

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

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

If you have sold/transferred all your ordinary shares in Integrax Berhad, you should at once hand this Circular together with the enclosed Form of Proxy to the agent through whom the sale/transfer was affected for onward transmission to the purchaser/transferee.

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**INTEGRAX BERHAD**

(Company No.: 49317-W)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PART A**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK BY THE COMPANY AN AMOUNT NOT EXCEEDING 10% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY**

**PART B**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice of the Extraordinary General Meeting which will be held at the CempakaRaya Room, Hotel Equatorial Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Friday, 29 June 2007 at 3.30 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's Twenty-First Annual General Meeting which will be held on the same venue and on the same day at 3.00 p.m. together with the Form of Proxy are enclosed in this Circular.

A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote on his behalf. The Form of Proxy should be completed and lodged at the Registered Office at 17th Floor – Tower Block, Kompleks Antarabangsa, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time set for the meeting.

This Circular is dated 7 June 2007

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**PART A**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK BY  
THE COMPANY AN AMOUNT NOT EXCEEDING 10% OF THE TOTAL ISSUED AND  
PAID-UP SHARE CAPITAL OF THE COMPANY**



**INTEGRAX BERHAD**

Company No. : 49317-W  
Incorporated in Malaysia

**REGISTERED OFFICE**

17th Floor – Tower Block  
Kompleks Antarabangsa  
Jalan Sultan Ismail  
50250 Kuala Lumpur

7 June 2007

**BOARD OF DIRECTORS**

Harun bin Halim Rasip (*Chairman*)  
Amin bin Halim Rasip (*Executive Director*)  
Nelson Gylding Dorrell Borch (*Independent Non-Executive Director*)  
Stanislaw Wassylko (*Independent Non-Executive Director*)  
YB Dato' Ir. Onn bin Hamzah (*Non-Independent and Non-Executive Director*)

**To the Shareholders of Integrax**

Dear Sir/Madam

**INTEGRAX BERHAD (“INTEGRAX” OR “THE COMPANY”)**

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR SHARE BUY-BACK BY THE COMPANY AN AMOUNT NOT EXCEEDING 10% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY**

**1.0 INTRODUCTION**

- 1.1 At the Company’s EGM held on 30 June 2006, the Director obtained shareholders’ approval for the Directors to purchase an amount not exceeding ten percent (10%) of the issued and paid-up share capital of the Company through BMSB.
- 1.2 The authority obtained by the Directors for the above transactions will, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless a new mandate is obtained from shareholders.
- 1.3 On 14 May 2007, the Company announced to the BMSB that it proposes to seek fresh mandate from shareholders to allow the Board of Directors to exercise the power of the Company to purchase its own shares up to ten percent (10%) of the issued and paid-up share capital of Integrax.
- 1.4 This Circular is issued for the purposes of seeking shareholders’ approval of the Proposed Renewal of Shareholders’ Mandate for Share Buy-Back at the forthcoming EGM to be convened as detailed in the notice as set out in this Circular up to the date of the next AGM.

**2.0 PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR SHARE BUY-BACK**

The Board wishes to seek your authority to enable the Board, at its discretion, to purchase up to ten percent (10%) of the issued and paid-up share capital of the Company. This Proposed Renewal of Shareholders’ Mandate for Share Buy-Back is subject to compliance with Section 67A of the Act and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities and would be effective immediately from the passing of the ordinary resolution in relation to the Proposed Renewal of Shareholders’ Mandate for Share Buy-Back until:

- (i) the conclusion of the next AGM of Integrax following the EGM at which the Proposed Renewal of Shareholders' Mandate for Share Buy-Back is tabled for your approval. The authority would lapse unless renewed by an ordinary resolution, either unconditionally or conditionally; or
  - (ii) the last day by when the Company is required by law to hold the next AGM; or
  - (iii) the shareholders of Integrax pass an ordinary resolution to revoke or vary the authority,
- whichever occurs first.

## **2.1 Maximum Number of Shares**

As at the date of this Circular, the issued and paid-up ordinary share capital of the Company was RM300,805,917 comprising 300,805,917 Shares. This authority would allow a purchase of up to a maximum of 30,080,591 Integrax Shares.

Any buy-back of shares, if authorized by the Board, would be undertaken through BMSB via stockbroker(s) to be appointed by the Company.

## **2.2 Maximum Amount Available for Buy-Back and the Source of Funds**

Pursuant to the Listing Requirements, the Company's shares are to be purchased entirely out the aggregate of our retained profits and/or the share premium account. The retained profits and share premium account of the Company and the Group based on our audited balance sheet as at 31 December 2006 were RM102,056,846 and RM46,705,593 respectively which aggregates to a total of RM148,762,439.

Funding for any share buy-back would utilise internally generated funds and/or external borrowings. The Board would have the responsibility of ensuring that the Company has sufficient funds to repay any external borrowings assumed for such purposes and that the said repayments would not have a material effect on the cashflow of the Company.

