

**APM AUTOMOTIVE HOLDINGS BERHAD (424838-D)**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting of APM Automotive Holdings Berhad ("Company") will be held at Pacific Ballroom, Level 2, Seri Pacific Hotel Kuala Lumpur, Jalan Putra, 50350 Kuala Lumpur, Malaysia on Wednesday, 25 May 2011 at 10:00 a.m. to transact the following businesses:

**Ordinary Business:**

1. To receive and consider the Financial Statements for the financial year ended 31 December 2010 together with the Reports of the Directors and Auditors thereto.

*Resolution 1*
2. To declare a final dividend of 12% less income tax for the financial year ended 31 December 2010.

*Resolution 2*
3. To re-elect the following Directors, who are eligible and have offered themselves for re-election, in accordance with Article 76 of the Company's Articles of Association:
  - i LOW SENG CHEE *Resolution 3*
  - ii HENG JI KENG *Resolution 4*
4. To re-elect the following Directors, who are eligible and have offered themselves for re-election, in accordance with Article 96 of the Company's Articles of Association:
  - i TAN ENG SOON *Resolution 5*
  - ii DATO' TAN ENG HWA *Resolution 6*
5. To consider and if thought fit, to pass the following resolutions in accordance with Section 129 of the Companies Act, 1965:
  - i "THAT DATO' HAJI KAMARUDDIN @ ABAS NORDIN be and is hereby re-appointed a Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the next annual general meeting of the Company." *Resolution 7*
  - ii "THAT DATO' N SADASIVAN be and is hereby re-appointed a Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the next annual general meeting of the Company." *Resolution 8*
6. To re-appoint the Auditors for the financial year ending 31 December 2011 and to authorise the Directors to fix their remuneration.

*Resolution 9*

**Special Business:**

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

**PROPOSED GRANT OF AUTHORITY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT, subject always to the Companies Act, 1965 ("Act"), the Articles of Association of the Company and approvals and requirements of the relevant governmental/regulatory authorities (where applicable), the Directors be and are hereby empowered pursuant to Section 132D of the Act to allot and issue new ordinary shares of RM1.00 each in the Company from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion, deem fit and expedient in the interest of the Company provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 per centum of the issued and paid-up share capital excluding treasury shares for the time being of the Company AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." *Resolution 10*

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

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

"THAT, subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares of RM1.00 each in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Malaysia upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed 10 per centum of the issued and paid-up share capital of the Company.

THAT an amount not exceeding the Company's share premium and retained profits be allocated by the Company for the Proposed Share Buy-Back.

THAT authority be and is hereby given to the Directors of the Company to do all acts and things to give effect to the Proposed Share Buy-Back and to decide at their discretion to retain the shares so purchased as treasury shares (as defined in Section 67A of the Act) and/or to cancel the shares so purchased and/or to resell them and/or to deal with the shares so purchased in such other manner as may be permitted and prescribed by the Act, rules, regulations, guidelines, requirements and/or orders pursuant to the Act and/or the rules, regulations, guidelines, requirements and/or orders of Bursa Malaysia and any other relevant authorities for the time being in force.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this ordinary resolution and will expire at:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia and/or any other relevant governmental and/or regulatory authorities (if any).

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authority.” *Resolution 11*

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

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH TAN CHONG MOTOR HOLDINGS BERHAD AND ITS SUBSIDIARIES**

“THAT, subject to the Companies Act, 1965 (“Act”), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (“APM Group”) to enter into all arrangements and/or transactions with Tan Chong Motor Holdings Berhad and its subsidiaries involving the interest of Directors, major shareholders or persons connected with Directors and/or major shareholders of the APM Group (“Related Parties”) including those set out under section 3.2.1 of the circular to shareholders dated 29 April 2011 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders (the “Shareholders’ Mandate”).

THAT such approval shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse, unless by a resolution passed at a general meeting, the authority of the Shareholders’ Mandate is renewed or the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act) or revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is earlier.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.” *Resolution 12*

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

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH WARISAN TC HOLDINGS BERHAD AND ITS SUBSIDIARIES**

“THAT, subject to the Companies Act, 1965 (“Act”), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (“APM Group”) to enter into all arrangements and/or transactions with Warisan TC Holdings Berhad and its subsidiaries involving the interest of Directors, major shareholders or persons connected with Directors and/or major shareholders of the APM Group (“Related Parties”) including those set out under section 3.2.2 of the circular to shareholders dated 29 April 2011 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders (the “Shareholders’ Mandate”).

