

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in Advanced Packaging Technology (M) Bhd., you should at once send this Circular together with the enclosed Form of Proxy to the agent through whom the sale or transfer was contracted for onward transmission to the purchaser or transferee.

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**ADVANCED PACKAGING  
TECHNOLOGY (M) BHD.**

(82982-K)

先進包裝工業(馬)有限公司

(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND**

**ARTICLES OF ASSOCIATION**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Adviser*

**CIMB**

**Commerce International Merchant Bankers Berhad**

*Company Number 18417-M*

The Notice convening the Extraordinary General Meeting of Advanced Packaging Technology (M) Bhd. to be held at Metro Inn, Wisma Metro Kajang, Jalan Semenyih, 43000 Kajang, Selangor Darul Ehsan on Wednesday, 30 January 2002 at 11.00 a.m., or any adjournment thereof, is set out on page 19 of this Circular. A Form of Proxy is enclosed which you are urged to complete and deposit at the Registered Office of the Company on or before the date and time indicated below or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy ..... : Monday, 28 January 2002 at 11.00 a.m.

Date and time of Extraordinary General Meeting ..... : Wednesday, 30 January 2002 at 11.00 a.m.

This Circular is dated 7 January 2002

## DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

"Act"	:	Companies Act, 1965
"APT" or "Company"	:	Advanced Packaging Technology (M) Bhd.
"CIMB"	:	Commerce International Merchant Bankers Berhad
"EGM"	:	Extraordinary General Meeting
"KLSE"	:	Kuala Lumpur Stock Exchange
"Listing Requirements"	:	Listing Requirements of the KLSE
"MCD"	:	Malaysian Central Depository Sdn. Bhd., a subsidiary of the KLSE, and where the context requires, its nominee companies.
"Proposal"	:	Proposed amendments to the Memorandum and Articles of Association of APT
"RM"	:	Ringgit Malaysia

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**Registered Office:-**

23B, Jalan 52/1  
46200 Petaling Jaya  
Selangor Darul Ehsan

7 January 2002

***Directors:-***

Dato' Law Sah Lim (*Chairman and Non-executive Director*)  
Md. Marzuki Bin Ahmad (*Deputy Chairman and Non-executive Director*)  
Tjin Kiat @ Tan Cheng Keat (*Managing Director*)  
Yeo Tek Ling (*Finance Director*)  
Chee Sam Fatt (*Non-executive Director*)  
Ng Choo Tim (*Non-executive Director*)  
Datuk Ismail bin Haji Ahmad (*Non-executive Director*)  
Eu Hock Seng (*Independent Non-executive Director*)  
Ng Choo Phuan @ Kuan Choo Phuan (*Independent Non-executive Director*)  
Dato' Haji Ghazali B. Mat Ariff (*Independent Non-executive Director*)  
Mah Siew Seng (*Independent Non-executive Director*)

To: The Shareholders of Advanced Packaging Technology (M) Bhd.

Dear Sir/Madam

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

**1. INTRODUCTION**

On 16 October 2001, CIMB, on behalf of the Board of Directors of APT, announced that the Company proposes to amend its existing Memorandum and Articles of Association primarily to reflect the provisions of Section 67A of the Act and to comply with the applicable provisions of the Listing Requirements as well as to be consistent with the Act, the Securities Industry (Central Depository) Act, 1991 and the Rules of MCD.

The purpose of this Circular is to provide you with the details of the Proposal and to seek your approval for the relevant resolutions to be tabled at the forthcoming EGM.

**SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSAL.**

**2. DETAILS OF THE PROPOSAL**

Details of the amendments to the Memorandum and Articles of Association of APT are set out in Appendices I and II of this Circular.

**3. RATIONALE FOR THE PROPOSAL**

The amendment to the Memorandum of Association of the Company is to bring it in line with the provisions of Section 67A of the Act to facilitate the Company in undertaking the purchase of its own shares in the future.

The amendments to the Articles of Association of the Company are to ensure that they incorporate and reflect the applicable provisions of the Listing Requirements and to be consistent with the Act, the Securities Industry (Central Depository) Act, 1991 and the Rules of the MCD.