## **2.3 Treatment of Shares Purchased**

- (a) In accordance with Section 67A of the Act, the Board would be able to deal with any Integrax Shares so purchased in the following manner:
  - (i) to cancel the Integrax Shares so purchased; or
  - (ii) to retain the Integrax Shares as treasury shares for distribution as dividends to our shareholders and/or resell through BMSB in accordance with the relevant rules of BMSB and/or cancel the Integrax Shares so purchased subsequently; or
  - (iii) to retain part of the Integrax Shares so purchased as treasury shares and cancel the remainder.
- (b) The Board may opt to retain the purchased Integrax Shares as treasury shares for subsequent resale and/or distribution as share dividends, or cancel the purchased Integrax Shares or a combination of both.
- (c) The Board may decide to cancel the purchased Integrax Shares if the cancellation is expected to enhance the consolidated EPS of the Group as a result of the reduction in the Company's issued and paid-up share capital and hopefully, have a positive impact on the market price of Integrax Shares in the long term.
- (d) If the Board decides to retain the purchased Integrax Shares as treasury shares, such treasury shares may be distributed as dividends to you and/or may be resold on BMSB and to use the proceeds for potential investment opportunities arising in the future as working capital.
- (e) If the Board decides to resell the treasury shares, it will make an announcement on the day the resale is made, providing the description of the shares sold, the number of shares resold, the resale price of each share when relevant, the highest and lowest resale price and the total consideration received.

- (f) If the Board decides to cancel the treasury shares, it will make an announcement on the day the cancellation is made, providing the details of the number of shares cancelled, the date of the cancellation and the outstanding paid-up share capital after cancellation.
- (g) The rights attached to the treasury shares in relation to voting, dividends and participation in any other distribution or otherwise would be suspended and the treasury shares would not be taken into account in calculating the number or percentage of shares or a class of shares of the Company for any purposes including the determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, quorums for meetings and the results of a vote on resolution(s) at meetings.

#### 2.4 Purchase/Resale Price

Pursuant to the Listing Requirements, the Company may only purchase its own shares at a price which is not more than fifteen percent (15%) above the weighted average market price (“WAMP”) of Integrax Shares for the five (5) market days immediately preceding the date of any purchase(s). In the case of a resale of treasury shares, the Company may only resell any treasury shares through BMSB at a price which is:

- (i) not less than the WAMP of the Integrax Shares for the five (5) market days immediately prior to the resale; or
- (ii) not less than five percent (5%) below the WAMP of the Integrax Shares for the five (5) market days immediately prior to the resale provided that:
- (a) The resale takes place no earlier than thirty (30) days from the date of purchase; and
- (b) The resale price is not less than the cost of purchase of the Integrax Shares being resold.

#### 2.5 Integrax’s Shares Trading History

The monthly high and low prices of Integrax Shares traded on the Main Board of BMSB for the past twelve (12) months were set out below:

|             | <b>High<br/>RM</b> | <b>Low<br/>RM</b> |
|-------------|--------------------|-------------------|
| <b>2006</b> |                    |                   |
| May         | 0.79               | 0.63              |
| June        | 0.72               | 0.66              |
| July        | 0.77               | 0.66              |
| August      | 0.73               | 0.63              |
| September   | 0.85               | 0.67              |
| October     | 0.93               | 0.79              |
| November    | 0.94               | 0.79              |
| December    | 0.99               | 0.80              |
| <b>2007</b> |                    |                   |
| January     | 1.05               | 0.90              |
| February    | 1.26               | 0.91              |
| March       | 1.12               | 0.90              |
| April       | 1.28               | 1.07              |

The last transacted market price of Integrax Shares on BMSB on 11 May 2007, being the day prior to the announcement of the Proposed Renewal of Shareholders’ Mandate for Share Buy-Back was RM1.09.

The last transacted market price of Integrax Shares on BMSB on 25 May 2007, being the latest practicable date prior to the printing of this Circular was RM1.15

*(Source: Bloomberg)*

## 2.6 Purchases and Resale Made in the Previous Twelve (12) Months

The Company has not purchased any of its own shares in the previous twelve (12) months and therefore there was no retaining, resale or cancellation of its own shares which are held as treasury shares during the same period.

## 2.7 Public Shareholding Spread of Integrax

Based on the Company's Register of Substantial Shareholders and the Record of Depositors as at 30 April 2007, the public shareholding spread of Integrax was 38.01% of the issued and paid-up share capital. Assuming that the Proposed Renewal of Shareholders' Mandate for Share Buy-Back was to be carried out in full and the Integrax Shares so purchased were all cancelled, the Company's public shareholding would be 31.10% (assuming the Integrax Shares were purchased from public shareholders and excluded shares held by Directors and substantial shareholders).

## 2.8 Potential Advantages and Disadvantages of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back

### (i) Potential advantages

- (a) If the Integrax Shares purchased were to be subsequently cancelled, this may strengthen the consolidated EPS of the Group, which in turn may have a positive impact on the Integrax Share price;
- (b) The Proposed Renewal of Shareholders' Mandate for Share Buy-Back would allow the Company to take preventive measures against speculation particularly when Integrax Shares are undervalued;
- (c) The Proposed Renewal of Shareholders' Mandate for Share Buy-Back would also provide the Company with opportunities for potential gains if the treasury shares were to be subsequently resold at prices higher than their purchase price; and
- (d) If the treasury shares were to be distributed as dividends, it may then serve to reward you.

