

**PROPERTIES OWNED BY THE GROUP
AS AT 31 JANUARY 2005**

Location	Description	Tenure	Area	No. of Years Held	Age of Building	Net Book Value RM
P.T. No. 1451 H.S. (D) No. 4696 Mukim 1, Province Wellesley Central, Penang	Factory	60 years lease to 2044	6.22247 acres	22	19	13,581,239
P.T. Nos. 1460 & 1444 H.S. (D) Nos. 2719 & 2706 Mukim 1, Province Wellesley Central, Penang	Factory Office	60 years lease to 2045	4.01338 acres	9	14	11,335,845
Lot 717, 5 1/2 Miles Jalan Kapar, Klang Selangor Darul Ehsan	Factory Office	Freehold	8.16875 acres	9	8	32,797,726
Lot 324, 640, 642, 1501, 1502, 1504, 1505, 1664, 1667, 1669 and 1702, Mukim 14, Kampung To' Suboh, Bukit Minyak Simpang Ampat Seberang Perai Selatan, Penang	Warehouse Open Yard	Freehold	21.8614 acres	11	9	12,415,974
Lot 176, Tempat Macang Kudung Mukim Jabi Daerah Pokok Sena, Kedah	Vacant Land	Freehold	2.257 acres	5	-	128,000
Units of 1½ Storey Terrace Factories in Taman Balakong Jaya, No. 94 & 95, Taman Industri, Balakong Jaya HS (D) 42510 & HS (D) 42511, PT No. 35310 & PT No. 35311 Mukim Kajang, Selangor	Factory	Freehold	3.250sf	6	6	578,200
Single Storey Terrace Industry Factory HS (D) 112771, PT No. 18455 Mukim of Setul, District of Seremban	Factory	Freehold	278.7sf	5	5	385,350
2nd Floor Unit of 3 Storey Shop Office in Taman Kinrara, Puchong, HS (M) 22709, PT 19499 Mukim Petaling, Selangor	Office	99 years lease to 2098	1,114sf	5	5	201,927
PPH-1-01, 1st Floor, Block H, Taman Pinggiran Putra, Seksyen 2 Sri Kembangan Selangor	Condominium	99 years lease to 2099	864 sf	4	4	87,839

ANALYSIS OF SHAREHOLDINGS

As at 9 June 2005

SHARE CAPITAL

Authorised Share Capital	:	RM100,000,000.00
Issued and Fully Paid-up Capital	:	RM64,644,965.00
Class of Share	:	Ordinary Shares of RM1.00 each
Voting Rights	:	One vote per share

Distribution Schedule of Shareholders

No. of Holders	Holdings	Total Shareholdings	%
104	Less than 100	767	*
961	100 to 1,000	943,218	1.46
1,999	1,001 to 10,000	8,303,324	12.85
391	10,001 to 100,000	9,680,461	14.97
25	100,001 to less than 5% of issued shares	10,564,661	16.34
5	5% and above of issued shares	35,152,534	54.38
3,485	Total	64,644,965	100.00

* Negligible

List of Thirty (30) Largest Securities Account Holders

No.	Name	No. of Shares held	%
1	Perbadanan Nasional Berhad	13,381,500	20.70
2	UMB Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Kumpulan Pitchai Sdn Bhd</i>	7,461,301	11.54
3	HSBC Bank Malaysia Berhad	7,000,000	10.83
4	TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Kumpulan Pitchai Sdn Bhd</i>	3,859,868	5.97
5	MIDF Sisma Nominees (Tempatan) Sdn Bhd <i>Eon Finance Berhad for Kumpulan Pitchai Sdn Bhd</i>	3,556,365	5.50
6	Ke-Zan Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Perfect Mate Furniture Sdn Bhd</i>	3,122,200	4.83
7	TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Magna Iron Sdn Bhd</i>	1,538,674	2.38
8	Lim Eng Chai	800,070	1.24
9	PAB Nominee (Tempatan) Sdn Bhd <i>PAB Trustee Berhad for Cheng Kien Wing</i>	800,000	1.24
10	PAB Nominee (Tempatan) Sdn Bhd <i>PAB Trustee Berhad for Kumpulan Pitchai Sdn Bhd</i>	410,000	0.63
11	UMB Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Zanor Sdn Bhd</i>	393,100	0.61
12	OSK Nominees (Tempatan) Sdn Berhad <i>OSK Capital Sdn Bhd for Mohd Taufik Bin Abdullah</i>	368,500	0.57
13	Ke-Zan Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Chandra Kumar a/l Muthusamy</i>	350,000	0.54