**4. EFFECTS OF THE PROPOSAL**

The Proposal is not expected to have any effect on the share capital, net tangible assets, earnings, shareholding of substantial shareholders, Directors' shareholdings and dividend rate of the Company.

**5. CONDITION OF THE PROPOSAL**

The Proposal is subject to approval being obtained from the shareholders of APT at the forthcoming EGM.

**6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS**

None of the Directors or major shareholders of APT or persons connected to the Directors or major shareholders of APT has any interest, direct or indirect, in the Proposal.

**7. DIRECTORS' RECOMMENDATION**

The Board of Directors of APT, after having considered all aspects of the Proposal, is of the opinion that the Proposal is in the best interest of the Company. Accordingly, the Board of Directors recommends that you vote in favour of the special resolutions to give effect to the Proposal at the forthcoming EGM.

**8. EXTRAORDINARY GENERAL MEETING**

An EGM, notice of which is enclosed in this Circular, will be held at Metro Inn, Wisma Metro Kajang, Jalan Semenyih, 43000 Kajang, Selangor Darul Ehsan on Wednesday, 30 January 2002 at 11.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the special resolutions to give effect to the Proposal.

If you are unable to attend and vote in person at the EGM, you are requested to complete and return the enclosed Form of Proxy, in accordance with the instructions printed thereon, so as to arrive at the Registered Office of the Company at 23B, Jalan 52/1, 46200 Petaling Jaya, Selangor Darul Ehsan, not later than 48 hours before the time set for the EGM or any adjournment thereof. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

**9. FURTHER INFORMATION**

Shareholders are requested to refer to the attached appendices for additional information.

Yours faithfully  
For and on behalf of the Board of  
**ADVANCED PACKAGING TECHNOLOGY (M) BHD.**

Tjin Kiat @ Tan Cheng Keat  
Managing Director

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF APT**

The Memorandum of Association of the Company is proposed to be amended in the following manner to be in line with the provisions of Section 67A of the Act:-

Clause 21A

That the existing Clause 21A be deleted in its entirety and substituted with a new Clause 21A which reads as follows:-

**21A. To purchase the Company's own shares at any given point in time through the Kuala Lumpur Stock Exchange on which the shares of the Company are quoted in accordance with the provisions of the Companies Act, 1965, the rules, regulations and orders made pursuant thereto and the requirements of the Kuala Lumpur Stock Exchange and any other relevant authorities and to deal with the acquired shares in a manner as from time to time be permitted or allowed by law.**

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF APT

The Articles of Association of the Company are proposed to be amended in the following manner by the Board of Directors of APT to primarily comply with the applicable provisions of the Listing Requirements and to be consistent with the Act, the Securities Industry (Central Depository) Act, 1991 and the Rules of MCD.

### 1. Article 2

That the following existing definitions in Article 2 be amended to read as follows:-

<b>the Exchange</b>	<b>Kuala Lumpur Stock Exchange.</b>
<b>Member</b>	<b>Unless otherwise expressed to the contrary, includes a depositor who shall be treated as if he were a member pursuant to Section 35 of the Securities Industry (Central Depositories) Act, 1991 but excludes the Central Depository in its capacity as a bare trustee.</b>

That the following new definitions be inserted in Article 2 in alphabetical order:-

<b>Approved Market Place</b>	<b>A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No. 2) Order, 1998.</b>
<b>Authorised Nominees</b>	<b>A person who is authorised to act as nominee as specified under the Rules.</b>
<b>Central Depositories Act</b>	<b>Securities Industry (Central Depositories) Act 1991, or any statutory modification, amendment or re-enactment thereof for the time being in force.</b>
<b>Securities</b>	<b>Debentures, notes, stocks, shares and bonds of the Company and includes any right or option in respect thereof and any interest in unit trust schemes.</b>
<b>Securities Account</b>	<b>An account established by a Central Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor.</b>

### 2. Article 6

That the existing Article 6 be deleted in its entirety and substituted with a new Article 6 which reads as follows:-

6. Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed but the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company. The preference shareholder shall be entitled to a return of capital in preference to ordinary shareholders when the company is wound up. Preference shareholders shall also have the right to vote at any meeting convened in each of the following circumstances:-

- (a) when the dividend or part of the dividend on the share is in arrears for more than 6 months;



- (b) on a proposal to reduce the company's share capital;
- (c) on a proposal for the disposal of the whole of the company's property, business and undertaking;
- (d) on a proposal that affects rights attached to the preference share;
- (e) on a proposal to wind up the company; and
- (f) during the winding up of the company.