### (ii) Potential disadvantages

- (a) The Proposed Renewal of Shareholders' Mandate for Share Buy-Back, if implemented, may temporarily reduce the financial resources of the Group. However, a subsequent resale of any treasury shares may mitigate such a position;
- (b) The funds allocated for the Proposed Renewal of Shareholders' Mandate for Share Buy-Back may be used for other investment opportunities that may emerge in future; and
- (c) As the amount available for the Proposed Renewal of Shareholders' Mandate for Share Buy-Back is limited to the aggregate of the Company's retained profits and share premium accounts, the amount available for distribution as dividend to you may decrease accordingly.

Nonetheless, the Board is of the view that the Proposed Renewal of Shareholders' Mandate for Share Buy-Back is not expected to have any material disadvantage to you as well as the Group as it would only be implemented only after careful consideration of the financial resources of the Group, the resultant impact on the Group and you as a shareholder of the Company.

## 2.9 Implications Relating to the Code

In the event that the Company were to acquire the full amount of the Integrax shares authorized under the Proposed Renewal of Shareholders' Mandate for Share Buy-Back and all the Integrax shares so acquired were to be held as treasury shares or cancelled, the equity interest of Halim Rasip Holdings Sdn Bhd as at 22 May 2007 would increase from approximately 33.03% to 36.70%.

Pursuant to Practice Note 2.9.1 of the Code, should the equity interest of Halim Rasip Holdings Sdn Bhd increases by more than 2% in any six (6) months period, Halim Rasip Holdings Sdn Bhd and parties acting in concert with it, namely Jurukapal Marine Services Sdn Bhd, Lekir Group One Sdn Bhd, Harun bin Halim Rasip, Amin bin Halim Rasip and Rozia Hanis binti Tun Hussein, would be obliged to undertake a mandatory offer for Integrax shares not held by them collectively.

However, an exemption from a mandatory offer obligation may be granted by the Securities Commission under Practice Note 2.9.10 of the Code, subject to Halim Rasip Holdings Sdn Bhd and parties acting in concert with it complying with the conditions stipulated in the said Practice Note, if the obligation is triggered as a result of any action that is outside their direct participation. Halim Rasip Holdings Sdn Bhd and parties acting in concert with it would intend and would seek to apply for the exemption if the obligation is expected to be triggered as a result of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back.

### 3.0 RATIONALE FOR THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

- 3.1 The authority to purchase the Company's own shares is sought to enable the Company to have an additional option of using our financial resources more efficiently. All things being equal, any purchase of Integrax Shares, regardless whether the Integrax Shares so purchased are retained as treasury shares or cancelled, would result in a lower number of Integrax Shares being used for the purpose of computing EPS.
- 3.2 Therefore, depending on the price paid for the purchase of each Integrax Share and its impact on earnings, the Proposed Renewal of Shareholders' Mandate for Share Buy-Back may improve the Group's EPS, which in turn would be expected to have a positive impact on the market price of Integrax Shares.
- 3.3 Integrax may also retain the Integrax Shares purchased as treasury shares with the intention of realizing potential gains from the resale of treasury shares and/or to reward the shareholders through the distribution of the treasury shares as share dividends.

### 4.0 EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

The effects of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back are as follows:

#### 4.1 Share Capital

The effect of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back on the Company's share capital would depend on whether the Integrax Shares purchased are cancelled or retained as treasury shares.

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back would result in the reduction of the Company's issued and paid-up share capital if the Integrax Shares so purchased were cancelled. The effect of the cancellation of the share so purchased based on the Company's issued and paid-up share capital as at 22 May 2007 would be as follows:

|  | No. of shares of<br>RM1.00 each | RM          |
|--|---------------------------------|-------------|
| Issued and paid-up share capital as at 22 May 2007                           | 300,805,917                     | 300,805,917 |
| Cancellation of shares purchased further to any decision to buy-back shares* | 30,080,591                      | 30,080,591  |
| Resultant issued and paid-up share capital                                   | 270,725,326                     | 270,725,326 |

**Note:**

- \* Assuming that the purchase of the Integrax Shares pursuant to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back is based on the maximum number of Integrax Shares that may be purchased.

However, there would be no effect on the Company's issued and paid-up share capital if all the Integrax Shares purchased were to be retained as treasury shares, resold or distributed to shareholders.

## 4.2 Earnings

The effect on the earnings of the Group would be dependent on the purchase price of Integrax Shares and the effective funding cost or loss in interest income to the Group.

Assuming that the Integrax Shares so purchased are retained as treasury shares and subsequently resold, the effects on the earnings of the Group would be dependent on the actual selling price, the number of treasury shares resold, the effective gain or interest savings arising from the exercise, and the manner in which the proceeds arising therefrom are utilized.

If the Integrax Shares so purchased were cancelled, the effect would be an increased in EPS of the Group provided the income foregone and if any, interest expense incurred on the shares purchased were less than the consolidated EPS before the buy-back.

## 4.3 NA

The effect on the Group's NA per share would be dependent on the purchase prices of Integrax Shares and the effective funding cost or loss in interest income to the Group and whether the Integrax Shares so purchased were cancelled or retained as treasury shares.

### (a) If the Integrax Shares purchased were subsequently cancelled

If the Integrax Shares so purchased were cancelled, the NA per Integrax Share would be reduced if the purchase price per Integrax Share exceeded the NA per Integrax Share at the relevant point in time, and vice versa.

### (b) If the Integrax Shares purchased were subsequently retained as treasury shares

If the Integrax Shares so purchased were retained as treasury shares, the NA of the Group would decrease by the cost of the treasury shares due to the requirement for treasury shares to be carried at cost and be offset against equity.