ANALYSIS OF SHAREHOLDINGS (CONTINUED)

As at 9 June 2005

List of Thirty (30) Largest Securities Account Holders

No.	Name	No. of Shares held	%
14	Topvilla Sdn Bhd	265,517	0.41
15	PAB Nominee (Tempatan) Sdn Bhd <i>PAB Trustee Berhad for Machendran a/l Pitchai Chetty</i>	265,000	0.41
16	EB Nominees (Tempatan) Sendirian Berhad <i>Pledged Securities Account for Mohd Taufik Bin Abdullah</i>	250,000	0.39
17	Low Ah Kou	191,000	0.30
18	Abdul Hayi Bin Saidin	185,000	0.29
19	Mayban Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Wong Foo Sang @ Wong Chin Lim</i>	167,500	0.26
20	Lim Ka Sing	165,000	0.26
21	Affin-ACF Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Chee Sze Hsien @ Chee Ah Kow</i>	158,500	0.25
22	PRB Nominees (Tempatan) Sdn Bhd <i>Rubber Industry Smallholders Development Authority</i>	150,000	0.23
23	HLG Nominee (Asing) Sdn Bhd <i>Commerzbank (Sea) Ltd for Sujana Jaya Sdn Bhd</i>	150,000	0.23
24	Loh Nam Seng	135,000	0.21
25	Sandran a/l Govindasamy	129,000	0.20
26	Syarikat Hawk Soon Hin Sdn Bhd	123,900	0.19
27	Abdul Jalil Bin Hj Ahmad	122,500	0.19
28	Pang Bu	116,500	0.18
29	Hean Brothers Holdings Sdn Bhd	101,200	0.16
30	Southern Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Tan King Tai @ Tan Khoon Hai</i>	90,000	0.14

SUBSTANTIAL SHAREHOLDERS

(excluding those who are bare trustees pursuant to Section 69 of the Companies Act, 1965)

No. of ordinary shares of RM1.00 each beneficially held

No.	Name	Direct	%	Indirect	%
1	Kumpulan Pitchai Sdn Bhd	15,292,534 [@]	23.66	12,795 [#]	0.02
2	Perbadanan Nasional Berhad	13,381,500	20.70	-	-
3	HSBC Bank Malaysia Berhad	7,000,000	10.83	-	-
4	Machendran a/l Pitchai Chetty	265,047	0.41	15,305,329 [^]	23.68
5	Dhanabalan a/l M. Pitchai Chetty	-	-	15,305,329 [^]	23.68

Notes:

[@] Of which 15,287,534 shares are held through various nominees companies.

[#] Deemed interested by virtue of its shareholding in S.M. Pitchai Chettiar Sdn Bhd pursuant to Section 6A of the Companies Act, 1965 ("Act").

[^] Deemed interested by virtue of their shareholdings in Kumpulan Pitchai Sdn Bhd and S.M. Pitchai Chettiar Sdn Bhd pursuant to Section 6A of the Act.

ANALYSIS OF SHAREHOLDINGS (CONTINUED)

As at 9 June 2005

DIRECTORS' SHAREHOLDINGS (DIRECT & INDIRECT)

No. of ordinary shares of RM1.00 each beneficially held

No.	Name of Directors	Direct	%	Indirect	%
1	Machendran a/l Pitchai Chetty	265,047	0.41	15,305,329 ^	23.68
2	Ibrahim Hussain	-	-	-	-
3	Dhanabalan a/l M. Pitchai Chetty	-	-	15,305,329 ^	23.68
4	Sanmarkan a/l TS Ganapathi	-	-	-	-
5	Mohd Shahril Fitri Bin Hashim	-	-	-	-
6	Ahmad Bin Darus	-	-	-	-
7	Sudesh a/l K.V. Sankaran	2,000	*	-	-

Notes:

^ Deemed interested by virtue of their shareholdings in Kumpulan Pitchai Sdn Bhd and S.M. Pitchai Chettiar Sdn Bhd pursuant to Section 6A of the Act.