### 3. Article 13

That the existing Article 13 be deleted in its entirety and substituted with a new Article 13 which reads as follows:-

13. The company must ensure that all new issues of securities for which listing is sought are made by way of crediting the securities accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with the Exchange Requirement. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities accounts of such allottees.

### 4. Article 14

That the existing Article 14 be deleted in its entirety and substituted with a new Article 14 which reads as follows:-

14. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such securities (as may be prescribed by the Exchange):
- (a) within 15 market days of the final applications closing date for an issue of securities or such other period as may be prescribed by the Exchange for issues of securities to the public or a rights issue;
  - (b) within 10 market days of the books closing date for a bonus issue or such other period as may be prescribed by the Exchange;
  - (c) within 10 market days of the date of receipt of a notice of the exercise of an employee share option together with the requisite payment or such other period as may be prescribed by the Exchange; and
  - (d) within 10 market days of the receipt of a subscription form together with the requisite payment in respect of warrant or convertible securities or such other period as may be prescribed by the Exchange.

5. **Article 15**

That the existing Article 15 be deleted in its entirety and substituted with a new Article 15 which reads as follows:-

15. **The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, including all unpaid instalments and interest thereon and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a Member for all money (whether presently payable or not) payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such money are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member.**

6. **Article 20**

That the existing Article 20 be amended by deleting the words "whether alone or jointly with any other person" appearing in the last sentence after the words "payable on every share by him" to read as follows:-

20. **A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any Dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share by him together with interest and expenses (if any).**

7. **Article 25**

That the existing Article 25 be deleted in its entirety and substituted with a new article 25 which reads as follows:-

25. **Subject to the provisions of the Act, any regulations made thereunder and regulations, rules, orders, guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time, the Company may purchase its own shares. Any shares of the Company so purchased by the Company shall be dealt with as provided in the Act and subject to the requirements or guidelines issued by the Exchange and/or the rules, regulations, orders, guidelines or requirements issued by any other relevant authority from time to time.**

8. **Article 26(1)**

That the existing Article 26(1) be amended by inserting the words "authorised nominee" after the words "beneficial owner" in Article 26(1)(a) and the words "or authorised nominee" after the words "as trustee" in Article 26(1)(b) to read as follows:-

- 26 (1) The Company may by notice in writing require any Member of the Company within such reasonable time as is specified in the notice :-
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner, **authorised nominee** or as trustee; and
  - (b) if he holds them as trustee **or authorised nominee**, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

**9. Article 27**

That the existing Article 27 be deleted in its entirety and substituted with a new Article 27 which reads as follows:-

**27. The transfer of any listed security or class of listed security of the Company which have been deposited with the Central Depository, shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and, notwithstanding Sections 103 and 104 of the Act but subject to Subsection 107C(2) of the Act and any exemption that may be made from compliance with Subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed securities.**

**10. Article 28**

That the existing Article 28 be deleted in its entirety and substituted with a new Article 28 which reads as follows:-

**28. Subject to these Articles, the Central Depositories Act and the Rules, the instrument of transfer of any security lodged with the Central Depository shall be signed by or on behalf of the transferor and transferee and such person as may be required by the Exchange and the transferor shall be deemed to remain the holder of the security until the name of the transferee is entered in the Record of Depositors in respect thereof.**

**11. Article 29**

That the existing Article 29 be deleted in its entirety and substituted with a new article 29 which reads as follows:-

**29. The Directors may decline to register any transfer of shares not being fully paid shares. There shall be no restrictions on the transfer of fully paid up securities except where required by law. Any refusal shall be notified to the transferor and the transferee in accordance with the provisions of the Central Depositories Act and the Rules. The Central Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules.**

**12. Article 30**

That the existing Article 30 be deleted in its entirety and substituted with a new Article 30 which reads as follows:-

**30. Subject to the provisions of the Central Depositories Act and the Rules, every instrument of transfer shall be in writing and in the form approved in the Rules and shall be presented to the Central Depository with such evidence (if any) as the Central Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person.**

