

**IMPORTANT**

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Pearl River Tyre (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PEARL RIVER TYRE (HOLDINGS) LIMITED**

*(Registered in Bermuda with limited liability)*

**(Stock Code: 1187)**

**CIRCULAR ON GENERAL MANDATE TO REPURCHASE SHARES,  
ISSUE SHARES**

**AND**

**RE-ELECTION OF DIRECTORS**

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A notice convening the Eleventh Annual General Meeting ("11th AGM") together with the form of proxy for use thereat are enclosed with this circular.

Whether or not you are able to attend the 11th AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 46/F Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the 11th AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 11th AGM or any adjournment thereof should you so wish.

29 April 2005

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### RESPONSIBILITY STATEMENT

**This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.**

## DEFINITIONS

*In this circular, the following expressions shall have the following meanings unless the context otherwise requires:*

“11th AGM”	the Eleventh Annual General Meeting of the Company to be held on 27 May 2005 at 10.00 a.m. the notice of which is set out on page 6 to 9 of this circular;
“AUD”	Australian Dollars;
“Board” or “Directors”	the directors of the Company;
“Bye-laws”	the bye-laws of the Company;
“Company”	Pearl River Tyre (Holdings) Limited;
“HK\$”	Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issued Share Capital”	the issued ordinary share capital of the Company on the Latest Practicable Date;
“Latest Practicable Date”	15 April 2005, being the latest practicable date for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Share(s)”	the ordinary shares of AUD0.20 each in the capital of the Company;
“Stock Exchange” or “SEHK”	The Stock Exchange of Hong Kong Limited.

## LETTER FROM THE BOARD



# PEARL RIVER TYRE (HOLDINGS) LIMITED

*(Registered in Bermuda with limited liability)*

**(Stock Code: 1187)**

*Chairman and Non-Executive Director:*

Mr Ang Guan Seng

*Deputy Chairman and Non-Executive Director:*

Mr Goh Nan Kioh

*Executive Directors:*

Mr Goh Nan Yang

Mr Chen Zhen Guo

Mr Chim Chun Kwan, Sandy

*Non-executive Directors:*

Dr Lim Thian Soo (also Alternate Director to Goh Nan Kioh)

Mr Sun Zhi Yi

*Independent Non-Executive Directors:*

Mr Lim Loi Heng

Ms Zee, Helen

Mr Lim Chong Puang

*Registered office:*

43 Victoria Street

Hamilton HM 12

Bermuda

*Principal place of business*

18/F Malahon Centre

10-12 Stanley Street

Central

Hong Kong

29 April 2005

*To the Shareholders*

Dear Sirs or Mesdames

## **GRANT OF GENERAL MANDATES TO ISSUE, REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS**

### **1. INTRODUCTION**

The purpose of this letter is to provide Shareholders with information regarding the proposals to grant to the Directors of the Company, general mandates to issue and repurchase Shares and Re-election of Directors at the 11th AGM. Set out in Appendix 1 of this circular is the Notice of the 11th AGM at which Shareholders will be requested to consider and, if they think fit, adopt resolutions in relation to the grant of general mandates to issue and repurchase Shares and certain other resolutions as ordinary businesses of the 11th AGM.

## LETTER FROM THE BOARD

### 2. GENERAL MANDATE TO ISSUE SHARES

At the last Annual General Meeting of the Company held on 21 May 2004, the Directors were granted a general mandate to allot, issue and deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

As part of the special businesses of the 11th AGM, Shareholders are asked to consider and if thought fit, to pass an ordinary resolution as set out in resolution 6 in the Notice of 11th AGM to renew the mandate to give the Directors power to allot, issue and deal with additional Shares with an aggregate nominal value not exceeding 20% of the share capital of the Company as at the date of passing of the resolution. Subject to Shareholders granting the Directors the general mandate to repurchase Shares as described below, Shareholders are also asked to extend the general mandate to issue Shares by an amount representing the aggregate nominal amount of the Shares repurchased by the Company under the general mandate to repurchase Shares such that the amount of Shares so repurchased does not exceed 7.31% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

### 3. GENERAL MANDATE TO REPURCHASE SECURITIES

At the last Annual General Meeting of the Company held on 21 May 2004, the Directors were granted a general mandate to repurchase securities of the Company up to an aggregate nominal value not exceeding 7.31% of the aggregate nominal amount value of Shares in issue as at the date of passing of the relevant resolution.

