



KUMPULAN GUTHRIE BERHAD (4001P)

**ADDITIONAL NOTICE IN RELATION TO THE
ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 27 JUNE, 2002 AT
10.30 A.M. AT THE BALLROOM, MEZZANINE FLOOR,
HOTEL EQUATORIAL, JALAN SULTAN ISMAIL, 50250 KUALA LUMPUR,
MALAYSIA**

Notice is hereby given that the ordinary resolution set out below will be tabled at the Annual General Meeting of the Company to be held on the day and at the time and place as mentioned above, in addition to the other ordinary resolutions set out in the Notice of Annual General Meeting dated 5 June 2002, which is on pages 4 and 5 of the Annual Report for year 2001, for consideration and approval by the shareholders:

“That YBhg. Datuk Khoo Eng Choo, who was first appointed a Director on 4 June 2002 and retires in accordance with Article 88 of the Company’s Articles of Association, be and is hereby elected a Director of the Company.”

By order of the Board

Halimatus Saadiah Abdul Rabah
Secretary (LS 01389)

Megat Nazirudin Megat Shamsuddin
Secretary (LS00139)

5 June 2002

Notes:

1. YBhg. Datuk Khoo Eng Choo was first appointed a Director of the Company on 4 June 2002. Pursuant to Article 88 of the Company’s Articles of Association, he retires at the forthcoming Annual General Meeting and, being eligible, offers himself for election.
2. The above resolution will be tabled immediately after the resolution on the election of Encik Sreesanthan s/o Eliathamby as a Director of the Company.
3. The relevant particulars of YBhg. Datuk Khoo Eng Choo are set out in the Statement Accompanying this Notice which is on the reverse side of this Notice.

4. The Proxy Form attached to this Notice supersedes the Proxy Form attached to the Annual Report for year 2001.

STATEMENT ACCOMPANYING NOTICE TO SHAREHOLDERS DATED 5 JUNE 2002

The particulars of YBhg. Datuk Khoo Eng Choo, seeking election as a Director pursuant to Article 88 of the Company's Articles of Association, are as follows:

Name	Datuk Khoo Eng Choo
Age	59
Qualification	<ul style="list-style-type: none"> • Chartered Accountant • MBA (Hons) University of Bath
Position on the Board	Independent Non-Executive Director
Date first appointed on the Board	4 June 2002
Membership of Board Committees	Nil
Working experience and occupation	<ul style="list-style-type: none"> • Executive Chairman eckhoo Associate Sdn. Berhad <p>Has served as:</p> <ul style="list-style-type: none"> • Director/Chairman, Management Committee, United Asian Bank Berhad • Executive Chairman, D&C Bank Berhad • Chairman/ Chief Executive Officer, Pan Global Insurance Berhad • Managing Director, Pricewaterhouse, Malaysia • Member, Pricewaterhouse World Firm Board and World Council • Member, Asia, Pricewaterhouse World Firm, World Executive Group • Chairman, Pricewaterhouse Asia Cooperation Council • Deputy Chairman, Pricewaterhouse Coopers-Asia • Senior Adviser, Pricewaterhouse Coopers, Malaysia <p>Presently also:</p> <ul style="list-style-type: none"> • Chairman, the Malaysian Institute of Management. • Member, The Institute of Strategic & International Studies, • Member, Malaysian Business Council.
Directorships of other public companies	Putrajaya Corporation, Kontena Nasional Berhad, MNI Holdings Berhad, Tanjong Public Limited Company, Powertek Berhad and Ranhill Berhad
*Securities holdings in KGB, HLB and GRB	<ul style="list-style-type: none"> • Holds 2,000 shares in KGB • None in HLB and GRB
Family relationship/other relationship with any Director and/or major shareholder of the Company	None, except by being virtue of being a nominee director of Permodalan Nasional Berhad on the Board of Kontena Nasional Berhad
Conflict of interest with the Company	None
List of convictions for offences within the last 10 years, other than traffic offences	None
Number of Board Meetings of the Company attended in the financial year 2001	None (not a Director in 2001)

* Legend:

KGB - Kumpulan Guthrie Berhad

HLB - Highlands & Lowlands Berhad

AMENDED PROXY FORM

(This Proxy Form supersedes the Proxy Form attached to the 2001 Annual Report)

I/We _____

(FULL NAME IN BLOCK LETTERS)

of _____

being (a) member(s) of KUMPUAN GUTHRIE BERHAD hereby appoint

of _____

or failing him/her, the **Chairman of the Meeting** as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Ballroom, Mezzanine Floor, Hotel Equatorial, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on **Thursday, 27 June 2002** at 10.30 a.m. and at any adjournment thereof and to vote in the manner indicated below.

	RESOLUTION	FOR	AGAINST
1.	The resolution to receive and adopt the Report of the Directors and the audited Financial Statements for the year ended 31 December 2001 and the Auditors' Report thereon.		
2.	The resolution to approve the payment of a final dividend of 6% (6 sen per RM1.00 share) less 28% Malaysian income tax.		
3.	The resolution to re-elect YBhg. Tan Sri Dato' Abdul Khalid Ibrahim a Director.		
4.	The resolution to elect YM Raja Tan Sri Muhammad Alias Raja Muhammad Ali a Director.		
5.	The resolution to elect YBhg. Tan Sri Dato' Dr. Wan. Mohd. Zahid Mohd. Noordin a Director.		
6.	The resolution to elect YBhg. Datuk Nik Mohamed Affandi Nik Yusoff a Director.		
7.	The resolution to elect YBhg. Datuk Mohamed Adnan Ali a Director.		
8.	The resolution to elect YBhg. Dato' Muhammad Nawawi Haji Mohd. Arshad a Director.		
9.	The resolution to elect Encik Sreesanthan s/o Eliathamby a Director.		
10.	The resolution to elect YBhg. Datuk Khoo Eng Choo a Director.		
11.	The resolution to reappoint Encik Ng Kee Wei a Director.		
12.	The resolution to reappoint Messrs. Ernst & Young as Auditors.		

Dated this _____ day of June 2002

CDS Account No. _____

No. of Shares _____

Signature or
affix Common Seal _____

Notes and Instructions:

- If you wish to appoint a proxy, this Proxy Form, duly signed, must reach Malaysian Share Registration Services Sendirian Berhad, 7th Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, Malaysia not less than 48 hours before the time fixed for holding the meeting. The lodging of the Proxy Form will not preclude shareholders from attending and voting in person at the meeting should they subsequently wish to do so.

2. If you wish to appoint as your proxy any person other than the Chairman of the Meeting, please insert the full name of the proxy (in block letters) in the space provided and delete the words “the Chairman of the Meeting”. A proxy need not be a member of the Company.
3. The signature of any joint holder is sufficient.
4. A corporation may complete the Proxy Form under its common seal or under the hand of a duly authorised officer.
5. Please indicate with an “✓” either “For” or “Against”. If neither “For” nor “Against” is indicated, the proxy will vote as he thinks fit or abstain from voting.