



HAZ MING HOLDINGS BHD

(143816-V)

Incorporated In Malaysia

Dear Shareholders,

This serves to inform that there will be two (2) additional resolutions to be pass as ordinary resolutions at the forthcoming Annual General Meeting to be held at Klang Executive Club, Persiaran Bukit Raja 2, Bandar Baru Klang, 41150 Klang, Selangor Darul Ehsan on 30 October 2001 at 9.30am.

As such, the Board of Directors are pleased to substitute herewith an **Amended Notice of the Fifteenth Annual General Meeting** for your consideration.

AGENDA

- 1 To receive and adopt the Audited Accounts for the financial year ended 30 April 2001 together with the Reports of the Directors and Auditors thereon. (Resolution 1)
- 2 To re-elect Encik Izhair bin Sulaiman, who retires pursuant to Article 80 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 2)
- 3 To re-elect Mr. Goh Jooi Lai, who retires pursuant to Article 87 of the Company's Article of Association and being eligible, offers himself for re-election. (Resolution 3)
- 4 To re-elect Mr. Lau Boon Seong, who retires pursuant to Article 87 of the Company's Article of Association and being eligible, offers himself for re-election. (Resolution 4)
- 5 To re-appoint Messrs Shamsir Jasani Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

As Special Business

To consider and, if thought fit, to pass the following resolutions:-

6 ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES

THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approval from other relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company. (Resolution 6)

7 SPECIAL RESOLUTION-PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

THAT the alteration, modifications, variations, deletions or additions to the Company's Articles of Association as set out in Appendix A of the Annual Report be and are hereby approved to comply with the Revamped Listing Requirements of the Kuala Lumpur Stock Exchange.

(Resolution 7)

- 8 To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By order of the Board

LIM SECK WAH (MAICSA 0799845)

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)

Company Secretaries

Selangor Darul Ehsan

Dated this 8 October 2001

Notes

- 1 Every member is entitled to appoint a proxy (or in the case of a corporation to appoint a representative) to attend and vote in his place. A proxy need not be a member of the Company.
- 2 A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints two (2) or more proxies to attend at the same meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 3 If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of its attorney.
- 4 The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a certified copy thereof must be deposited at the Company's Registered Office, Lot 765, Jalan Haji Sirat, Off Jalan Meru, 42100 Klang, Selangor Darul Ehsan not less than 48 hours before the time set for holding the Meeting or adjourned meeting as the case maybe.
- 5 Explanatory notes on Special Business
 - a) **Ordinary Resolution pursuant to Section 132D of the Companies Act, 1965**

The proposed Resolution 6 is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.
 - b) **Special Resolution on the proposed amendments to the Company's Articles of Association**

The proposed Resolution 7 on the amendments to the Company's Articles of Association is to comply with the latest revamped listing requirements of the Kuala Lumpur Stock Exchange

Statement Accompanying Amended Notice Of Annual General Meeting Of The Company

Pursuant to paragraph 8.28 (2) of the Listing Requirements of the Kuala Lumpur Stock Exchange

1. Names of individual who are standing for re-election

Encik Izhar Bin Sulaiman
Mr. Goh Jooi Lai
Mr. Lau Boon Seong

The above named Directors are retiring by rotation pursuant to Article 80 of the Company's Articles of Association.

2. Details of attendance of Directors at Board Meetings

Four (4) board meetings were held during the financial year from 1 May 2000 till 30 April 2001, Details of attendance of Directors at the Board Meetings were as follows:

Name	Attendance
Izhar Bin Sulaiman	4 meetings
Wong Mun Wai (appointed on 20 September 2000)	2 meetings
Chuah Hock Soon	4 meetings
Kamariah Binti Abdul (appointed on 20 September 2000)	2 meetings
Goh Jooi Lai (appointed on 28 September 2001)	
Lau Boon Seong (appointed on 1 October 2001)	

3. Date, Time and Place of the Board Meetings

Place	Date	Time
Conference Room. Lot 765, Jalan Haji Sirat, Klang	30 June 2000	9.30 am
Conference Room, Lot 765, Jalan Haji Sirat, Klang	30 August 2000	9.30 am
Conference Room, Lot 765, Jalan Haji Sirat, Klang	15 December 2000	9.30 am
Conference Room, Lot 765, Jalan Haji Sirat, Klang	30 March 2001	9.30 am

4. Details of Director standing for re-election

Name: Encik Izhar Bin Sulaiman
Age: 50
Nationality: Malaysian
Qualification: Advance Diploma in Marketing
Position in the Company: Executive Chairman

Working experience and occupation:

En. Izhar Bin Sulaiman was appointed a Director of Hai Ming on 11 February 1999 and became the Executive Chairman on 4 March 1999. He had previously sat on the Board of various public listed companies prior to joining Hai Ming. He is a prominent entrepreneur with interests in high-end fashion retailing, water treatment operation, power plant operation and property development.

Other directorships of public companies:

KFC Holdings (M) Bhd
Ayamas Food Corporation Bhd and
Omega Holdings Bhd

Securities holdings in the Company and its subsidiary companies:
None as at 30 April 2001

Statement Accompanying Amended Notice Of Annual General Meeting Of The Company (cont'd)

Family relationship with any Director and/ or major shareholder of the Company:
None

Any conflict of interest that he has with the Company:
None

List of convictions for offences within the past 10 years other than traffic offences:
None

5. Name: Goh Jooi Lai
Age: 33
Nationality: Malaysian
Qualification: 1992: Bachelor of Business and Administration (Finance & Accounting), University of Toledo, Ohio, United States of America
Position in the Company: Independent Non-Executive Director

Working experience and occupation:

1993 - 1995: Senior equity analyst at Yamaichi Advisory Service (M) Sdn Bhd.
1996 - mid 1997: Senior equity analyst at HSBC James Capel, mid 1997 - 1999: Head of research at UT Securities Sdn Bhd. 2000 August 2001: Merchant banker at Aseambankers Bhd.

Other directorships of public companies:
None

Securities holdings in the Company and its subsidiary companies:
None

Family relationship with any Director and/ or major shareholder of the Company:
None

Any conflict of interest that he has with the Company:
None

List of convictions for offences within the past 10 years other than traffic offences:
None

6. Name: Lau Boon Seong
Age: 33
Nationality: Malaysian
Qualification: 1987: Sijil Pelajaran Malaysia
Position in the Company: Independent Non-Executive Director

Working experience and occupation:

1988 - 1990 Partner in a family owned business dealing in consumable foodstuff,
1991 - 1997: Director in Megaply Industries (M) Sdn Bhd, a manufacturing company dealing in secondary processing of plywood, MDF, particle board and furniture parts,
1998 now Executive Director in Asiaprima Resources Sdn Bhd, a trading company dealing in building materials.

Other directorships of public companies:
None

Securities holdings in the Company and its subsidiary companies:
None

Family relationship with any Director and/ or major shareholder of the Company:
None

Any conflict of interest that he has with the Company:
None

List of convictions for offences within the past 10 years other than traffic offences:
None