**13. Article 31**

That the existing Article 31 be deleted in its entirety and substituted with a new Article 31 which reads as follows:-

**31. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole, thirty (30) days in any year. At least twelve (12) market days' notice, or such other period as may from time to time be determined by the Exchange, of intention to close the Register shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. The said notice shall state the period and the purpose or purposes for which the Register is being closed. At least three (3) market days prior notice shall be given to the Central Depository to enable the Central Depository to prepare the appropriate Record of Depositors.**

**14. Article 33**

That the existing Article 33 be deleted in its entirety and substituted with a new Article 33 which reads as follows:-

- 33. In the case of the death of a Member, the legal representatives of the deceased, shall be the only persons recognised by the Company as having any title to his interest in the securities, but nothing herein contained shall release the estate of a deceased shareholder from any liability in respect of any security which had been held by him.**

**15. Article 34**

That the existing Article 34 be deleted in its entirety and substituted with a new Article 34 which reads as follows:-

- 34. Any person becoming entitled to a security in consequence of the death or bankruptcy of a Member, may, upon such evidence being produced as may from time to time properly be required by the Rules of the Central Depository and subject as hereinafter provided, elect either to be registered himself as holder of the security or to have some person nominated by him registered as the transferee thereof, but the Central Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the security by that Member before his death or bankruptcy. PROVIDED ALWAYS that where the security is a deposited security, subject to the Rules, a transfer or withdrawal of the security may be carried out by the person becoming so entitled.**

**16. Article 35**

That the existing Article 35 be deleted in its entirety and substituted with a new Article 35 which reads as follows:-

- 35. Where:-**

- (a) the securities of the Company are listed on an Approved Market Place; and**
- (b) the Company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories) Act, 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules, of the Central Depository in respect of such securities,**

**the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as 'the Foreign Register'), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as 'the Malaysian Register') provided that there shall be no change in the ownership of such securities and the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder.**

**No company which fulfils the requirements of subparagraphs (a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.**

**17. Article 36**

That the existing Article 36 be deleted in its entirety and substituted with a new Article 36 which reads as follows:-

- 36. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or, privileges as a member unless and until he shall become a member in respect of the share. If the person becoming entitled elects to have the shares transferred to him, the aforesaid notice shall be given to the Central Depository and subject to the Rules, a transfer of the shares may be carried out by the person becoming so entitled.**

**18. Article 41**

That the existing Article 41 be amended by deleting the words "seven per cent (7%)" and substituting it with the words "eight per cent (8%)" to read as follows:-

41. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of **eight per cent (8%)** per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

**19. Article 50**

That the existing Article 50 be deleted in its entirety and substituted with a new Article 50 which reads as follows:-

- 50. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities from time to time to be created shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors be conveniently offered under this Article.**

**20. Article 57**

That the existing Article 57 be deleted in its entirety and substituted with a new Article 57 which reads as follows:-

- 57. Every notice convening meetings shall specify the place, the day and the hour of the meeting and shall be given to all members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notice of general meetings from the Company. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in the daily press and in writing to each stock exchange upon which the Company is listed and such notices of all meetings shall be given to such stock exchange and advertised in the press at the same time as shareholders are notified.**

**21. Article 57A**

That a new Article 57A be inserted immediately after the existing Article 57 which reads as follows:-

- 57A (i) The Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.**
- (ii) The Company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors as at a date not less than three (3) market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors").**
- (iii) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.**

**22. Article 63**

That the existing Article 63 be amended by deleting the words "on a poll" appearing after the words "persons present and entitled to vote" in the second last sentence to read as follows:-

- 63. The Chairman of the Board of Directors shall preside as Chairman at every meeting, or in his absence the Deputy Chairman of the Board of Directors shall so preside as Deputy Chairman. If there is no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman nor Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as Chairman, the Directors present shall choose one (1) of their Members to act, or if one (1) Director only is present he shall preside as Chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the Chair, the persons present and entitled to vote shall elect one (1) of their Members to be Chairman. The election of the Chairman shall be by a show of hands.**

**23. Article 68**

That the existing Article 68 be deleted in its entirety and substituted with a new Article 68 which reads as follows:-

- 68. Subject to Article 57A and any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative, and on a show of hands, every person who is a Member or proxy or attorney or representative of a Member shall have one vote, and on a poll, every Member present in person or by proxy or attorney or representative shall have one vote for each share he holds, although a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.**

**24. Deletion of Article 70 and renumbering Articles 71, 72, 73 and 74**

That the existing article 70 be deleted in its entirety and that existing articles 71, 72, 73 and 74 be renumbered as articles 70, 71, 72 and 73.