As part of the special businesses of the 11th AGM, Shareholders are asked to consider and if thought fit, to pass an ordinary resolution as set out in resolution 5 in the Notice of the 11th AGM to renew the mandate to give the Directors power to repurchase Shares up to an aggregate nominal value not exceeding 7.31% of the aggregate nominal value of Shares as at the date of passing of the resolution. Based on the 105,116,280 Shares issued as at the Latest Practicable Date and assuming no Shares are issued or repurchased before the 11th AGM, the Company would therefore be allowed under this mandate to repurchase a maximum of 7,684,000 Shares.

In accordance with the Listing Rules, Appendix 2 to this letter serves as an explanatory memorandum to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the 11th AGM to renew the mandate to allow the Directors to repurchase Shares.

## LETTER FROM THE BOARD

### 4. ANNUAL GENERAL MEETING

Set out in Appendix 1 to this circular is the Notice of 11th AGM to convene the 11th AGM to be held at No. 15 Bukit Ledang, Off Jalan Duta, 50480 Kuala Lumpur, Malaysia on Friday, 27 May 2005 at 10.00 a.m. to consider certain resolutions as ordinary and special businesses of the 11th AGM.

In relation to ordinary resolutions 2.2 and 2.3 in the Notice of 11th AGM, Shareholders are requested to consider the resolutions for re-election of Directors. Pursuant to the Bye-laws of the Company, save and except those newly appointed to office and the Managing Director, one third of the board of Directors and any of them who has been in office for three or more years since he or she was last elected to office, are obliged to offer themselves for re-election at each annual general meeting.

Messrs Chen Zhen Guo and Sun Zhi Yi are due to retire at this 11th AGM and have informed that they do not wish to seek re-appointment for personal reasons and confirm they do not have any disagreement with the Company. Both Mr Chen and Mr Sun confirm that, to the best of their knowledge, he is not aware of any matter that should be brought to the attention of the shareholders of the Company and the Board in relation to their retirement.

Ms Helen Zee is due to retire at this 11th AGM and have offered herself for re-appointment. Mr Lim Chong Puang was appointed after the last Annual General Meeting and is required under the Bye-law to retire at the 11th AGM. He has offered himself for re-appointment.

Details of the retiring Directors proposed for re-election at the 11th AGM are set out in Appendix 2 to this Circular.

In addition to this, Shareholders are requested to consider resolutions 5 and 6 in the Notice of the 11th AGM as special businesses relating to the grant of the general mandates to the Directors to issue and repurchase Shares at the 11th AGM.

A form of proxy for use at the 11th AGM is enclosed. Whether or not you intend to attend the 11th AGM, you are encouraged to complete and return the form of proxy in accordance with the instructions printed thereon and deposit with the Company's share registrar, Computershare Hong Kong Investor Services Limited, 46/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and, in any event, not less than forty-eight (48) hours before the time appointed for the holding of the meeting or any adjournment thereof. The return of a form of proxy will not preclude you from attending and voting in person at the 11th AGM if you so wish.

### 5. RECOMMENDATION

The Directors believe all the proposed resolutions are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all resolutions to be proposed at the 11th AGM.

## LETTER FROM THE BOARD

### 6. ADDITIONAL INFORMATION

Enclosed with this circular is a copy of the 2004 Annual Report of the Company. Shareholders are advised to have regard to the information contained in the said Annual Report in arriving at their discretion as to voting at the 11th AGM.

By order of the Board  
**PEARL RIVER TYRE (HOLDINGS) LIMITED**  
**Ang Guan Seng**  
*Chairman*



# PEARL RIVER TYRE (HOLDINGS) LIMITED

(Registered in Bermuda with limited liability)

(Stock Code: 1187)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting of Pearl River Tyre (Holdings) Limited will be held at:

**Place** : No. 15 Bukit Ledang, Off Jalan Duta,  
50480 Kuala Lumpur, Malaysia  
**Date** : Friday, 27 May 2005  
**Time** : 10.00 a.m.

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements

To receive and adopt the financial statements of the Company together with the accompanying Directors' Report for the financial year ended 31 December 2004 and the Auditors' Report thereon.

#### 2. Re-election of Directors

2.1 Messrs Chen Zhen Guo and Sun Zhi Yi all retire by rotation as directors in accordance with bye-law 6.1(f)(1)(A) & (B) of the Company.

Mr Chen Zhen Guo and Mr Sun Zhi Yi have informed that they do not wish to seek re-appointment.