If the treasury shares were resold on BMSB, the NA per Integrax Share would increase if the Company realized a gain from the resale, and vice versa. If the treasury shares were distributed as share dividends, the NA of the Group would decrease by the cost of such treasury shares.

## 4.4 Directors' and Substantial Shareholders' Shareholdings

### (i) Directors

Based on the Register of Directors' Shareholdings as at 22 May 2007 and assuming that the Proposed Renewal of Shareholders' Mandate for Share Buy-Back were to be implemented in full and that the Integrax Shares were purchased from shareholders other than the Directors and existing substantial shareholders of the Company, the effect on the shareholdings of the Directors of Integrax would be as follows:

| Name                         | Before   |      |                           |       | After  |      |                           |       |
|------------------------------|--|------|---------------------------|-------|--|------|---------------------------|-------|
|                              | Proposed Renewal of Shareholders' Mandate for Share Buy-Back |      |                           |       | Proposed Renewal of Shareholders' Mandate for Share Buy-Back |      |                           |       |
|                              | Direct   |      | Indirect                  |       | Direct   |      | Indirect                  |       |
|                              | No. of shares  | %    | No. of shares             | %     | No. of shares  | %    | No. of shares             | %     |
| Harun bin Halim Rasip        | -  | -    | 113,721,446 <sup>*1</sup> | 37.80 | -  | -    | 113,721,446 <sup>*1</sup> | 42.01 |
| Amin bin Halim Rasip         | -  | -    | 113,721,446 <sup>*1</sup> | 37.80 | -  | -    | 113,721,446 <sup>*1</sup> | 42.01 |
| Nelson Gylding Dorrell Borch | 7,000  | 0.00 | -                         | -     | 7,000  | 0.00 | -                         | -     |
| Stanislaw Wassylko           | 467,000  | 0.15 | -                         | -     | 467,000  | 0.17 | -                         | -     |
| YB Dato' Ir. Onn bin Hamzah  | -  | -    | -                         | -     | -  | -    | -                         | -     |

#### Note:

- 1) Deemed interested by virtue of their shareholdings in Halim Rasip Holdings Sdn Bhd, Jurukapal Marine Services Sdn Bhd and Lekir Group One Sdn Bhd

(ii) **Substantial Shareholders**

Based on the Register of Substantial Shareholders as at 22 May 2007 and assuming that the Proposed Renewal of Shareholders' Mandate for Share Buy-Back were to be implemented in full and that the Integrax Shares were purchased from shareholders other than the existing substantial shareholders, the effect on the shareholdings of the substantial shareholders of Integrax would be as follows:

| Name                             | Before   |       |                           |       | After  |       |                           |       |
|----------------------------------|--|-------|---------------------------|-------|--|-------|---------------------------|-------|
|                                  | Proposed Renewal of Shareholders' Mandate for Share Buy-Back |       |                           |       | Proposed Renewal of Shareholders' Mandate for Share Buy-Back |       |                           |       |
|                                  | Direct   |       | Indirect                  |       | Direct   |       | Indirect                  |       |
|                                  | No. of shares  | %     | No. of shares             | %     | No. of shares  | %     | No. of shares             | %     |
| Harun bin Halim Rasip            | -  | -     | 113,721,446* <sup>1</sup> | 37.80 | -  | -     | 113,721,446* <sup>1</sup> | 42.01 |
| Amin bin Halim Rasip             | -  | -     | 113,721,446* <sup>1</sup> | 37.80 | -  | -     | 113,721,446* <sup>1</sup> | 42.01 |
| Halim Rasip Holdings Sdn Bhd     | 99,359,099   | 33.03 | -                         | -     | 99,359,099   | 36.70 | -                         | -     |
| Rozia Hanis binti Tun Hussein    | 4,173,912  | 1.39  | 99,359,099* <sup>2</sup>  | 33.03 | 4,173,912  | 1.54  | 99,359,099* <sup>2</sup>  | 36.70 |
| Kuda Sejati Sdn Bhd              | 25,300,543   | 8.41  | -                         | -     | 25,300,543   | 9.34  | -                         | -     |
| Perbadanan Kemajuan Negeri Perak | -  | -     | 25,300,543* <sup>3</sup>  | 8.41  | -  | -     | 25,300,543* <sup>3</sup>  | 9.34  |
| Utilico Emerging Markets Limited | 38,510,100   | 12.80 | -                         | -     | 38,510,100   | 14.22 | -                         | -     |

**Notes:**

- 1) Deemed interested by virtue of their shareholdings in Halim Rasip Holdings Sdn Bhd, Jurukapal Marine Services Sdn Bhd and Lekir Group One Sdn Bhd
- 2) Deemed interested by virtue of her shareholding in Halim Rasip Holdings Sdn Bhd
- 3) Deemed interested by virtue of its shareholding in Kuda Sejati Sdn Bhd

(iii) **Dividends**

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back would not be expected to have any impact on the policy of the Board in recommending dividends, if any, to shareholders. However, as stated in Section 2.3 above, the Board may distribute future dividends in the form of the treasury shares so purchased.

(iv) **Working Capital**

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back would reduce the working capital of the Group, the quantum of which would depend on the purchase price of the Integrax Shares and the number of Integrax Shares so purchased.