**25. Article 74**

That a new article be inserted as article 74 which reads as follows:-

- 74. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account.**

**26. Article 80**

That the existing Article 80 be amended by inserting "An election of directors shall take place each year." as the first sentence and deleting the words "except a Managing Director" after the words "PROVIDED ALWAYS that all Directors" in the second last sentence to read as follows:-

- 80. An election of directors shall take place each year. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election. PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.**

**27. Article 89**

That the existing Article 89 be deleted in its entirety and substituted with a new Article 89 which reads as follows:-

- 89. The Directors shall be paid by way of fees (other than salaries payable to Executive Directors, which shall be fixed by the Directors) for their services such fixed sum (if any), as shall be determined by the Company in general meeting, and such fees shall be divided among the Directors in such proportions and manner as the Directors may determine or failing agreement equally. Provided always that :-**

- (a) fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;**

- (b) **salaries payable to Directors who do hold an executive office in the Company may not include a commission on or percentage of turnover;**
- (c) **Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting; and**
- (d) **Any fee paid to an alternate director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.**

**28. Article 91(b)**

That the existing Article 91(b) be amended by inserting the words "or Section 130A" after the words "Section 130" to read as follows:-

91(b) becomes prohibited from being a Director by reason of any order made under the Act or contravenes Section 130 **or Section 130A** of the Act;

**Article 91(g)**

That the existing Article 91(g) be deleted in its entirety and substituted with a new Article 91(g) which reads as follows:-

**91(g) is absent from more than 50% of the total board of directors' meetings held during a financial year and his alternate director (if any) shall not during such period have attended in his stead.**

**29. Article 92A**

That the existing Article 92A be deleted in its entirety.

**30. Article 101**

That the existing Article 101 be amended by substituting the words "Sections 131 and 132E" in the first line with the words "Sections 131, 132E, 132F and 132G" to read as follows:-

101. Subject always to **Sections 131, 132E, 132F and 132G** of the Act a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.



**31. Article 104**

That the existing Article 104 be deleted in its entirety and substituted with a new Article 104 which reads as follows:-

**104. It shall not be necessary to give any Director or alternate director, who has not got an address in Malaysia and Singapore registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time notice of all Directors' meetings shall be given to all Directors and their alternates, who have a registered address in Malaysia and Singapore. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing. The notice of each Directors' meeting shall be deemed to be duly served if a properly stamped letter containing the notice is posted or the notice is sent by hand, telefax, electronic mail or other electronic communications to the Directors.**

**32. Article 114**

That the existing Article 114 be amended by deleting the word and figure "five (5)" in the third line and substituting it with the word and figure "three (3)" to read as follows:-

114. The Directors may from time to time appoint any one or more of their body to be the Managing Director or Managing Directors for such period not exceeding **three (3)** years and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors the powers hereby vested in the Directors generally as they may think fit, but subject thereto such Managing Director or Managing Directors shall be subject to the control of the Board.

**33. Article 116**

That the existing Article 116 be deleted in its entirety and substituted with a new Article 116 which reads as follows:-

**116. The Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or in fixing the number of Directors to retire, and subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office Director from any cause shall ipso facto and immediately cease to be Managing Director.**

**34. Article 121**

That the existing Article 121 be amended by inserting the words "or approved by letter, telegram, telex or telefax" after the words "A resolution in writing signed" in the first line and inserting the words "or their alternates" after the words "each signed by one or more Directors" in the last line to read as follows:-

121 A resolution in writing signed **or approved by letter, telegram, telex or telefax** by a majority of all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director has an alternate, then such resolutions may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution", and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors **or their alternates**.