2.2 Ms Helen Zee retires by rotation as director in accordance with bye-law 6.1(f)(1)(A) of the Company

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

THAT Helen Zee be re-appointed as a Director of the Company, such appointment to take effect upon the close of the meeting.

**2.3 Mr Lim Chong Puang retires as director in accordance with bye-law 6.1(e) of the Company.**

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

THAT Lim Chong Puang be re-appointed as a Director of the Company, such appointment to take effect upon the close of the meeting.

**3. Directors' Fees**

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

THAT the amount to be paid to Directors by way of directors' fees in any one year be set at the same amount as the previous year and shall not be more than AUD125,000 in aggregate.

**4. Re-appointment of Auditors**

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

THAT Messrs Horwath be re-appointed as Auditors of the Company and the Directors be hereby authorised to fix their remuneration.

**SPECIAL BUSINESS**

**5. Ordinary Resolution – Repurchase of Shares of the Company**

To authorise the Company to repurchase the shares of the Company as follows:

*(i) Repurchase of Shares of the Company*

“THAT:

- (a) subject to paragraph (b) and (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase shares (“Shares”) of AUD0.20 each in the capital of the Company on the Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“Recognised Stock Exchange”), subject to and in accordance with the Companies Act, 1981 of Bermuda, all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 7.31% of the aggregate nominal amount of the share capital of the Company in issue;
- (c) the general mandate granted to the Directors to exercise the powers of the Company to purchase the securities of the Company as approved by the shareholders of the Company at the Tenth Annual General Meeting of the Company held on 21 May 2004 be and it is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution); and
- (d) for the purpose of this Resolution, "Relevant Period" means the period from the date of the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; or
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

#### 6. Ordinary Resolution – General Mandate to Issue Shares

To empower the Board of Directors of the Company to allot, issue and otherwise deal with shares of the Company provided that the aggregate number of shares to be issued does not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as follows:

- (i) *General Mandate to Issue Shares*

"THAT:

- (a) subject to sub-paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than by way of (i) a Rights Issue (as defined in sub-paragraph (e) of this Resolution) or (ii) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares or (iii) the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Company's bye-laws shall not exceed the aggregate of (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution plus (bb) (if the Directors are so authorised by a separate ordinary resolution of the Shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution, and the said approval be limited accordingly;
- (d) for the purpose of this Resolution, "Relevant Period" shall have the same meaning as in 5(i)(d) above; and
- (e) "Rights Issue" means an offer of shares open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or any territory outside, Hong Kong)."
- (ii) "THAT conditional upon 5(i) and 6(i) above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are purchased by the Company under the authority granted to the Directors as mentioned in 5(i) above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to 6(i) above."

Dated this 29th day of April 2005

By Order of the Board  
**Randy King Kuen Hung**  
*Company Secretary*

Hong Kong



# PEARL RIVER TYRE (HOLDINGS) LIMITED

*(Registered in Bermuda with limited liability)*

**(Stock Code: 1187)**

## EXPLANATORY MEMORANDUM

This explanatory statement, as required by the Listing Rules, is to provide requisite information to you for your consideration of the General Mandate to Issue, Repurchase Shares and Re-election of Directors.

### Item 2 – Re-election of Directors

1. **Ms Helen Zee**, age 37, appointed on 2 July 2003, is an Independent Non-Executive Director of the Company. Ms Zee has over 10 years experience in corporate finance. She is presently Managing Director of First Shanghai Capital Limited, a local corporate finance house in Hong Kong. She holds a bachelor degree from University of California, Berkeley and a LLB (Hons) degree from University of Wolverhampton, UK.

Save as disclosed above, Ms Zee has not held any other directorships in public listed companies in Hong Kong in the last three years.

Ms Zee does not have any service contract with the Company but shall retire from office on a rotational basis in accordance with the Bye-laws of the Company. Ms Zee will receive an annual directors' fee of HKD10,000 which is determined by reference of her duties and responsibilities, subject to the approval of the shareholders at the 11th AGM.

Ms Zee neither has any shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance, nor have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there are no other matters relating to her re-election that need to be brought to the attention of the shareholders of the Company.

2. **Mr Lim Chong Puang**, age 46, appointed as an Independent Non-Executive Director and member of Audit Committee of the Company on 17 September 2004. Mr Lim holds a degree in bachelor of arts (honours) majoring in economics and accountancy from University of Kent, United Kingdom and has over 20 years of experience in automobile industry, property development and plantations. Mr Lim is one of the pioneer retailers of Shell oils in the north-east region of China. Between 1993 to 1997, Mr Lim managed a spare parts distribution and vehicle repair workshop in Dalian, China, which marketed passenger and commercial vehicle parts in the north-east region of China.

