

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused the contents of Part B (Proposed Amendments to the Articles of Association of the Company) of this Circular prior to its issuance as it is prescribed as an Exempt Circular pursuant to Practice Note No. 18/2005 of the Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



LEBAR DAUN BERHAD

(Company No. 590945-H)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PART A

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

PART B

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

The Notice of the Fifth Annual General Meeting (“5th AGM”) of the Company to be held at Juara Hall, 1st Floor, Carlton Holiday Hotel & Suites Shah Alam, No. 1, Persiaran Akuatik, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 26 June 2007 at 11.30 a.m. together with the Form of Proxy are set out in the Annual Report 2006 of the Company which is sent to you together with this Circular.

The Form of Proxy must be completed and deposited at the Registered Office of the Company at Wisma Lebar Daun, No. 2, Jalan Tengku Ampuan Zabedah J9/J, Seksyen 9, 40000 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the 5th AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 5th AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : 24 June 2007 at 11.30 a.m.

Date and time of 5th AGM : 26 June 2007 at 11.30 a.m.

This Circular is dated 4 June 2007

DEFINITIONS

For the purpose of this Circular, 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
- “BASCO” - Basco Sdn Bhd (451727-K)
- “Board” - Board of Directors of LDAUN
- “Bursa Securities” - Bursa Malaysia Securities Berhad
- “Director” - Includes a director of a management company of a property trust fund and shall have the meaning given in Section 4 of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
- “LDAUN” or “the Company” - Lebar Daun Berhad (590945-H)
- “LDAUN Group” or “the Group” - Lebar Daun Berhad and its subsidiaries
- “LDCSB” - Lebar Daun Construction Sdn Bhd (175883-H), a wholly-owned subsidiary of LDAUN
- “LDDSB” - Lebar Daun Development Sdn Bhd (474585-K), 99.99% owned by Dato’ Noor Azman @ Noor Hizam bin Mohd Nurdin
- “Listing Requirements” - Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
- “Major Shareholder” - A person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share or the aggregate of the nominal amounts of those shares, is:-
(a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the Company; or
(b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 6A of the Act.

It also includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of the Company or any other company which is its subsidiary or holding company

- “Proposed Amendments” - Proposed amendments to the Articles of Association of the Company
- “Proposed Renewal of Shareholders’ Mandate” - Proposed renewal of shareholders’ mandate for Recurrent Related Party Transactions as set out in Section 2.3 of this Circular
- “Recurrent Related Party Transaction(s)” - Recurrent related party transaction(s) of a revenue or trading nature, which are necessary for the day-to-day operations and are in ordinary course of business of the LDAUN Group, which involve(s) the interest, direct or indirect, of a Related Party(ies)
- “Related Party(ies)” - Director(s) and Major Shareholder(s) of LDAUN or person(s) connected with such Director(s) or Major Shareholder(s) who are interested in the Proposed Renewal of Shareholders’ Mandate
- “RM” - Ringgit Malaysia

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

CONTENTS

PART A – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

LETTER TO SHAREHOLDERS CONTAINING:		PAGE
1.	INTRODUCTION	1
2.	DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE	2
3.	RATIONALE FOR AND BENEFIT OF THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE	9
4.	FINANCIAL EFFECTS	9
5.	APPROVAL REQUIRED	9
6.	DIRECTORS’ AND MAJOR SHAREHOLDER’S INTERESTS	10
7.	DIRECTORS’ RECOMMENDATION	11
8.	AGM	11
9.	FURTHER INFORMATION	11

PART B – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

LETTER TO SHAREHOLDERS CONTAINING:		
1.	INTRODUCTION	12
2.	DETAILS OF THE PROPOSED AMENDMENTS	12
3.	RATIONALE FOR THE PROPOSED AMENDMENTS	12
4.	FINANCIAL EFFECTS	13
5.	APPROVAL REQUIRED	13
6.	DIRECTORS’ AND MAJOR SHAREHOLDER’S INTERESTS	13
7.	DIRECTORS’ RECOMMENDATION	13
8.	AGM	13
9.	FURTHER INFORMATION	13

APPENDIX

I	DETAILS OF THE PROPOSED AMENDMENTS	14
II	FURTHER INFORMATION	29



LEBAR DAUN BERHAD
(Company No. 590945-H)
(Incorporated in Malaysia)

Registered Office:

Wisma Lebar Daun, No. 2
Jalan Tengku Ampuan Zabedah J9/J
Seksyen 9, 40000 Shah Alam
Selangor Darul Ehsan

4 June 2007

Board of Directors:

Norazmi bin Mohamed Nurdin (*Chairman/Managing Director*)
Datuk Mohd Hashim bin Hassan (*Independent Non-Executive Director*)
Prof Dr Hamzah bin Ismail (*Independent Non-Executive Director*)
Dato' Nik Ismail bin Dato' Nik Yusoff (*Independent Non-Executive Director*)
Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin (*Non-Independent Non-Executive Director*)

To : The Shareholders of Lebar Daun Berhad

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

LDAUN had at its AGM held on 28 June 2006, obtained a mandate from its shareholders for LDAUN and/or its subsidiary to enter into Recurrent Related Party Transactions. The authority conferred by the shareholders' mandate shall in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM of the Company unless the authority is renewed at the forthcoming AGM.

In connection thereto, the Board had on 8 May 2007 announced that the Company proposes to seek its shareholders' approval for the renewal of the shareholders' mandate for the Recurrent Related Party Transactions as set out in Section 2.3 of this Circular at the forthcoming AGM of the Company.

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate and to seek your approval for the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM. The Notice of the Fifth AGM is set out in the Annual Report of the Company for the financial year ended 31 December 2006.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Introduction

Under Part E, paragraph 10.09 of Chapter 10 of the Listing Requirements, LDAUN may seek a mandate from its shareholders for recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the LDAUN Group subject to, *inter alia*, the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and
- (iii) the interested Director(s), interested Major Shareholder(s) or interested person(s) connected with such Director(s) or Major Shareholder(s); and where it involves the interest of an interested person(s) connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that person(s) connected with him abstain from voting on the resolution approving the transactions.

LDAUN is principally an investment holding company while the principal activities of its wholly-owned subsidiaries are civil and building construction works, trading and services.

LDAUN Group is anticipated to enter into recurrent transactions of a revenue or trading nature which are necessary in the ordinary course of the Group's business with the Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

LDAUN therefore, proposes to seek its shareholders' approval for the renewal of the shareholders' mandate which would enable LDAUN Group to continue to enter into the Recurrent Related Party Transactions as set out in Section 2.3 of this Circular provided such transactions are made on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of LDAUN.

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders of LDAUN at the forthcoming AGM, will take effect from the date of the said AGM until:-

- (i) the conclusion of the next AGM of LDAUN following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM of LDAUN is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of LDAUN in a general meeting,

whichever is earlier.

Thereafter, approval from shareholders will be sought for the renewal of the shareholders' mandate for Recurrent Related Party Transactions at each subsequent AGM of LDAUN.

Disclosure will be made in the Annual Report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions made pursuant to the shareholders' mandate during the financial year and in the Annual Reports for the subsequent financial years during which the shareholders' mandate remains in force, amongst others, based on the following information:-

- (i) the type of the Recurrent Related Party Transactions made; and
- (ii) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.

2.2 Classes of Related Parties

The Proposed Renewal of Shareholders' Mandate will apply to the following classes of Related Parties:-

- (i) Directors;
- (ii) Major Shareholder; and
- (iii) Persons connected with the Directors and Major Shareholder.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

2.3 Nature of Recurrent Related Party Transactions

The details of the Recurrent Related Party Transactions covered under the Proposed Renewal of Shareholders' Mandate are set out below:-

Party within LDAUN Group involved in Transaction	Related Party	Nature of Transaction	Interested Related Party	Relationship	Estimated Value of Transaction from the date of 5 th AGM to the date of next AGM in 2008 (RM)
LDCSB	LDDSB	Award from LDDSB in respect of construction works	<p>Interested Directors & Major Shareholder Norazmi bin Mohamed Nurdin Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin</p> <p>Person connected Noorazhar bin Mohamed Nurdin⁽¹⁾</p>	<p>Norazmi bin Mohamed Nurdin is a Director of LDAUN, LDCSB and LDDSB</p> <p>Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin is a Director and Major Shareholder of LDAUN and LDDSB and a Director of LDCSB</p> <p>Noorazhar bin Mohamed Nurdin is a Director of LDCSB and LDDSB</p>	#
LDCSB	LDDSB	Letting of office premises to LDDSB located at Wisma Lebar Daun, No. 2 & 4, Jalan Tengku Ampuan Zabedah J9/J, Seksyen 9, 40000 Shah Alam, Selangor Darul Ehsan	<p>Interested Directors & Major Shareholder Norazmi bin Mohamed Nurdin Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin</p> <p>Person connected Noorazhar bin Mohamed Nurdin⁽¹⁾</p>	<p>Norazmi bin Mohamed Nurdin is a Director of LDAUN, LDCSB and LDDSB</p> <p>Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin is a Director and Major Shareholder of LDAUN and LDDSB and a Director of LDCSB</p> <p>Noorazhar bin Mohamed Nurdin is a Director of LDCSB and LDDSB</p>	156,000*