**35. Article 124**

That the existing Article 124 be deleted in its entirety and substituted with a new Article 124 which reads as follows:-

**124. The Directors shall cause minutes to be duly entered in books provided for the purpose:-**

- (a) Of all appointments of officers;**
- (b) Of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors, local board or agency and of the Company in general meeting;**
- (c) Of all resolutions and proceedings of general meetings and of meetings of the Directors and Committee of Directors, local board or agency;**
- (d) Of all orders made by the Directors and any Committee of Directors, local board or agency.**

**Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and shall be accepted as conclusive evidence without further proof of the facts stated therein.**

**36. Article 125**

That the existing Article 125 be amended by deleting the words "Directors and managers" appearing after the words "containing such particulars with respect to the" and substituting it with the words "Directors, Manager and Secretaries" to read as follows:-

**125. The Company shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the **Directors, Manager and Secretaries** of the Company as are required by the Act, and shall from time to time notify the Registrar of any change in such register and of the date of change in manner prescribed by the Act.**

**37. Article 131**

That the existing Article 131 be deleted in its entirety and substituted with a new Article 131 which reads as follows:-

**131 The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting, such profit and loss accounts, balance sheets and reports as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of annual audited accounts, the directors' and auditors' reports relating to it shall not exceed four (4) months. A copy of each such document shall not less than twenty one (21) days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting) be sent to every Member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange upon which the Company's shares may be listed, shall at the same time be likewise sent to the Exchange: PROVIDED THAT this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application at the Company's Office.**

**38. Article 142**

That the existing Article 142 be deleted in its entirety and substituted with a new Article 142 which reads as follows:-

**142. 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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the Dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.**

**39. Article 146**

That the existing Article 146 be amended by inserting the words "as appearing in the Register or the Record of Depositors" after the words "at his registered address in Malaysia" to read as follows:-

146. A notice may be given by the Company to any Member either personally or by sending it by post to him in a prepaid letter addressed to him at his registered address in Malaysia **as appearing in the Register or the Record of Depositors** or (if he has no registered address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him.

**40. Article 147**

That the existing Article 147 be amended by deleting the words "and stamped and put into a Government post office letter box." in the last line and substituting it with the words "prepaid and posted" to read as follows:-

147. Any notice or other document if served by post shall be deemed to be served on a Member having an address for service in Malaysia two (2) days following that on which a properly stamped letter containing the same is posted in Malaysia. In proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed **prepaid and posted.**

**41. Article 148**

That the existing Article 148 be amended by inserting the word "given" after the words "in which the same might have been" and inserting the words "or Record of Depositors" after the words "being entered in the Register" to read as follows:-

148. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been **given** if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register **or Record of Depositors** as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.

**42. Deletion of Article 149 and renumbering Articles 150 through 156.**

That the existing Article 149 be deleted in its entirety and that existing Articles 150, 151, 152, 153, 154, 155 and 156 be renumbered as Articles 149, 150, 151, 152, 153, 154 and 155.

**43. Article 153**

That the existing Article 153 which has been renumbered as Article 152 under item 42 above be amended by deleting the word "ratified" after the words "unless it shall have been" and substituting it with the word "approved" to read as follows:-

152. On the voluntary liquidation of the Company, no commission or fee shall be paid to the Liquidator unless it shall have been **approved** by Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.

**44. Article 156**

That the following new article 156 be inserted immediately after the existing article 156 which has been renumbered as Article 155 under item 42 above to read as follows:-

- 156**
- (a) Notwithstanding anything contained in these articles, if the Listing Requirements prohibit an act being done, the act shall not be done.**
  - (b) Nothing contained in these articles prevents an act being done that the Listing Requirements require to be done.**
  - (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).**
  - (d) If the Listing Requirements require these articles to contain a provision and they do not contain such a provision, these articles are deemed to contain that provision.**
  - (e) If the Listing Requirements require these articles not to contain a provision and they contain such a provision, these articles are deemed not to contain that provision.**
  - (f) If any provision of these articles is or becomes inconsistent with the Listing Requirements, these articles are deemed not to contain that provision to the extent of the inconsistency.**
  - g) For the purpose of this article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Kuala Lumpur Stock Exchange including any amendments to the Listing Requirements that may be made from time to time."**

**ADDITIONAL INFORMATION**

**1. Directors' Responsibility Statement**

This Circular has been seen and approved by the Directors of APT and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no material facts the omission of which would make any statement herein misleading.

