

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 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

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

The Notice of Annual General Meeting as set out in the Company's 2008 Annual Report is sent to you together with this Circular. The Annual General Meeting will be held at the CempakaRaya Room, Hotel Equatorial Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Tuesday, 30 June 2009 at 3.00 p.m. Shareholders are advised to refer to the Notice of Annual General Meeting and the Form of Proxy which are incorporated in the Company's 2008 Annual Report.

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 8 June 2009

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INTEGRAX BERHAD

Company No. : 49317-W
Incorporated in Malaysia

REGISTERED OFFICE

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

8 June 2009

BOARD OF DIRECTORS

Harun bin Halim Rasip (*Chairman*)
Amin bin Halim Rasip (*Executive Director*)
Dato' Ir. Onn bin Hamzah (*Non-Independent and Non-Executive Director*)
Wong Joon Hian (*Independent Non-Executive Director*)
Chan Kok Keong (*Independent Non-Executive Director*)

To the Shareholders of Integrax

Dear Sir/Madam

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

PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR A SHARE BUY-BACK BY THE COMPANY OF 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 AGM held on 30 June 2008, 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 13 May 2009, 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 The purpose of this Circular is to provide you with details on the aforesaid proposal, to set out the views of the Board, and to seek your approval for the Ordinary Resolution pertaining to the Proposed Renewal of Shareholders’ Mandate for a Share Buy-Back to be tabled at the forthcoming AGM.

2.0 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR A 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 a 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 a Share Buy-Back until:

- (i) the conclusion of the next AGM of Integrax unless the authority is further renewed by ordinary resolution passed at that AGM. 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 2008 were RM124,426,790 and RM46,705,593 respectively which aggregates to a total of RM171,132,383.

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:

2008	High RM	Low RM
May	1.10	1.00
June	0.99	0.72
July	0.88	0.59
August	0.90	0.66
September	0.70	0.625
October	0.695	0.425
November	0.52	0.41
December	0.49	0.42
2009		
January	0.505	0.445
February	0.53	0.455
March	0.46	0.43
April	0.565	0.46

The last transacted market price of Integrax Shares on BMSB on 12 May 2009, being the day prior to the announcement of the Proposed Renewal of Shareholders’ Mandate for a Share Buy-Back was RM0.605.

The last transacted market price of Integrax Shares on BMSB on 26 May 2009, being the latest practicable date prior to the printing of this Circular was RM0.60.

(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 2009, the public shareholding spread of Integrax was 30.66% of the issued and paid-up share capital.

Assuming that the Proposed Renewal of Shareholders' Mandate for a 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 22.94% (assuming the Integrax Shares were purchased from public shareholders and excluded shares held by Directors and substantial shareholders).

The Board will ensure that the Company complies with the public shareholding spread requirement and will not buy back Integrax Shares if the purchase results in the Company not meeting the public shareholding spread requirement of 25%.

2.8 Potential Advantages and Disadvantages of the Proposed Renewal of Shareholders' Mandate for a 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 a 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 a 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 a 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 a 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 a 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 a 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 a 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 26 May 2009 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 a Share Buy-Back.

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

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

4.1 Share Capital

The effect of the Proposed Renewal of Shareholders' Mandate for a 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 a 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 26 May 2009 would be as follows:

	No. of shares of RM1.00 each	RM
Issued and paid-up share capital as at 26 May 2009	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 a 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 26 May 2009 and assuming that the Proposed Renewal of Shareholders' Mandate for a Share Buy-Back were to be implemented in full and that the Integrex 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 Integrex would be as follows:

Name	Before				After			
	Proposed Renewal of Shareholders' Mandate for a Share Buy-Back				Proposed Renewal of Shareholders' Mandate for a Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Harun bin Halim Rasip	-	-	117,895,358* ¹	39.19	-	-	117,895,358* ¹	43.55
Amin bin Halim Rasip	-	-	118,069,272* ¹	39.25	-	-	118,069,272* ¹	43.61
Nelson Gylding Dorrell Borch (resigned on 28 May 2009)	7,000	0.00	-	-	7,000	0.00	-	-
Dato' Ir. Onn bin Hamzah	-	-	-	-	-	-	-	-
Wong Joon Hian	-	-	64,400* ²	0.02	-	-	64,400* ²	0.02
Chan Kok Keong	5,000	0.00	-	-	5,000	0.00	-	-

Notes:

- 1) Deemed interested by virtue of their shareholdings in Halim Rasip Holdings Sdn Bhd, Jurukapal Marine Services Sdn Bhd, Lekir Group One Sdn Bhd and shares held by the respective spouses of the respective Directors
- 2) Deemed interested by virtue of his spouse's shareholding in the Company