Party within LDAUN Group involved in Transaction	Related Party	Nature of Transaction	Interested Related Party	Relationship	Estimated Value of Transaction from the date of 5 th AGM to the date of next AGM in 2008 (RM)
LDCSB	LDDSB	Letting of office equipment & furniture to LDDSB located at Wisma Lebar Daun, No. 2 & 4, Jalan Tengku Ampuan Zabedah J9/J, Seksyen 9, 40000 Shah Alam, Selangor Darul Ehsan	<p>Interested Directors & Major Shareholder Norazmi bin Mohamed Nurdin Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin</p> <p>Person connected Noorazhar bin Mohamed Nurdin⁽¹⁾</p>	<p>Norazmi bin Mohamed Nurdin is a Director of LDAUN, LDCSB and LDDSB</p> <p>Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin is a Director and Major Shareholder of LDAUN and LDDSB and a Director of LDCSB</p> <p>Noorazhar bin Mohamed Nurdin is a Director of LDCSB and LDDSB</p>	40,000*

Party within LDAUN Group involved in Transaction	Related Party	Nature of Transaction	Interested Related Party	Relationship	Estimated Value of Transaction from the date of 5 th AGM to the date of next AGM in 2008 (RM)
LDCSB	BASCO	Award from/to BASCO in respect of construction works	<p>Interested Directors & Major Shareholder Norazmi bin Mohamed Nurdin Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin</p> <p>Persons connected Noorazhar bin Mohamed Nurdin⁽¹⁾ Norazlan bin Mohamad Nordin⁽²⁾ Fatmawati bt Kasbin⁽³⁾</p>	<p>Norazmi bin Mohamed Nurdin is a Director of LDAUN and LDCSB</p> <p>Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin is a Director and Major Shareholder of LDAUN and a Director of LDCSB</p> <p>Noorazhar bin Mohamed Nurdin is a Director of LDCSB</p> <p>Norazlan bin Mohamad Nordin is a Director and Major Shareholder of BASCO</p> <p>Fatmawati bt Kasbin is a Director and deemed Major Shareholder of BASCO</p>	#

Notes:

- (1) *Noorazhar bin Mohamed Nurdin is a Director of LDCSB and LDDSB and is the brother of Norazmi bin Mohamed Nurdin, Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin and Norazlan bin Mohamad Nordin and the brother-in-law to Fatmawati bt Kasbin.*
- (2) *Norazlan bin Mohamad Nordin is a Director and Major Shareholder of BASCO and is the spouse of Fatmawati bt Kasbin and is the brother of Norazmi bin Mohamed Nurdin, Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin and Noorazhar bin Mohamed Nurdin.*
- (3) *Fatmawati bt Kasbin is a Director and deemed Major Shareholder of BASCO and is the spouse of Norazlan bin Mohamad Nordin and the sister-in-law to Norazmi bin Mohamed Nurdin, Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin and Noorazhar bin Mohamed Nurdin.*

The estimated value of this category of transactions cannot be determined as the transactions are on a project-by-project basis from time to time.

* *The rental receivable from LDDSB is for the rental of office premises and office equipment and furniture. The rental is based on prevailing market rates and is payable on monthly basis. The tenure of the lease is subject for renewal every two years.*

As at 8 May 2007, the direct and indirect shareholdings of the interested Directors, interested Major Shareholder and persons connected to the interested Directors and Major Shareholder of LDAUN in the Related Parties are as follows:-

	LDDSB		BASCO	
	Direct %	Indirect %	Direct %	Indirect %
Norazmi bin Mohamed Nurdin	-	-	-	-
Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin	99.99	*(1)	-	-
Noorazhar bin Mohamed Nurdin	-	-	-	-
Norazlan bin Mohamad Nordin	-	-	99.99	*(2)
Fatmawati bt Kasbin	-	-	*	99.99 ⁽³⁾