## 5.0 CONDITIONS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

- 5.1 The Proposed Renewal of Shareholders' Mandate for Share Buy-Back is subject to the approval of shareholders being obtained at the forthcoming EGM.

**6.0 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

6.1 None of the Directors and substantial shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate for Share Buy-Back or the resale of treasury shares, if any.

**7.0 DIRECTORS' RECOMMENDATION**

7.1 The Board, having considered all aspects is of the opinion that the Proposed Renewal of Shareholders' Mandate for Share Buy-Back could be in the best interest of Integrax in certain circumstances and recommends that you to vote in favour of the Ordinary Resolution to be tabled at the forthcoming EGM to give effect to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back.

**8.0 EGM**

8.1 The notice for the EGM convened to consider the Proposed Renewal of Shareholders' Mandate for Share Buy-Back is enclosed in this Circular. If you are unable to attend and vote in person at the EGM, kindly complete and return the Form of Proxy enclosed in accordance with the instructions therein to the Registered Office of the Company not less than 48 hours before the time for the EGM. The completion, signing and return of the Form of Proxy will not, however, preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

8.2 Shareholders are requested to refer to the Appendices for further information.

Yours faithfully

For and on behalf of the Board of Directors

**Nelson Gylding Dorrell Borch**

Independent Non-Executive Director

**PART B**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**



**INTEGRAX BERHAD**

Company No. : 49317-W  
 Incorporated in Malaysia

**REGISTERED OFFICE**  
 17th Floor – Tower Block  
 Kompleks Antarabangsa  
 Jalan Sultan Ismail  
 50250 Kuala Lumpur

7 June 2007

**BOARD OF DIRECTORS**

- Harun bin Halim Rasip (*Chairman*)
- Amin bin Halim Rasip (*Executive Director*)
- Nelson Gylding Dorrell Borch (*Independent Non-Executive Director*)
- Stanislaw Wassylko (*Independent Non-Executive Director*)
- YB Dato’ Ir. Onn bin Hamzah (*Non-Independent and Non-Executive Director*)

**To the Shareholders of Integrax**

Dear Sir/Madam

**INTEGRAX BERHAD (“INTEGRAX” OR “THE COMPANY”)  
 PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**1.0 INTRODUCTION**

- 1.1 The Board of Directors of Integrax, had on 14 May 2007 announced to the BMSB that the Company will seek shareholders’ approval at the forthcoming EGM for the Proposed Amendments to certain Articles of its existing Articles of Association mainly to reflect the amendments made to the Listing Requirements.
- 1.2 The purpose of this Circular is to provide you with the details of the Proposed Amendments of Articles and to seek your approval for the Special Resolution to be tabled at the forthcoming EGM to be convened as detailed in the notice as set out in this Circular.

**2.0 DETAILS OF THE PROPOSED AMENDMENTS OF ARTICLES**

- 2.1 Details of the Proposed Amendments of Articles are set out in the Annexure to this Part B of this Circular for shareholders’ information and approval.

**3.0 RATIONALE FOR THE PROPOSED AMENDMENTS OF ARTICLES**

- 3.1 The rationale for the Proposed Amendments of Articles is to align the Articles of Association of the Company with the amendments made to the Listing Requirements and the change of name of the various companies resulting from the demutualization of the Kuala Lumpur Stock Exchange.

**4.0 EFFECTS OF THE PROPOSED AMENDMENTS OF ARTICLES**

- 4.1 The Proposed Amendments of Articles will not have any impact on the share capital, NA, EPS, gearing, dividends or shareholdings of the Company.

**5.0 CONDITIONS OF THE PROPOSED AMENDMENTS OF ARTICLES**

5.1 The Proposed Amendments of Articles is subject to the approval of shareholders being obtained at the forthcoming EGM.

**6.0 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

6.1 None of the Directors and substantial shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Amendments of Articles.

**7.0 DIRECTORS' RECOMMENDATION**

7.1 The Board, having considered all aspects is of the opinion that the Proposed Amendments of Articles is in the best interest of Integrax and recommends that you to vote in favour of the Special Resolution to be tabled at the forthcoming EGM to give effect to the Proposed Amendments of Articles.

**8.0 EGM**

8.1 The notice for the EGM convened to consider the Proposed Amendments of Articles is enclosed in this Circular. If you are unable to attend and vote in person at the EGM, kindly complete and return the Form of Proxy enclosed in accordance with the instructions therein to the Registered Office of the Company not less than 48 hours before the time for the EGM. The completion, signing and return of the Form of Proxy will not, however, preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

8.2 Shareholders are requested to refer to the Appendices for further information.

Yours faithfully

For and on behalf of the Board of Directors

**Nelson Gylding Dorrell Borch**

Independent Non-Executive Director

ANNEXURE

**DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The Proposed Amendments of Articles involve the following amendments:

(i) **General Amendments**

- 1) That all references to “Kuala Lumpur Stock Exchange” throughout the Articles of Association be changed to “Bursa Malaysia”.
- 2) That all references to “Central Depository” throughout the Articles of Association be changed to “Depository”.