(ii) Substantial Shareholders

Based on the Register of Substantial Shareholders as at 26 May 2009 and assuming that the Proposed Renewal of Shareholders' Mandate for a Share Buy-Back were to be implemented in full and that the Integrex Shares were purchased from shareholders other than the existing Substantial shareholders, the effect on the shareholdings of the Substantial shareholders of Integrex would be as follows:

Name	Before				After			
	Proposed Renewal of Shareholders' Mandate for a Share Buy-Back				Proposed Renewal of Shareholders' Mandate for a 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* ¹	37.80	-	-	113,721,446* ¹	42.01
Amin bin Halim Rasip	-	-	113,721,446* ¹	37.80	-	-	113,721,446* ¹	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* ²	33.03	4,173,912	1.54	99,359,099* ²	36.70
Kuda Sejati Sdn Bhd	25,300,543	8.41	-	-	25,300,543	9.34	-	-
Perbadanan Kemajuan Negeri Perak	-	-	25,300,543* ³	8.41	-	-	25,300,543* ³	9.34
Utilico Emerging Markets Limited	38,510,100	12.80	-	-	38,510,100	14.22	-	-
Mackenzie Cundill Investment Management Ltd	22,500,000	7.48	-	-	22,500,000	8.31	-	-

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 a 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 a 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 A SHARE BUY-BACK

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

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 a 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 a 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 AGM to give effect to the Proposed Renewal of Shareholders' Mandate for a Share Buy-Back.

8.0 AGM

8.1 The Ordinary Resolution to approve the Proposed Renewal of Shareholders' Mandate for a Share Buy-Back is set out as Special Business in the Notice of AGM in the Company's 2008 Annual Report which is being sent to you together with this Circular. If you are unable to attend and vote in person at the AGM, kindly complete and return the Form of Proxy enclosed in the 2008 Annual Report in accordance with the instructions therein to the Registered Office of the Company not less than 48 hours before the time for the AGM. The completion, signing and return of the Form of Proxy will not, however, preclude you from attending and voting in person at the AGM 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

INTEGRAX BERHAD

HARUN BIN HALIM RASIP

Chairman

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 “the Company”	: Integrax Berhad (<i>Company No. 49317-W</i>)
“Integrax Group” or “the Group”	: Integrax, its subsidiaries and associated companies
“Integrax Share(s)” or “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 Renewal of Shareholders’ Mandate for a 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.

APPENDIX B
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:

Companies	Country of incorporation	Effective equity interest	Principal Activity
Pelabuhan Lumut Sdn Bhd	Malaysia	100%	Investment holding
RRSB (under disposal to P.T. Indoexchange Tbk)	Malaysia	100%	Provision of tuggage and related services
Trek Kembara Sdn Bhd	Malaysia	100%	Mining
Segmen Kembara Sdn Bhd	Malaysia	100%	Mining
LBT Two Sdn Bhd (formerly known as Wijaya Kristal Sdn Bhd)	Malaysia	100%	Mining
Integrax Resources Pte Ltd	Singapore	100%	Investment holding
Integrax (Mauritius) Limited	Mauritius	100%	Removed from the Registrar of Companies of Mauritius on 27 February 2009
Integrax Philippines, Inc	Philippines	100%	Investment holding
P.T. Integra Jasa Energi	Indonesia	95%	Providing support services in oil mining and natural gas
P.T. Integrax Indonesia	Indonesia	100%	Providing consultation services in business management
LBT SB	Malaysia	80%	Ownership and development of a dry bulk terminal
LMT SB	Malaysia	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	Malaysia	50% less one (1) share	Dormant
Platinum Group Metals Corporation	Philippines	20.01%	Extraction and smelting of nickel ore
P.T. Indoexchange Tbk	Indonesia	34.85%	Investment holding and website management service

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 or 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

Save as disclosed hereunder, 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:

- On 1 April 2009, the Company entered into an Undertaking and Standby Buying Agreement with PT Indoexchange Tbk ("INDX") to subscribe for its entitlements in the Proposed Rights Issue with detachable warrants of INDX and to act as the Standby Buyer to undertake to subscribe to Rights Issue shares which are not taken up by any shareholders of INDX.

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 AGM:

- Memorandum and Articles of Association of Integrax;
- Audited Financial Statements of Integrax for the past two (2) financial years ended 31 December 2008 and the unaudited consolidated results of Integrax for the first quarter ended 31 March 2009; and
- Material contracts as set out in section 4.0 above.