Notes:

* Negligible

(1) Deemed interest by virtue of his spouse's direct shareholdings in LDDSB

(2) Deemed interest by virtue of his spouse's direct shareholdings in BASCO

(3) Deemed interest by virtue of her spouse's direct shareholdings in BASCO

2.4 Review Procedures for the Recurrent Related Party Transactions

The LDAUN Group has established various procedures to ensure that the Recurrent Related Party Transactions are undertaken on an arm's length basis and on the Group's normal commercial terms, consistent with the Group's usual business practices and policies, which are generally not more favourable to the Related Parties than those generally available to the public and are not detrimental to LDAUN's minority shareholders.

The procedures established by the LDAUN Group are as follows:-

- (i) A Tender Committee has been established and comprises of the executive directors, independent external expert and qualified quantity surveyor/architect to ensure that the tenders received and made are undertaken on an arm's length basis and on normal commercial terms consistent with LDAUN Group's usual business practices and policies;
- (ii) A list of Related Parties will be circulated to the Directors and management of the LDAUN Group and the Tender Committee to notify that all Recurrent Related Party Transactions are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders;
- (iii) A strict payment policy is implemented on the property companies to ensure prompt payments and interest would be charged on any late payments;
- (iv) All Recurrent Related Party Transactions will be reviewed by the Audit Committee of the Company. Any member of the Audit Committee may as he deems fit, request for additional information pertaining to Recurrent Related Party Transactions from independent sources or advisers;
- (v) A register will be maintained by the Company to record all Recurrent Related Party Transactions which are entered into pursuant to the shareholders' mandate;
- (vi) Where any member(s) of the Board, Audit Committee and the Tender Committee has interest (directly or indirectly) in any transactions, such member(s) shall abstain from deliberation and decision making in respect of that transactions;
- (vii) The annual internal audit plan shall incorporate a review of all Recurrent Related Party Transactions entered into pursuant to the shareholders' mandate to ensure that relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to;
- (viii) The Board and the Audit Committee shall review the annual internal audit reports to ascertain that the review procedures established to monitor Recurrent Related Party Transactions have been complied with; and
- (ix) The Board and the Audit Committee have reviewed and shall continue review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate.

2.5 Statement by Audit Committee of LDAUN

The Audit Committee of LDAUN has seen and reviewed the procedures as mentioned in Section 2.4 above and is of the view that the said procedures are sufficient to ensure that the Recurrent Related Party Transactions are not more favourable to the Related Parties than those generally available to the public, are not to the detriment of LDAUN's minority shareholders and at arm's length and in accordance with the Group's normal commercial terms.

3. RATIONALE FOR AND BENEFIT OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Related Party Transactions entered or to be entered into by the LDAUN Group envisaged in the Proposed Renewal of Shareholders' Mandate are recurrent transactions of a revenue and trading nature conducted in the ordinary course of business of the LDAUN Group and which are likely to occur with some degree of frequency and arise at any time and from time to time.

These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such Recurrent Related Party Transactions. As such, the Board is seeking a renewal of the shareholders' mandate pursuant to paragraph 10.09 of the Listing Requirements for the Recurrent Related Party Transactions described in Section 2.3 above to allow the Group to enter into such Recurrent Related Party Transactions made on an arm's length basis and on normal commercial terms and which are not to the detriment of LDAUN's minority shareholders.

By obtaining the Proposed Renewal of Shareholders' Mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur, would not arise. This will substantially avoid expenses associated with the convening of general meetings on an ad hoc basis and prevent administrative inconvenience.

LDAUN Group has a long-standing business relationship with the Related Parties and the close co-operation between LDAUN Group and these Related Parties have reaped mutual benefits and have been and is expected to continue to be of benefit to the business of LDAUN Group.

4. FINANCIAL EFFECTS

The Proposed Renewal of Shareholders' Mandate is not expected to have any effect on the issued and paid-up share capital of LDAUN, and is not expected to have a material effect on the earnings and net assets of the LDAUN Group.

5. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate requires the approval of the shareholders of LDAUN at the forthcoming AGM to be convened.