* Negligible

ANALYSIS OF WARRANT HOLDINGS

As at 9 June 2005

Outstanding Warrants : 14,924,500

Class of Securities : Warrants 2000 / 2005

Voting Rights : One (1) vote per warrant holder on a show of hands and on one (1) vote per warrant holder on a poll in respect of a meeting of warrant holders

Distribution Schedule of Warrants Holders

No. of Holders	Holdings	Total Warrant Holdings	%
1	Less than 100	1	*
219	100 to 1,000	201,995	1.35
426	1,001 to 10,000	2,071,553	13.88
163	10,001 to 100,000	4,908,300	32.89
9	100,001 to less than 5% of issued warrants	2,317,651	15.53
2	5% and above of issued warrants	5,425,000	36.35
820	Total	14,924,500	100.00

* Negligible

List of Thirty (30) Largest Warrants Account Holders

No.	Name	No. of Warrants held	%
1	Perbadanan Nasional Berhad	4,425,000	29.65
2	TA Securities Holdings Berhad <i>Pledged Securities Account for Kumpulan Pitchai Sdn Bhd</i>	1,000,000	6.70
3	Magna Iron Sdn Bhd	637,000	4.27
4	OSK Securities Berhad <i>Pledged Securities Account for Perfect Mate Furniture Sdn Bhd</i>	418,800	2.81
5	TA Securities Holdings Berhad <i>Pledged Securities Account for Shalina Binti Azman</i>	353,150	2.37
6	Kumpulan Pitchai Sdn Bhd	320,401	2.15
7	Ku Kok Kit	160,000	1.07
8	Tai Eng Huat	151,700	1.02
9	Kuala Lumpur City Securities Sdn Bhd <i>Pledged Securities Account for Anuar Bin Matamin</i>	120,000	0.80
10	Kee Yaw Koon	109,000	0.73
11	Chia Yaw Ping	105,600	0.71
12	Tan Kim Hooi	102,000	0.68
13	Liu Lee Fah	100,000	0.67

ANALYSIS OF WARRANT HOLDINGS (CONTINUED)

As at 9 June 2005

List of Thirty (30) Largest Warrants Account Holders (Continued)

No	Name	No. of Warrants held	%
14	Mayban Securities Sdn Bhd <i>Pledged Securities Account for Chew Kong Cheng</i>	96,400	0.65
15	Machendran a/l Pitchai Chetty	95,000	0.64
16	TA Securities Holdings Berhad <i>Pledged Securities Account for Cheah Chee Kong</i>	88,000	0.59
17	Ooi Khee Seng	82,000	0.55
18	Affin Securities Sdn Bhd <i>Pledged Securities Account for Chan Wai Yin</i>	75,000	0.50
19	Wong Yoon Peng	70,900	0.48
20	Lee Miow Yeng	70,000	0.47
21	Lim Ching Hui	66,000	0.44
22	Lee A Hong @ Lee Lum Sow	65,300	0.44
23	Mayban Securities Sdn Bhd <i>Pledged Securities Account for Lim Poh Aun</i>	65,100	0.44
24	Ng Kon Seong	64,000	0.43
25	Khoo Kim Tai	63,000	0.42
26	Ong Teong Soon	63,000	0.42
27	Mayban Securities Sdn Bhd <i>Pledged Securities Account for Tay Siaw Eng</i>	63,000	0.42
28	Ong Then Lin	60,000	0.40
29	K&N Kenanga Bhd <i>Pledged Securities Account for Tay Siaw Ho</i>	56,500	0.38
30	Lee Poh Ying	54,900	0.37

SUBSTANTIAL WARRANTS HOLDERS

(excluding those who are bare trustees pursuant to Section 69 of the Companies Act, 1965)

No. of warrants beneficially held

No.	Name	Direct	%	Indirect	%
1	Perbadanan Nasional Berhad	4,425,000	29.65	-	-
2	Kumpulan Pitchai Sdn Bhd	1,320,401	8.85	4,265 #	0.03
3	Machendran a/l Pitchai Chetty	95,000	0.64	1,324,666 ^	8.88
4	Dhanabalan a/l M. Pitchai Chetty	-	-	1,324,666 ^	8.88

Notes:

Deemed interested by virtue of its warrant holding in S.M. Pitchai Chettiar Sdn Bhd pursuant to Section 6A of the Act.

^ Deemed interested by virtue of their warrant holdings in Kumpulan Pitchai Sdn Bhd and S.M. Pitchai Chettiar Sdn Bhd pursuant to Section 6A of the Act.