**2. Consent**

CIMB has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name in the form and context in which it appears.

**3. Material Contract**

There are no material contracts, not being contracts entered into in the ordinary course of business, which have been entered into by APT during the two (2) years preceding the date of this Circular.

**4. Material Litigation**

APT is not engaged in any material litigation either as plaintiff or defendant as at the date of this Circular and the Directors do not have any knowledge of any proceedings pending or threatened against APT or of any facts likely to give rise to any proceedings which might materially affect the position of APT.

**5. Documents For Inspection**

Copies of the following documents will be available for inspection at the registered office of APT at 23B, Jalan 52/1, 46200 Petaling Jaya, Selangor Darul Ehsan during normal business hours from the date of this Circular to the date of the EGM:-

- (a) Memorandum and Articles of Association of the Company;
- (b) Audited financial statements of APT for the past two (2) financial years ended 31 December 1999 and 31 December 2000 and the unaudited results for the nine (9) months ended 30 September 2001; and
- (c) Letter of consent from CIMB referred to in Section 2 above.



(82982-K)

先進包裝工業(馬)有限公司

(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Advanced Packaging Technology (M) Bhd ("the Company") will be held at Metro Inn, Wisma Metro Kajang, Jalan Semenyih, 43000 Kajang, Selangor Darul Ehsan on Wednesday, 30 January 2002 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following special resolutions:-

### SPECIAL RESOLUTION 1

#### PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

That the Company's Memorandum of Association be amended by deleting object clause 21A in its entirety and substituting it with a new object clause 21A which reads as follows:-

"21A. To purchase the Company's own shares at any given point in time through the Kuala Lumpur Stock Exchange on which the shares of the Company are quoted in accordance with the provisions of the Companies Act, 1965, the rules, regulations and orders made pursuant thereto and the requirements of the Kuala Lumpur Stock Exchange and any other relevant authorities and to deal with the acquired shares in a manner as from time to time be permitted or allowed by law."

### SPECIAL RESOLUTION 2

#### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

"That the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix II of the Circular to Shareholders dated 7 January 2002 be and are hereby approved."

By Order of the Board

Goon Kok Keong  
MAICSA 0698849  
Company Secretary

Petaling Jaya  
Selangor Darul Ehsan  
7 January 2002

Notes:-

1. *A member of the Company entitled to attend and vote at this meeting may appoint a proxy or proxies to vote in his stead. Where a member appoints two or more proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company and the provision of Section 149 (1) (b) of the Companies Act, 1965 shall not apply to the Company.*
2. *The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be either given under its common seal or under the hand of an officer or attorney duly authorised.*
3. *The instrument appointing a proxy must be deposited at the Company's Registered Office at 23B Jalan 52/1, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*



先進包裝工業(馬)有限公司

(Incorporated in Malaysia)

**FORM OF PROXY**

I/We .....  
(Full Name in Block Letters)

of .....  
(Address)

being a member/members of ADVANCED PACKAGING TECHNOLOGY (M) BHD. hereby appoint \*

"the Chairman of the meeting" or .....  
(Full Name in Block Letters)

of .....  
(Address)

or failing him/her .....  
(Full Name in Block Letters)

of .....  
(Address)

as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Metro Inn, Wisma Metro Kajang, Jalan Semenyih, 43000 Kajang, Selangor Darul Ehsan on 30 January 2002 at 11.00 a.m. and at any adjournment thereof on the following resolutions in the manner indicated below:-

RESOLUTIONS	FOR	AGAINST
SPECIAL RESOLUTION 1 - PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION		
SPECIAL RESOLUTION 2 - PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION		

(Please indicate with an 'X' in the appropriate spaces provided above how you wish your votes to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

\* Delete the words 'the Chairman of the meeting' if you wish to appoint some other person(s) to be your proxy.

Dated this.....day of.....2002

.....  
Signature/Common Seal of Shareholder

Number of shares held

**Notes:-**

- A member of the Company entitled to attend and vote at this meeting may appoint a proxy or proxies to vote in his stead. Where a member appoints two or more proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be either given under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at 23B Jalan 52/1, 46200 Petaling Jaya not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.