6. DIRECTORS' AND MAJOR SHAREHOLDER'S INTERESTS

As at 8 May 2007, the direct and indirect interests of the interested Directors, interested Major Shareholder and persons connected to the interested Directors and Major Shareholder of LDAUN are as follows:-

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Interested Directors				
Norazmi bin Mohamed Nurdin	1,582,000	1.16	84,576,800	61.97 ⁽¹⁾
Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin	84,251,000	61.73	1,907,800	1.40 ⁽²⁾
Interested Major Shareholder				
Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin	84,251,000	61.73	1,907,800	1.40 ⁽²⁾
Persons connected to Interested Directors and Major Shareholder				
Noorazhar bin Mohamed Nurdin	254,800	0.19	85,904,000	62.94 ⁽³⁾
Norazlan bin Mohamad Nordin	48,000	0.03	86,110,800	63.09 ⁽⁴⁾
Fatmawati bt Kasbin	23,000	0.02	86,135,800	63.11 ⁽⁵⁾

Notes:

- (1) Deemed interest by virtue of his brothers, Dato Noor Azman @ Noor Hizam bin Mohd Nurdin's, Noorazhar bin Mohamed Nurdin's and Norazlan bin Mohamad Nordin's and his sister-in-law, Fatmawati bt Kasbin's direct shareholdings in Lebar Daun Berhad.
- (2) Deemed interest by virtue of his brothers, Norazmi bin Mohamed Nurdin's, Noorazhar bin Mohamed Nurdin's and Norazlan bin Mohamad Nordin's and his sister-in-law, Fatmawati bt Kasbin's direct shareholdings in Lebar Daun Berhad.
- (3) Deemed interest by virtue of his brothers, Norazmi bin Mohamed Nurdin's, Dato Noor Azman @ Noor Hizam bin Mohd Nurdin's and Norazlan bin Mohamad Nordin's and his sister-in-law, Fatmawati bt Kasbin's direct shareholdings in Lebar Daun Berhad.
- (4) Deemed interest by virtue of his spouse, Fatmawati bt Kasbin's and his brothers, Norazmi bin Mohamed Nurdin's, Dato Noor Azman @ Noor Hizam bin Mohd Nurdin's and Noorazhar bin Mohamed Nurdin's direct shareholdings in Lebar Daun Berhad.
- (5) Deemed interest by virtue of her spouse, Norazlan bin Mohamad Nordin's and her brother-in-laws, Norazmi bin Mohamed Nurdin's, Dato Noor Azman @ Noor Hizam bin Mohd Nurdin's and Noorazhar bin Mohamed Nurdin's direct shareholdings in Lebar Daun Berhad.

Accordingly, the interested Directors namely Encik Norazmi bin Mohamed Nurdin and Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin have abstained and will continue to abstain from all Board deliberations and voting in respect of the transactions in which they have an interest as detailed in Section 2.3 above. Such interested Directors will also abstain from voting in respect of their direct and indirect shareholdings on the ordinary resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

The interested Major Shareholder, namely Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin will abstain from voting in respect of his direct and indirect shareholdings on the ordinary resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

The above interested Directors and interested Major Shareholder of the Company have also undertaken to ensure that the persons connected to them will abstain from voting in respect of their direct and indirect shareholdings on the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors and Major Shareholders of LDAUN or persons connected to them have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

7. DIRECTORS' RECOMMENDATION

The Board (save for Encik Norazmi bin Mohamed Nurdin and Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin, who are the interested Directors) having considered all aspects of the Proposed Renewal of Shareholders' Mandate is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of LDAUN and its shareholders.

Accordingly, the Board (save for Encik Norazmi bin Mohamed Nurdin and Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin who have abstained from all deliberations in respect of the transactions in which they have an interest as detailed in Section 2.3 above) recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM.

8. AGM

The Fifth AGM, the notice of which is set out in the Annual Report of LDAUN for the financial year ended 31 December 2006, will be held at Juara Hall, 1st Floor, Carlton Holiday Hotel & Suites Shah Alam, No. 1, Persiaran Akuatik, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 26 June 2007 at 11.30 a.m. for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution on the Proposed Renewal of Shareholders' Mandate as Special Business.

If you are unable to attend and vote in person at the Fifth AGM, you should complete and return the Form of Proxy enclosed in the Annual Report of LDAUN for the financial year ended 31 December 2006 in accordance with the instructions printed therein to the Registered Office of the Company at Wisma Lebar Daun, No. 2 Jalan Tengku Ampuan Zabedah J9/J, Seksyen 9, 40000 Shah Alam, Selangor Darul Ehsan, as soon as possible and in any event not less than forty-eight (48) hours before the time set for holding the Fifth AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Fifth AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix II for further information.