ANALYSIS OF WARRANT HOLDINGS (CONTINUED)

As at 9 June 2005

DIRECTORS' WARRANTS HOLDINGS (DIRECT & INDIRECT)

No. of warrants beneficially held

No.	Name of Directors	Direct	%	Indirect	%
1	Machendran a/l Pitchai Chetty	95,000	0.64	1,324,666 [^]	8.88
2	Ibrahim Hussain	-	-	-	-
3	Dhanabalan a/l M. Pitchai Chetty	-	-	1,324,666 [^]	8.88
4	Sanmarkan a/l TS Ganapathi	-	-	-	-
5	Mohd Shahril Fitri Bin Hashim	-	-	-	-
6	Ahmad Bin Darus	-	-	-	-
7	Sudesh a/l K.V. Sankaran	-	-	-	-

Note:

[^] Deemed interested by virtue of their warrant holdings in Kumpulan Pitchai Sdn Bhd and S.M. Pitchai Chettiar Sdn Bhd pursuant to Section 6A of the Act.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-fourth (24th) Annual General Meeting of SMPC Corporation Bhd will be held at VIP Lounge, Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, Penang, on Thursday, 28 July 2005 at 11.30 a.m for the following purposes:

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 January 2005 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Mr. Sanmarkan a/l T S Ganapathi, who retires in accordance with Article 29.1 of the Company's Articles of Association and being eligible, offers himself for re-election. **(Resolution 1)**
3. To re-elect the following Directors who retire in accordance with Article 29.6 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - (i) Mr. Sudesh a/l K.V. Sankaran **(Resolution 2)**
 - (ii) Encik Mohd Shahril Fitri Bin Hashim **(Resolution 3)**
 - (iii) Encik Ahmad Bin Darus **(Resolution 4)**
4. To approve the Directors' fees of RM62,000 for the financial year ended 31 January 2005. **(Resolution 5)**
5. To re-appoint Messrs Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions:-
 - (i) **ORDINARY RESOLUTION NO. 1** **(Resolution 7)**

AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"**THAT**, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental / regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965 to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10 percentum of the issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval for the listing and quotation for the additional shares to be issued on the Bursa Malaysia Securities Berhad."

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

(ii) ORDINARY RESOLUTION NO. 2

(Resolution 8)

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING KUMPULAN PITCHAI SDN BHD, S. M. PITCHAI CHETTIAR SDN BHD, MR. MACHENDRAN A/L PITCHAI CHETTY AND MR. DHANABALAN A/L M. PITCHAI CHETTY

"**THAT** approval be and is hereby given to the Company's subsidiaries to enter into and give effect to recurrent related party transactions of a revenue or trading nature with Kumpulan Pitchai Sdn Bhd, S. M. Pitchai Chettiar Sdn Bhd, Mr. Machendran a/l Pitchai Chetty and Mr. Dhanabalan a/l M. Pitchai Chetty (hereinafter referred to as "Related Parties") as specified in Section 2.4 of the Circular dated 6 July 2005, and falling within the ambit of Part E, Paragraph 10.09 of Chapter 10 of the Listing Requirements of the Bursa Malaysia Securities Berhad, which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company;

THAT such approval unless revoked or varied by the Company in general meeting, shall continue to be in full force and effect until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM, where this mandate was passed, at which time it will lapse, unless by a resolution passed at the next AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier date;

THAT the above mandate is subject to annual renewal and disclosure will be made in the annual report of the aggregate value of transactions conducted by the Group.

AND THAT the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate."

(iii) ORDINARY RESOLUTION NO. 3

(Resolution 9)

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING YEE HUP CONSTRUCTION CO. AND MR. CHENG KIEN WING

"**THAT** approval be and is hereby given to the Company's subsidiaries to enter into and give effect to recurrent related party transactions of a revenue or trading nature with Yee Hup Construction Co. and Mr. Cheng Kien Wing (hereinafter referred to as "Related Parties") as specified in Section 2.4 of the Circular dated 6 July 2005, and falling within the ambit of part E, paragraph 10.09 of Chapter 10 of the Listing Requirements of the Bursa Malaysia Securities Berhad, which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company;



NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

(iii) ORDINARY RESOLUTION NO. 3 (CONTINUED)

THAT such approval unless revoked or varied by the Company in general meeting, shall continue to be in full force and effect until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM, where this mandate was passed, at which time it will lapse, unless by a resolution passed at the next AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier date;

THAT the above mandate is subject to annual renewal and disclosure will be made in the annual report of the aggregate value of transactions conducted by the Group.

AND THAT the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate."