Save as disclosed above, Mr Lim has not held any other directorships in public listed companies in Hong Kong in the last three years.

Mr Lim does not have any service contract with the Company but shall retire from office on a rotational basis in accordance with the Bye-laws of the Company. Mr Lim will receive an annual directors' fee of AUD10,000 which is determined by reference of his duties and responsibilities, subject to the approval of the shareholders at the 11th AGM.

Mr Lim neither has any shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance, nor have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there are no other matters relating to his re-election that need to be brought to the attention of the shareholders of the Company.

#### **Item 5 – Repurchase of Shares of the Company**

The Listing Rules permit companies whose primary listings are on the SEHK to repurchase their securities on the SEHK subject to certain restrictions, the more important of which are summarised below. The Company is empowered by its bye-laws to repurchase its own securities.

##### **1. SHARE CAPITAL**

As at 28 March 2005, being the Latest Practicable Date prior to the printing of this document, the issued share capital of the Company comprised 105,116,280 Shares and on the basis that no shares are issued or repurchased by the Company prior to the 11th Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 7,684,000 Shares representing approximately 7.31% of the existing capital so as to maintain the amount of Shares held by the public not less than 25%.

The Directors undertake to the SEHK that the Company will only repurchase up to a maximum of 7,684,000 Shares, in order to comply with the public shareholding spread of 25% under paragraph 8.08 of the Listing Rules of SEHK.

##### **2. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset per share and/or earnings per share of the Company and will only be made when the Directors believe that a repurchase will benefit the Company and its shareholders.

### 3. FUNDING OF REPURCHASES

Repurchases must be funded out of funds which are legally available for the purpose and in accordance with the bye-laws of the Company and the Companies Act, 1981 of Bermuda (the "Companies Act"). Under the Companies Act, a company may only repurchase its shares out of capital paid up on the shares to be repurchased or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose.

Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account. Under the Companies Act, any repurchase of shares, regardless of whether it is repurchased at a premium or not may only be made if at least two Directors of the Company declare on the date of the repurchase by affidavit that, taking into account the proposed repurchase, the Company is solvent or that its creditors have consented in writing to the purchase.

An exercise of the Repurchase Mandate in full at any time during the proposed purchase period could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2004, being the date of its last audited accounts.

The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

### 4. SHARE PRICES

The highest and lowest prices at which the shares have traded on the SEHK in each of the last twelve calendar months preceding the date of this document were as follows:

	<b>Highest</b> <i>HKD</i>	<b>Lowest</b> <i>HKD</i>
April 2004	0.66	0.66
May 2004	0.66	0.66
June 2004	0.66	0.65
July 2004	0.65	0.59
August 2004	0.59	0.58
September 2004	0.59	0.57
October 2004	0.50	0.495
November 2004	0.60	0.50
December 2004	0.40	0.305
January 2005	0.40	0.40
February 2005	0.68	0.40
March 2005	0.52	0.74

**5. DISCLOSURE OF INTERESTS, THE HONG KONG CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND MINIMUM PUBLIC HOLDINGS**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the shares in the Company if the Repurchase Mandate is approved at the 11th Annual General Meeting and exercised.

The Directors have undertaken to the SEHK that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Bermuda.

If a shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Code.

The Directors are not aware of any consequences which the exercise in full of Repurchase Mandate will have under the Takeover Code, at present so far as is known to the Directors no shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code in the event that the Directors of the Company exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

If the Company was to repurchase Shares up to the permitted maximum of approximately 7.31% of its existing issued share capital from the public shareholding, which is not presently contemplated, the pending percentage shareholding of the five Directors and the substantial shareholders, namely Pacific Union Pte Ltd and Kuala Lumpur Kepong Berhad would increase to 75%. To the best knowledge of the Directors, neither of these situations would give rise to any consequences under the Takeover Code and the Directors will ensure that the repurchase will not result in less than 25% of the issued share capital being in the public hands.