THAT such approval shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse, unless by a resolution passed at a general meeting, the authority of the Shareholders’ Mandate is renewed or the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act) or revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is earlier.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.” *Resolution 13*

11. To consider and if thought fit, to pass the following resolution as a special resolution:

**PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY**

“THAT the Articles of Association of the Company be amended by substituting the following new Article for Article 127:

127. Dividend, interest or other money payable

Unless otherwise directed, any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled as it appears in the register and/or the Record of Depositors or paid by way of electronic transfer or other methods of remittance to the bank account or other account based on the account information provided by such member or the person entitled or provided in the Record of Depositors or any other record provided by the Central Depository containing such information. Every such cheque or warrant or electronic transfer or other methods of remittance shall be made payable to such member or person entitled and shall be sent, transferred, paid or remitted at the risk of such member or person entitled. Payment of the cheque or warrant by the bank on which it is drawn or payment into the bank account or other account based on the account information provided by such member or the person entitled or provided in the Record of Depositors or any other record provided by the Central Depository containing such information shall constitute a good discharge to the Company.”

*Resolution 14*

12. To transact any other business of the Company of which due notice shall have been received.

By order of the Board  
LEE KWEE CHENG  
CHAN YOKE-LIN  
Company Secretaries

Kuala Lumpur  
29 April 2011

Notes:

1. A member entitled to vote is entitled to appoint a proxy or proxies (but not more than two) to attend and vote for him. A proxy need not be a member of the Company, and, where there are two proxies, the number of shares to be represented by each proxy must be stated.
2. Where the form of proxy is executed by a corporation, it must be executed under seal or under the hand of an officer or attorney duly authorised.
3. An authorised nominee may appoint one proxy in respect of each securities account the authorised nominee holds in the Company standing to the credit of such securities account. Each appointment of proxy shall be by a separate instrument of proxy which shall specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.

4. The form of proxy must be deposited at the Registered Office of the Company, 62 - 68 Jalan Ipoh, 51200 Kuala Lumpur, Malaysia, not less than forty-eight hours before the time appointed for the meeting.
5. Explanatory Statement on Special Businesses in relation to:

**Resolution 10**

The Company continues to consider opportunities to broaden the operating base and earnings potential of the Company. If any of the expansion or diversification proposals involve the issue of new shares, the Directors of the Company, under normal circumstances, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued share capital of the Company.

In order to avoid delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company of up to an amount not exceeding in total 10% of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being for such purpose. This authority, unless revoked or varied at a general meeting, shall continue to be in force until the conclusion of the next annual general meeting of the Company.

The Company is seeking approval to renew the general mandate given by the shareholders at the last Annual General Meeting held on 19 May 2010. No proceeds were raised from the previous mandate.

**Resolution 11**

The proposed resolution, if passed, will empower the Directors to purchase the Company's shares of up to 10% of the issued and paid-up share capital of the Company by utilising the funds allocated out of the retained profits and share premium of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in force until the conclusion of the next annual general meeting of the Company.

Further information on Resolution 11 is set out in the circular to shareholders dated 29 April 2011 dispatched together with the Annual Report.

**Resolutions 12 and 13**

Proposed Resolutions 12 and 13 if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interest of related parties which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.

Details on the recurrent related parties transactions are set out in the circular to shareholders dated 29 April 2011 dispatched together with the Annual Report.

**Resolution 14**

The proposed amendment of Article 127 of the Articles of Association of the Company ("the Articles") is to ensure that the Articles are consistent with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad pertaining to electronic dividend payment or eDividend to shareholders who have provided the relevant bank account particulars to Bursa Malaysia Depository Sdn Bhd and to clarify the responsibility of the Company and of each shareholder in regard to payment and remittances of dividend, interest or other money payable in cash in respect of shares in the Company.

The full text of the proposed new Article 127 of the Articles, marked to show changes from the existing Article 127 is set out below:

“127. Dividends payable by post, interest or other money payable

Unless otherwise directed, any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled as it appears in the register and/or the Record of Depositors- or paid by way of electronic transfer or other methods of remittance to the bank account or other account based on the account information provided by such member or the person entitled or provided in the Record of Depositors or any other record provided by the Central Depository containing such information. Every such cheque or warrant or electronic transfer or other methods of remittance shall be made payable to the order of the such member or person to whom it is sent. entitled and shall be sent, transferred, paid or remitted at the risk of such member or person entitled. Payment of the cheque or warrant by the bank on which it is drawn or payment into the bank account or other account based on the account information provided by such member or the person entitled or provided in the Record of Depositors or any other record provided by the Central Depository containing such information shall constitute a good discharge to the Company.”

#### **NOTICE OF DIVIDEND ENTITLEMENT**

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Fourteenth Annual General Meeting of APM Automotive Holdings Berhad, a final dividend of 12% less income tax for the financial year ended 31 December 2010 will be paid on 28 June 2011. The entitlement date is 8 June 2011.

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

- (1) shares transferred into the depositor's securities account before 4:00 p.m. on 8 June 2011 in respect of ordinary transfers; and
- (2) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis in accordance with the rules of Bursa Malaysia Securities Berhad.

By order of the Board  
LEE KWEE CHENG  
CHAN YOKE-LIN  
Company Secretaries

Kuala Lumpur  
29 April 2011