Yours faithfully
For and on behalf of the Board of Directors of
LEBAR DAUN BERHAD

DATO' NIK ISMAIL BIN DATO' NIK YUSOFF
Independent Non-Executive Director



LEBAR DAUN BERHAD
(Company No. 590945-H)
(Incorporated in Malaysia)

Registered Office:

Wisma Lebar Daun, No. 2
Jalan Tengku Ampuan Zabedah J9/J
Seksyen 9, 40000 Shah Alam
Selangor Darul Ehsan

4 June 2007

Board of Directors:

Norazmi bin Mohamed Nurdin (*Chairman/Managing Director*)
Datuk Mohd Hashim bin Hassan (*Independent Non-Executive Director*)
Prof Dr Hamzah bin Ismail (*Independent Non-Executive Director*)
Dato' Nik Ismail bin Dato' Nik Yusoff (*Independent Non-Executive Director*)
Dato' Noor Azman @ Noor Hizam bin Mohd Nurdin (*Non-Independent Non-Executive Director*)

To : The Shareholders of Lebar Daun Berhad

Dear Sir/Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

1. INTRODUCTION

On 8 May 2007, the Board announced that the Company proposes to seek its shareholders' approval for the proposed amendments to the Articles of Association of the Company.

The purpose of this Circular is to provide you with the relevant information on the Proposed Amendments and to seek your approval for the special resolution pertaining to the Proposed Amendments to be tabled at the forthcoming AGM. The Notice of the Fifth AGM is set out in the Annual Report of the Company for the financial year ended 31 December 2006.

2. DETAILS OF THE PROPOSED AMENDMENTS

The details of the Proposed Amendments are set out in Appendix I of this Circular.

3. RATIONALE FOR THE PROPOSED AMENDMENTS

The Proposed Amendments is primarily to render the Articles of Association of the Company to be in line with the recent amendments of the Listing Requirements and also to facilitate some administrative issues.

4. FINANCIAL EFFECTS

The Proposed Amendments is not expected to have any effect on the issued and paid-up share capital of LDAUN, and is not expected to have a material effect on the earnings and net assets of the LDAUN Group.

5. APPROVAL REQUIRED

The Proposed Amendments requires the approval of the shareholders of LDAUN at the forthcoming AGM to be convened.

6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

None of the Directors and Major Shareholders of LDAUN or persons connected to them have any interest, direct or indirect, in the Proposed Amendments.

7. DIRECTORS' RECOMMENDATION

The Board having considered all aspects of the Proposed Amendments is of the opinion that the Proposed Amendments is in the best interest of LDAUN and its shareholders. Accordingly, the Board recommends that you vote in favour of the special resolution pertaining to the Proposed Amendments to be tabled at the forthcoming AGM.

8. AGM

The Fifth AGM, the notice of which is set out in the Annual Report of LDAUN for the financial year ended 31 December 2006, will be held at Juara Hall, 1st Floor, Carlton Holiday Hotel & Suites Shah Alam, No. 1, Persiaran Akuatik, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 26 June 2007 at 11.30 a.m. for the purpose of considering and, if thought fit, passing, inter alia, the special resolution on the Proposed Amendments as Special Business.

If you are unable to attend and vote in person at the Fifth AGM, you should complete and return the Form of Proxy enclosed in the Annual Report of LDAUN for the financial year ended 31 December 2006 in accordance with the instructions printed therein to the Registered Office of the Company at Wisma Lebar Daun, No. 2 Jalan Tengku Ampuan Zabedah J9/J, Seksyen 9, 40000 Shah Alam, Selangor Darul Ehsan, as soon as possible and in any event not less than forty-eight (48) hours before the time set for holding the Fifth AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Fifth AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix II for further information.

Yours faithfully
For and on behalf of the Board of Directors of
LEBAR DAUN BERHAD

DATO' NIK ISMAIL BIN DATO' NIK YUSOFF
Independent Non-Executive Director

DETAILS OF THE PROPOSED AMENDMENTS

The Articles of Association of the Company is proposed to be amended in the following manner:-

(1) Article 2 – Interpretation clause

THAT the following existing definition in Article 2 be deleted in its entirety.

WORD	MEANING
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.