(ii) **Specific Amendments to the following Articles:**

| Articles  | Existing Articles   | Proposed Amended New Articles  |
|---|---|--|
| Article 2<br><i>Interpretation</i>                    | Member - Any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the <del>Malaysian Central Depository Nominees Sdn Bhd</del> ) including depositors whose names appear on the Record of Depositors.  | Member - Any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the <b>Depository or its nominees</b> ) including depositors whose names appear on the Record of Depositors.  |
|   | <del>Central Depository - Malaysian Central Depository Sdn Bhd</del>  | Depository – <b>Bursa Malaysia Depository Sdn Bhd or such other name by which that may be known from time to time</b>  |
|   | Depositor - A holder of securities account  | Depositor - A holder of securities account <b>established by the Depository</b>  |
|   | <del>Approved Market Place – A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No.2) Order 1998.</del>  | <b>Deleted</b>   |
|   | <del>Exchange – Kuala Lumpur Stock Exchange</del>   | <b>Bursa Malaysia – Bursa Malaysia Securities Bhd or such other name by which it may be known from time to time</b>  |
| Article 6<br><i>Rights of Preference Shareholders</i> | 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 either at par or at a premium as the Company may think fit, <del>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 over preference shares already issued, but may issue preference shares ranking equally therewith.</del> | 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 either at par or at a premium as the Company may think fit and the Company shall not issue preference shares ranking in priority over preference shares already issued, but may issue preference shares ranking equally therewith. |

| Articles   | Existing Articles   | Proposed Amended New Articles   |
|--|---|---|
| Article 6A<br><i>Rights of Preference Shareholders</i>             | 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. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up or during the winding up, or sanctioning a sale of the Company's property, business and undertaking, or where any resolution to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months. <del>Preference shareholders shall be entitled to a return of capital in preference to ordinary shareholders when the Company is wound up.</del>  | 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. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up or during the winding up, or sanctioning a sale of the Company's property, business and undertaking, or where any resolution to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months.   |
| Article 36A<br><i>Transmission of shares from foreign register</i> | <p><del>(1) Where (if applicable):-</del></p> <p>(a) the shares of the Company are listed on an <del>Approved Market Place</del>; and</p> <p>(b) the Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules of the <del>Central Depository</del> in respect of such securities,</p> <p>the Company shall, upon request of a member, permit a transmission of shares held by such member from the register of holders maintained by the registrar of the Company in the jurisdiction of the <del>Approved Market Place (hereinafter referred to as "the Foreign Register")</del>; to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "<del>the Malaysian Register</del>") provided that there shall be no change in the ownership of such shares.</p> <p><del>(2) Where the requirements under (1)(a) and (1)(b) are fulfilled, the Company shall not allow any transmission of shares from the Malaysian Register into the Foreign Register.</del></p> | <p>Where (if applicable):-</p> <p>(a) the shares of the Company are listed on <b>another stock exchange</b>; and</p> <p>(b) the Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules of the Depository in respect of such securities,</p> <p>the Company shall, upon request of a member, permit a transmission of shares held by such member from the register of holders maintained by the registrar of the Company in the jurisdiction of the <b>other stock exchange</b>, to the register of holders maintained by the registrar of the Company in Malaysia <b>and vice versa</b> provided that there shall be no change in the ownership of such shares.</p> |
| Article 57 (2)<br><i>Records of Depositors</i>                     | The Company shall request the <del>Central</del> Depository in accordance with the Rules to issue a Record of Depositors as at <del>a date</del> not less than three (3) market days before the general meeting (hereinafter referred to as " <del>the General Meeting Record of Depositors</del> ").   | The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors, as at <b>the latest date which is reasonably practicable which shall in any event be</b> not less than three (3) market days before the general meeting (hereinafter referred to as " <del>the General Meeting Record of Depositors</del> ").   |

| Articles   | Existing Articles  | Proposed Amended New Articles   |
|--|--|---|
| <p>Article 57A<br/><i>Notice of meeting</i></p>                    | <p>Subject to the provisions of the Act relating to convening meetings to pass special resolutions, 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 meeting 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 the annual general meeting of every such meeting shall be given by advertisement in the daily press and in writing to the Kuala Lumpur Stock Exchange and any other stock exchange upon which the Company is listed such that notices of all meetings shall be given to the Kuala Lumpur Stock Exchange and any other Stock Exchange on which the shares of the Company is listed and advertised in the press at the same time as shareholders are notified.</p> | <p>Subject to the provisions of the Act relating to convening meetings to pass special resolutions, 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 meeting 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 the annual general meeting of every such meeting shall be given by advertisement in <b>at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper</b> and in writing to the <b>Bursa Malaysia</b> and any other stock exchange upon which the Company is listed such that notices of all meetings shall be given to the <b>Bursa Malaysia</b> and any other Stock Exchange on which the shares of the Company is listed and advertised in the press at the same time as shareholders are notified.</p> |
| <p>Article 59<br/><i>Requirement in notice calling meeting</i></p> | <p>In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote <del>instead of him, and that</del> a proxy may, but need not be a member of the Company <del>and that</del> where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy respectively.</p>   | <p>In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote <b>in his stead</b>. A proxy may, but need not be a member of the Company <b>and the provisions of Section 149(1)(b) of the Act shall not apply to the Company</b>. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy respectively.</p>   |