By Order of the Board

THUM SOOK FUN
(MAICSA 7025619)
Company Secretary

Penang

Date: 6 July 2005

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

Explanatory Notes to Special Business:

Ordinary Resolution No. 1

Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution proposed under item 6(i) above, if passed, will empower the Directors to issue shares in the Company up to 10% of the issued capital of the Company for the time being for such purposes as the Directors may consider to be in the interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

Ordinary Resolutions No. 2 and 3

Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of A Revenue or Trading Nature

The Ordinary Resolutions proposed under item 6(ii) and (iii) above are to renew the shareholders' mandate which have been granted by the shareholders of the Company at the Twenty-third Annual General Meeting held on 29 July 2004 for the recurrent related party transactions of a revenue or trading nature.

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1) (a), (b) and (c) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act 1991, he may appoint at least one proxy in respect of each Securities Account he holds with ordinary shares in the Company standing to the credit of the said Securities Account.
3. Where a member appoints two or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. In the case where a member is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
5. All proxy forms must be duly executed and deposited at the registered office of the Company at Suite 18.05, MWE Plaza, No. 8 Lebuhr Farquhar, 10200 Penang not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

DIRECTORS STANDING FOR RE-ELECTION

The Directors standing for re-election at the Twenty-fourth (24th) Annual General Meeting of the Company to be held at VIP Lounge, Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, Penang on Thursday, 28 July 2005 at 11.30 a.m. are as follows:

Name of Director	Details of attendance at Board meetings held during the financial year ended 31 January 2005	Details of individual Directors and other disclosure requirements
Mr. Sanmarkan a/l T S Ganapathi	Attended all five (5) Board Meetings.	Refer to page 6 and 10 of the Annual Report
Mr. Sudesh a/l K.V. Sankaran	Attended all one (1) Board Meeting held during his tenure in office.	Refer to page 7 and 10 of the Annual Report
Encik Mohd Shahril Fitri Bin Hashim	Attended all one (1) Board Meeting held during his tenure in office.	Refer to page 7 and 10 of the Annual Report
Encik Ahmad Bin Darus	Did not attend any Board Meeting held during the financial year ended 31 January 2005 in view of his recent appointment to the Board on 20 December 2004.	Refer to page 7 and 10 of the Annual Report



SMPC CORPORATION BHD
79082-V

FORM OF PROXY

No. of Shares held

I / We, _____
(BLOCK LETTERS)

of _____
being a member / members of **SMPC CORPORATION BHD.**, hereby appoint _____

of _____

or failing him / her, the Chairman of the Meeting as my / our proxy to vote for me / us on my / our behalf at the Twenty-fourth (24th) Annual General Meeting of the Company to be held at VIP Lounge, Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Thursday, 28 July 2005, at 11.30 am and at any adjournment thereof.

My / Our Proxy to vote is as indicated below:

RESOLUTION NO.		FOR	AGAINST
	ORDINARY BUSINESS		
1	To re-elect Mr. Sanmarkan a/l T S Ganapathi as Director		
2	To re-elect the following Directors:-		
3	(i) Mr. Sudesh a/l K.V. Sankaran		
4	(ii) Encik Mohd Shahril Fitri Bin Hashim		
5	(iii) Encik Ahmad Bin Darus		
6	To approve the Directors' fees		
7	To re-appoint Messrs Ernst & Young as Auditors		
	SPECIAL BUSINESS		
8	Authority to issue shares pursuant to Section 132D of the Companies Act, 1965		
9	Proposed renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature involving Kumpulan Pitchai Sdn Bhd, S.M. Pitchai Chettiar Sdn Bhd, Pitchai Metal Sdn Bhd, Mr. Machendran a/l Pitchai Chetty and Mr. Dhanabalan a/l M. Pitchai Chetty		
10	Proposed renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature involving Yee Hup Construction Co. and Mr. Cheng Kien Weng		

(Please indicate with an "X" in the appropriate box against each resolution how you wish your proxy to vote. If no instruction is given, the proxy will vote or abstain at his / her discretion.)

Signed this _____ day of _____ 2005

Signature of Shareholder / Common Seal

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149 (1)(a), (b) and (c) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act 1991, he may appoint at least one proxy in respect of each Securities Account he holds with ordinary shares in the Company standing to the credit of the said Securities Account.
3. Where a member appoints two or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. In the case where a member is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
5. All proxy forms must be duly executed and deposited at the registered office of the Company at Suite 18.05, MWE Plaza, No. 8 Lebuhr Farquhar, 10200 Penang not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

The Company Secretary
SMPC Corporation Bhd (79082 v)
Suite 18.05, MWE Plaza
No.8, Lebuq Farquhar
10200 Penang, Malaysia.

Affix
Stamp