THAT the following existing definitions in Article 2 be deleted in its entirety and substituting with the following new definitions:-

Existing Definitions		New Definitions	
WORDS	MEANINGS	WORDS	MEANINGS
Central Depository	Malaysian Central Depository Sdn. Bhd. (Company No. 165570-W).	<i>Depository</i>	<i>Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W).</i>
Depositor	A Holder of a Securities Account.	<i>Depositor</i>	<i>A Holder of a Securities Account established by the Depository.</i>
the Exchange	The Kuala Lumpur Stock Exchange.	<i>the Exchange</i>	<i>The Bursa Malaysia Securities Berhad (Company No. 635998-W).</i>

Holder	In relation to securities in the Company, any person or persons whose names appear on the register of such security and any Depositor whose names appears on the Record of Depositors but shall exclude the Central Depository or its nominee company in whose name the Deposited Security is registered. “Holding of shares in the Company” and “shareholder of the Company” and any other similar expressions shall have the corresponding meanings.	<i>Holder</i>	<i>In relation to securities in the Company, any person or persons whose names appear on the register of such security and any Depositor whose names appears on the Record of Depositors but shall exclude the Depository or its nominee company in whose name the Deposited Security is registered. “Holding of shares in the Company” and “shareholder of the Company” and any other similar expressions shall have the corresponding meanings.</i>
Market Days	Any day between Mondays and Fridays, inclusive, which is not a market holiday or Public holiday.	<i>Market Days</i>	<i>A day on which the stock market of the Exchange is open for trading in securities.</i>

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

Member or Members	Any person or persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Malaysian Central Depository Nominees Sdn. Bhd.) and includes a Depositor whose name appears on the Record of Depositors shall be treated as if he were a member pursuant to section 35 of the Securities Industry (Central Depositories) Act 1991 but excludes the Central Depository in its capacity as a bare trustee.	<i>Member or Members</i>	<i>Any person or persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Bursa Malaysia Depository Nominees Sdn. Bhd.) and includes a Depositor whose name appears on the Record of Depositors shall be treated as if he were a member pursuant to section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.</i>
Record of Depositors	A record provided by Central Depository to the Company under the Rules.	<i>Record of Depositors</i>	<i>A record provided by the Depository to the Company under Chapter 24.0 of the Rules.</i>
Rules	The Rules of the Central Depository and any appendices thereto made pursuant to the Central Depositories Act including any amendment thereof for the time being in force.	<i>Rules</i>	<i>The Rules of the Depository and any appendices thereto made pursuant to the Central Depositories Act including any amendment thereof for the time being in force.</i>

Securities Account	An account established by Central Depository for a Depositor for the recording of deposit of securities and for dealings in such securities by the Depositor.	<i>Securities Account</i>	<i>An account established by the Depository for a Depositor for the recording of deposits of securities and for dealings in such securities by the Depositor.</i>
--------------------	---	---------------------------	---

THAT all references to “Central Depository” throughout the Articles of Association of the Company be substituted with “Depository”.

THAT the WORDS defined in Article 2 be re-arranged in alphabetical order.

(2) Article 5(e) – Allotment of Shares

THAT the existing Article 5(e) which reads:-

every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in General Meeting and no Director shall participate in such issues of shares or options unless:-

- (i) the Members in General Meeting have approved of the specific allotment to be made to such Director; and
- (ii) he holds office in the Company in an executive capacity Provided Always that a Director not holding office in an executive capacity may so participate, in an issue of shares pursuant to a public issue or public offer.

be deleted in its entirety and substituting it with the following new Article 5(e):-

every issue of shares or options to employees and/or Directors shall be approved by the Members in General Meeting and no Director shall participate in such issues of shares or options unless the Members in General Meeting have approved of the specific allotment to be made to such Director.

(3) Article 6 – Allotment and despatch of notices of allotment for an issue

THAT the existing Article 6 which reads:-

Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall within the following period, allot and issue shares or securities, despatch notices of allotment to the allottees and make an application for the quotation of such shares or securities:

- (a) within fifteen (15) Market Days of the final applications closing date for, an issue of securities or such other period as may be prescribed by the Exchange for issue of securities to the public or a rights issue;

- (b) within ten (10) Market Days of the books closing date for a bonus issue or such other period as may be prescribed by the Exchange;
- (c) within ten (10) Market Days of the date of receipt of a notice of the exercise of an employee share option together with the requisite payment or such other period as may be prescribed by the Exchange;
- (d) within ten (10) Market Days of the date of receipt of a subscription form together with the requisite payment or such other period as may be prescribed by the Exchange.