| Articles   | Existing Articles  | Proposed Amended New Articles  |
|--|--|--|
| <p>Article 91 (a)<br/><i>When offices of Director deemed vacant</i></p>                  | <p>becomes bankrupt or has a Receiving Order in Bankruptcy made against him or makes any arrangement or composition with his creditors generally;</p>  | <p>becomes bankrupt or has a Receiving Order in Bankruptcy made against him or makes any arrangement or composition with his creditors generally <b>during his term of office;</b></p>   |
| <p>Article 132<br/><i>To whom copies of profit and loss accounts etc may be sent</i></p> | <p>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 report as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the Directors' and the Auditors' reports relating to it shall not exceed four (4) months. A copy of each such documents shall not less than fourteen (14) 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 pursuant to Article 57) 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 stock exchange and/or other stock exchange(s), if any, upon which the Company's shares may be listed shall at the same time be likewise sent to each stock exchange and/or other stock exchange(s) 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 registered Office.</p> | <p>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 report as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the Directors' and the Auditors' reports relating to it shall not exceed four (4) months. A copy of each such documents shall not less than fourteen (14) 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 pursuant to Article 57) 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 stock exchange and/or other stock exchange(s), if any, upon which the Company's shares may be listed shall at the same time be likewise sent to each stock exchange and/or other stock exchange(s) 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 registered Office.<br/><b>Such document may be in printed form or in CD-ROM or in such other form of electronic media.</b></p> |

**APPENDIX A**

**DEFINITIONS**

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

|  |   |
|--|---|
| “Act”  | : Companies Act, 1965, as amended from time to time and any re-enactment thereof  |
| “AGM”  | : Annual General Meeting  |
| “Board”  | : Board of Directors of Integrax  |
| “BMSB”   | : Bursa Malaysia Securities Berhad ( <i>Company No. : 635998 – W</i> )  |
| “Code”   | : Malaysian Code on Take-Overs and Mergers, 1998 as may be amended, modified or re-enacted from time to time  |
| “EGM”  | : Extraordinary General Meeting   |
| “EPS”  | : Earnings per share  |
| “Integrax” or<br>“the Company”                                       | : Integrax Berhad ( <i>Company No. 49317-W</i> )  |
| “Integrax Group” or<br>“the Group”                                   | : Integrax, its subsidiaries and associated companies   |
| “Integrax Share(s)” or<br>“Shares”                                   | : Ordinary share(s) of RM1.00 each in Integrax  |
| “LBTSB”  | : Lekir Bulk Terminal Sdn Bhd ( <i>Company No. 414060 –T</i> )  |
| “Listing Requirements”   | : The Listing Requirements of BMSB, including any amendments to the same that may be made from time to time   |
| “LMTSB”  | : Lumut Maritime Terminal Sdn Bhd ( <i>Company No. 180480–D</i> )   |
| “NA”   | : Net assets  |
| “Proposed Amendments<br>of Articles”                                 | : Proposed Amendments to the Articles of Association of the Company as in the Annexure to the Part B of this Circular.  |
| “Proposed Renewal of<br>Shareholders’ Mandate<br>for Share Buy-Back” | : A proposal of the Company to grant its Directors a general mandate to exercise the authority to carry out a share buy back of its own Shares of up to a maximum of 10% of its issued and paid-up share capital. |
| “RRSB”   | : Radikal Rancak Sdn Bhd ( <i>Company No. 576210-X</i> )  |
| “RM and sen”   | : Ringgit Malaysia and sen respectively   |

**Note :** Words importing the singular number only shall include the plural number, and vice-versa.

**1.0 PRINCIPLE BUSINESS ACTIVITIES OF INTEGRAX AND GROUP**

The principal activity of the Company is investment holding and the principal activities of the Group are as follows:

| <b>Companies</b>             | <b>Effective equity interest</b> | <b>Principal Activity</b>   |
|------------------------------|----------------------------------|---|
| Pelabuhan Lumut Sdn Bhd      | 100%                             | Investment holding  |
| RRSB                         | 100%                             | Provision of tuggage and related services   |
| Trek Kembara Sdn Bhd         | 100%                             | Mining  |
| Segmen Kembara Sdn Bhd       | 100%                             | Mining  |
| Wijaya Kristal Sdn Bhd       | 100%                             | Mining  |
| Integrax Resources Pte Ltd   | 100%                             | Investment holding  |
| Integrax (Mauritius) Limited | 100%                             | Investment holding  |
| Integrax Philippines, Inc    | 100%                             | Investment holding  |
| LBTSB                        | 80%                              | Ownership and development of a dry bulk terminal  |
| LMTSB                        | 50% less one (1) share           | Ownership, management and development of a multi-purpose port facility and port-related industrial properties and management of the Lekir Bulk Terminal |
| LMT Capital Sdn Bhd          | 50% less one (1) share           | Dormant   |

**2.0 DIRECTORS' RESPONSIBILITY STATEMENT**

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

**3.0 MATERIAL LITIGATION, ARBITRATION AND CLAIMS**

Integrax Group is not involved in any material litigation, claims and arbitration either as plaintiff or defendant and the Directors of Integrax does not have any knowledge of any proceedings, pending or threatened against Integrax Group, or of any facts likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of Integrax Group.

**4.0 MATERIAL CONTRACTS**

Integrax and its subsidiary companies have not entered into any other contracts which are or may be material other than a contract entered into in the ordinary course of business during the two (2) years preceding the date of this Circular.

**5.0 DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents will be made available for inspection at the Registered Office of Integrax during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to the date set for convening the EGM:

- (a) Memorandum and Articles of Association of Integrax; and
- (b) Audited Financial Statements of Integrax for the past two (2) financial years ended 31 December 2006 and the unaudited consolidated results of Integrax for the first quarter ended 31 March 2007.



