the Company be and is hereby unconditionally and generally authorised to purchase and hold such number of ordinary shares of RM1.00 each in the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares to be purchased pursuant to this Resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company and that an amount not exceeding the Company's total audited retained profits of RM91,369,822.00 and share premium account of RM9,987,715.00 as at 31 January 2006 would be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

AND THAT such authority shall commence immediately upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of shareholders of the Company in a general meeting or upon the expiration of the period within which the next Annual General Meeting is required by law to be held whichever is the earlier but not so as to prejudice the completion of purchase(s) made by the Company before the aforesaid expiry date.

AND THAT the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Renewal of Share Buy-Back Authority and further that authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the shares so purchased as treasury shares or cancel them or both."

(d) Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") (Resolution 15)

"THAT the mandate granted by the shareholders of the Company on 30 June 2005 pursuant to paragraph 10.09 of the Listing Requirements of Bursa Securities, authorising the Company and its subsidiaries ("the MIG Group") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the MIG Group's day-to-day operations as set out in Section 3.0 of Part B of the Circular to Shareholders dated 31 May 2006 ("the Circular") with the related parties mentioned therein, be and is hereby renewed. AND THAT mandate be and is hereby granted by the shareholders of the Company to apply to the additional recurrent related party transactions of a revenue or trading nature as set out in Section 3.0 of Part B of the Circular with the related parties mentioned therein, provided that. :-

- (a) the transactions are in the ordinary course of business and are on 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;
- (b) the transactions are made at arm's length and are on normal commercial terms; and
- (c) the disclosure of the breakdown of the aggregate value of the transactions conducted during a financial year will be disclosed in the Annual Report for the said financial year based on the following information :-
 - (i) the type of the RRPTs made ;
 - (ii) the names of the related parties involved in each type of the Recurrent Transactions made and their relationship with the Company.



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ANNUAL GENERAL MEETING

(continued)

AND THAT the authority conferred by such renewed and granted mandate shall continue to be in force (unless revoked or varied by the Company in a general meeting) until :-

- (i) the conclusion of the next Annual General Meeting of the Company to be held in 2007 (and will be subject to annual renewal), at which time it will lapse, unless by a resolution passed at that meeting or Extraordinary General Meeting whereby the authority is renewed ; or
- (ii) the expiration of the period within which the next Annual General Meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act) ; or
- (iii) revoked or varied by a resolution passed by the shareholders in 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 (including executing such documents as may be required) to give effect to the transactions contemplated and / or authorised by this Ordinary Resolution."

SPECIAL RESOLUTION 1

(e) Proposed Amendments to the Articles of Association of the Company

(Resolution 16)

"THAT, the deletion, alterations, modifications and / or additions to the Articles of Association of the Company as set out under Section 1.0 of Part C of the Circular to Shareholders of the Company dated 31 May 2006 be and are hereby approved and adopted."

NOTICE OF CLOSURE OF BOOKS

NOTICE IS ALSO HEREBY GIVEN that the Register of Members will be closed at 5.00 p.m. on 26 June 2006 for the purpose of determining shareholders' entitlement to the first and final tax exempt dividend of 3% in respect of the financial year ended 31 January 2006.

The dividend, if approved, will be paid on 21 July 2006 to shareholders whose names appear in the Register of Members of the Company at the close of business on 26 June 2006.

A depositor shall qualify for entitlement only in respect of :-

- (a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 26 June 2006 in respect of ordinary transfers;
- (b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

Lily Yin Kam May (MAICSA 0878038)
Low Choong Sing (MIA 4457)
Secretaries

Kuala Lumpur
31 May 2006



NOTES :-

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
3. The instrument appointing a proxy, shall be in writing under the hand of the appointer or his attorney duly authorised in writing, and in the case of a corporation, either under seal or under hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Company's Registered Office, Suite 20.03, 20th Floor, Menara MAA, No.12, Jalan Dewan Bahasa, 50460 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Any alteration in the form of proxy must be initialled.
6. Explanatory notes to Special Business of Agenda 8 :-
 - (a) **Authority to allot and issue shares in general pursuant to Section 132D of the Companies Act, 1965**

This resolution is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
 - (b) **Authority to allot and issue shares in general pursuant to Employees' Share Option Scheme ("ESOS")**

On 21 November 2003, the shareholders of the Company had approved the ESOS. The purpose of this ordinary resolution is to enable the Directors of the Company to allot shares to those employees and Executive Directors who have exercised their option under the Company's ESOS.
 - (c) **Proposed Renewal of authority for the Company to purchase its own shares**

The Proposed Resolution 14, if passed, would empower the Directors to exercise the power of the Company to purchase its own shares ("the Proposal") by utilising its financial resources not immediately required. The Proposal may have a positive impact on the market price of the Company's shares. The details of the Proposed Resolution 14 are given under Part A of the Circular to Shareholders dated 31 May 2006 which is despatched together with the Company's 2006 Annual Report.
 - (d) **Proposed Shareholders' Mandate for Recurrent Related Party Transactions**

The Proposed Resolution 15, if passed, will empower the Company to conduct recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, and will eliminate the need to convene separate general meetings from time-to-time to seek shareholders' approval. This will substantially reduce 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 detailed information on Recurrent Related Party Transactions is set out in Part B of the Circular to Shareholders of the Company dated 31 May 2006 which is despatched together with the Company's 2006 Annual Report
 - (e) **Special Resolution 1 - Proposed Amendments to the Articles of Association of the Company**

The Proposed Amendments to the Articles of Association of the Company is to enable the Company to enhance the administrative efficiency as well as to streamline it to take into consideration of the recent changes in the regulatory framework governing listed companies.

1. Directors who are standing for re-election or re-appointment at the Thirty-Seventh Annual General Meeting of Melewar Industrial Group Berhad ("MIG");

- (i) Tunku Tan Sri Abdullah ibni Almarhum Tuanku Abdul Rahman;
- (ii) Dato' Jaffar Indot;
- (iii) Tunku Dato' Seri Iskandar bin Tunku Tan Sri Abdullah;
- (iv) Mr Lim Kim Chuan;
- (v) Mr Lee Ching Kion;
- (vi) Datin Ezurin Yusnita binti Abdul Malik; and
- (vii) Encik Nikmat bin Abdullah

Details of Directors who are standing for re-election and re-appointment are set out in the Profile of Directors appearing in pages 19 to 25.

2. A total of five (5) Board of Directors Meeting were held during the financial year ended 31 January 2006.

Attendance of the Directors seeking for re-election or re-appointment at the Board Meetings during the financial year ended 31 January 2006 are as follows :-

Name of Directors	No. of Meetings Attended / Number of Meetings held while in office
1. Tunku Tan Sri Abdullah ibni Almarhum Tuanku Abdul Rahman	4/5
2. Dato' Jaffar Indot	5/5
3. Tunku Dato' Seri Iskandar bin Tunku Tan Sri Abdullah	5/5
4. Mr Lim Kim Chuan	5/5
5. Mr Lee Ching Kion	5/5
6. Datin Ezurin Yusnita binti Abdul Malik (Appointed w.e.f. 13.12.2005)	N/A
7. Encik Nikmat bin Abdullah (Appointed w.e.f. 2.5.2006)	N/A

3. The place, date and time of the Thirty-Seventh Annual General Meeting are as follows :-

<u>Date</u>	<u>Time</u>	<u>Place</u>
Thursday, 22 June 2006	11.00 a.m.	The Auditorium, Podium 1, Menara MAA No. 12 Jalan Dewan Bahasa 50460 Kuala Lumpur