**Disclosure of Interests**

- (a) As at 15 April 2005, being the Latest Practicable Date prior to the printing of this document, the interests of the Directors in any Shares in or debentures of the Company or any associated corporation are as follows:

Name	Registers Maintained In (Hong Kong)		
	Personal interests	Family interests	Corporate interests
Ang Guan Seng	100,000	–	38,114,000 <sup>(1)</sup>
Goh Nan Kioh	–	957,790 <sup>(2)</sup>	38,114,000 <sup>(1)</sup>
Sandy Chim Chun			
Kwan	102,252	–	–
Goh Nan Yang	94,000	–	–
Lim Thian Soo	134,308	–	–
Lim Loi Heng	80,000	–	–

*Notes:*

1. These Shares are beneficially held by two corporations in which Ang Guan Seng and Goh Nan Kioh each held more than 20% equity interest.
2. These Shares are beneficially held by the spouse and children (under 18 years old) of Goh Nan Kioh and accordingly he is deemed to be interested in these shares.
3. The Company does not have any listed debt securities.

- (b) As at 15 April 2005, being the Latest Practicable Date, so far as the Directors are aware, the holders of 10% or more of Shares in issue are as follows:

Name	Number of Shares held	Percentage of Shares held
Pacific Union Pte Ltd*	37,590,000	35.76%
Kuala Lumpur Kepong Berhad**	32,085,976	30.52%
Batu Kawan Berhad***	32,085,976	30.52%
Arusha Enterprise Sdn Bhd***	32,085,976	30.52%
Wan Hin Investments Sdn Bhd***	32,085,976	30.52%
KL-Kepong International Ltd	24,085,976	22.91%

\* These Shares are beneficially owned by Pacific Union Pte Ltd which has been a substantial shareholder of the Company since 1995. Pacific Union Pte Ltd is an investment holding company which does not have any business other than holding approximately 35.76% interests in the Company. The Shares in Pacific Union Pte Ltd are in turn substantially held by Goh Nan Kioh and Hoe Seng Co. Pte Ltd (a company associated with Ang Guan Seng) and the balance by independent third parties. Save as disclosed herein, Pacific Union Pte Ltd and its substantial shareholders do not have any interests in or business relations with Kuala Lumpur Kepong Berhad. Ang Guan Seng is the Non-Executive Chairman of the Company while Goh Nan Kioh is the Deputy Chairman of the Company.

**\*\*** *Kuala Lumpur Kepong Berhad is a company incorporated in Malaysia and listed on the Main Board of the Bursa Malaysia Securities Berhad (formerly known as Kuala Lumpur Stock Exchange). It has been a substantial shareholder of the Company since 1995. Save as disclosed herein, Kuala Lumpur Kepong Berhad and its controlling shareholders do not have any interests in or business relations with Pacific Union Pte Ltd.*

*Ablington Holdings Sdn Bhd is the beneficial owner of 8,000,000 ordinary shares of the Company. Kuala Lumpur Kepong Berhad owns 100% of Ablington Holdings Sdn Bhd and 100% of KL-Kepong International Ltd and is accordingly deemed by the Securities and Futures Ordinance (SFO) to be interested in a total of 32,085,976 ordinary shares beneficially owned by Ablington Holdings Sdn Bhd and KL-Kepong International Ltd.*

**\*\*\*** *As at 15 April 2005, Kuala Lumpur Kepong Berhad is 46.21% directly owned by Batu Kawan Berhad, which is, in turn, 43.80% directly owned by Arusha Enterprise Sdn Bhd. Wan Hin Investments Sdn Bhd directly owns 77.40% of Arusha Enterprise Sdn Bhd. Accordingly, Batu Kawan Berhad, Arusha Enterprise Sdn Bhd and Wan Hin Investments Sdn Bhd are also deemed by the SFO to be interested in the ordinary shares owned by KL-Kepong International Ltd and Ablington Holdings Sdn Bhd as disclosed above.*

*Batu Kawan Berhad, Arusha Enterprise Sdn Bhd and Wan Hin Investments Sdn Bhd are companies incorporated in Malaysia and the shares of Batu Kawan Berhad are listed on the Main Board of the Bursa Malaysia Securities Berhad.*

Apart from the aforesaid shareholders (and shareholders included as connected persons of the said shareholder within the meaning of the Listing Rules), the Directors are not aware of any single shareholder who holds more than 10% of the issued share capital of the Company.

## **6. UNDERTAKING**

The Company has not been notified by any Connected Persons that they have a present intention to sell shares to the Company or have undertaken not to sell any of the shares held by them to the Company, in the event that the Company is authorised to make purchases of shares.

## **7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of its shares on the SEHK during the six months preceding the date of this document.