**INTEGRAX BERHAD**

Company No. : 49317-W

Incorporated in Malaysia

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of the Company will be held at the CempakaRaya Room, Hotel Equatorial Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Friday, 29 June 2007 at 3.30 p.m. or immediately after the conclusion of the Twenty-First Annual General Meeting (“AGM”) of Integrax Berhad, which will be held at the same venue and on the same day and at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following Ordinary and Special Resolutions:

**ORDINARY RESOLUTION – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR SHARE BUY-BACK BY THE COMPANY AN AMOUNT NOT EXCEEDING 10% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY**

“THAT subject to the Company’s compliance with all applicable rules, regulations, orders and guidelines made pursuant to the Companies Act, 1965, the provisions of the Company’s Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad (“BMSB”), authority be given to the Directors for the Company to buy back such amount of ordinary share of RM1.00 each in the Company (“Authority to Buy-Back Shares”) as may be determined by the Directors of the Company from time to time through the Bursa Malaysia Securities Berhad (“BMSB”) upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (a) the maximum number of shares which may be purchased and/or hold by the Company at any point of time pursuant to this resolution shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being quoted on BMSB;
- (b) the maximum amount of funds to be allocated for the Authority to Buy-Back Shares shall not exceed the sum of retained profits and the share premium account of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Authority to Buy-Back Shares;

THAT at the discretion of the Directors of the Company, the shares purchased by the Company pursuant to the Authority to Buy-Back Shares may be dealt with in all or any of the following manner:

- (i) the shares so purchased maybe cancelled; and/or
- (ii) the shares so purchased may be retained as treasury shares in accordance with the relevant rules of BMSB for distribution as dividend to the shareholders and/or resell through BMSB and/or subsequently cancelled; and/or
- (iii) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled;

THAT such authority shall commence upon the passing of this resolution, until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held unless revoked or varied by ordinary resolution of the shareholders of the Company in general meeting but so as not to prejudice the completion of a purchase made before such expiry date;

AND THAT the Directors of the Company be and are hereby authorized to take all steps as are necessary or expedient to implement or to give effect the Authority to Buy-Back Shares with full powers to amend and/or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, 1965, the provisions of the Company’s Memorandum and Articles of Association and the requirements of the BMSB and all other relevant governmental/regulatory authorities.”

**SPECIAL RESOLUTION – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

“THAT the amendments to the Articles of Association as set out in the Annexure of Part B of the Circular to Shareholders dated 7 June 2007 be and are hereby adopted.”

**By Order of the Board**

**Chan May Yee**  
Secretary

Kuala Lumpur  
7 June 2007

**Notes:**

1. *A proxy may but does not need to be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 (“the Act”) shall not apply.*
2. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at 17th Floor - Tower Block, Kompleks Antarabangsa, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting.*
3. *A member shall be entitled to appoint more than one proxy to attend and vote at the same meeting. The provisions of Section 149(1)(c) of the Act shall not apply to the Company.*
4. *Where a member appoints more than one proxy the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
5. *If the appointor is a corporation, this form must be executed under its common seal or under the hand of its attorney.*



**INTEGRAX BERHAD**

Company No. : 49317-W  
(Incorporated in Malaysia under the Companies Act, 1965)

**FORM OF PROXY**

I/We.....  
(FULL NAME IN BLOCK CAPITALS)

of .....  
(FULL ADDRESS)

Being a member/members of INTEGRAX BERHAD hereby appoint .....  
(FULL NAME)

of .....  
(FULL ADDRESS)

or failing him/her.....  
(FULL NAME)

of.....  
(FULL ADDRESS)

as my/our proxy/proxies to vote in my/our behalf at the Extraordinary General Meeting of the Company to be held at the CempakaRaya Room, Hotel Equatorial Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Friday, 29 June 2007 at 3.30 p.m. or immediately after the conclusion of the Twenty-First Annual General Meeting of Integrax Berhad, which will be held at the same venue and on the same day and at any adjournment thereof.

My/our proxy/proxies is/are to vote on either on a show of hands or on a poll as indicated below with an "X":

| RESOLUTIONS   | FOR | AGAINST |
|---|-----|---------|
| <b>ORDINARY RESOLUTION<br/>PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK BY THE COMPANY AN AMOUNT NOT EXCEEDING 10% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY</b> |     |         |
| <b>SPECIAL RESOLUTION<br/>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY</b>   |     |         |

Dated this ..... day of ..... 2007

|                        |
|------------------------|
| No. of Shares : _____  |
| CDS Account No : _____ |

.....  
Signature / Common Seal of Shareholder

**Notes:-**

1. A proxy may but does not need to be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 ("the Act") shall not apply.
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 17th Floor - Tower Block, Kompleks Antarabangsa, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint more than one proxy to attend and vote at the same meeting. The provisions of Section 149(1)(c) of the Act shall not apply to the Company.
4. Where a member appoints more than one proxy the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its common seal or under the hand of its attorney.

Fold this flap for sealing

Then fold here

AFFIX  
STAMP  
HERE

The Company Secretary  
**INTEGRAX BERHAD** (49317-W)  
17<sup>th</sup> Floor - Tower Block  
Kompleks Antarabangsa  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Malaysia

1st fold here