be deleted in its entirety and substituting it with the following new Article 6:-

Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall within the following period, allot and issue shares or securities, despatch notices of allotment to the allottees and make an application for the quotation of such shares or securities:

- (a) *within eight (8) Market Days after the final applications closing date for a public issue or rights issue or such other period as may be prescribed or allowed by the Exchange;*
- (b) *within eight (8) Market Days after the books closing date for a bonus issue or such other period as may be prescribed or allowed by the Exchange;*
- (c) *in respect of a share scheme for employees, within eight (8) Market Days after the date of receipt of a notice of the exercise of the option together with the requisite payment or such other period as may be prescribed or allowed by the Exchange;*
- (d) *in respect of conversion or exercise of warrants or other convertible securities, within eight (8) Market Days after the date of receipt of a subscription form together with the requisite payment or such other period as may be prescribed or allowed by the Exchange.*

(4) Article 8 – Rights of Holders of Preference Shares

THAT the existing Article 8 which reads:-

Without prejudice to any special rights previously conferred on the Holders of any shares or class of shares already issued but subject to the provisions of the Act, the Central Depositories Act and the Rules and these Articles, 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. The total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time subject thereto and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. The Holder of a preference share shall have the same rights as a Holder of ordinary share as regards receiving notices, reports and audited accounts, and attending General Meetings of the Company. The Holder of a preference share shall be entitled to a return of capital in preference to Holders of ordinary shares when the Company is wound up. The Holder of a preference share shall also have the right to vote at any General Meeting convened for each of the following purposes:-

- (a) when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;

- (b) on a proposal to reduce the Company's share capital;
- (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
- (d) on a proposal that affects rights and privileges attaching to the preference shares;
- (e) on a proposal to wind up the Company; and
- (f) during the winding up of the Company.

be deleted in its entirety and substituting it with the following new Article 8:-

Without prejudice to any special rights previously conferred on the Holders of any shares or class of shares already issued but subject to the provisions of the Act, the Central Depositories Act and the Rules and these Articles, 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 and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. The Holder of a preference share shall have the same rights as a Holder of ordinary share as regards receiving notices, reports and audited accounts, and attending General Meetings of the Company. The Holder of a preference share shall also have the right to vote at any General Meeting convened for each of the following purposes:-

- (a) *when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;*
- (b) *on a proposal to reduce the Company's share capital;*
- (c) *on a proposal for the disposal of the whole of the Company's property, business and undertaking;*
- (d) *on a proposal that affects rights and privileges attaching to the preference shares;*
- (e) *on a proposal to wind up the Company; and*
- (f) *during the winding up of the Company.*

(5) Article 14 – Trusts not to be recognised

THAT the existing Article 14 which reads:-

Except as required by law and as provided under the Rules, no person (other than the Malaysian Central Depository Nominees Sdn Bhd) shall be recognised by the Company as holding any share or securities upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or securities or unit of share or securities or (except only as by these Articles, the Rules or by law otherwise provided) any other rights in respect of any share or securities except in an absolute right to the entirety thereof in the registered holder.

be amended by substituting the words “Malaysian Central Depository Nominees Sdn Bhd” appearing in line 2 of the Article with the words “Bursa Malaysia Depository Nominees Sdn Bhd” AND THAT the amended Article 14 shall read as follows:-

Except as required by law and as provided under the Rules, no person (other than the Bursa Malaysia Depository Nominees Sdn Bhd) shall be recognised by the Company as holding any share or securities upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or securities or unit of share or securities or (except only as by these Articles, the Rules or by law otherwise provided) any other rights in respect of any share or securities except in an absolute right to the entirety thereof in the registered holder.

(6) Article 30 – Suspension or closing of registration

THAT the existing Article 30 which reads:-

The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any year. At least twelve (12) clear Market Days’ notice of intention to close the said register shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. The said notice shall state the purpose or purposes for which the register is being closed. At least three (3) Market Days prior notice shall be given to the Central Depository to prepare the appropriate Record of Depositors Provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) Market Days prior notice shall be given to the Central Depository or such other notice period in accordance with the Rules to enable the Central Depository to issue the appropriate Record of Depositors.

be deleted in its entirety and substituting it with the following new Article 30:-

The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any year. At least ten (10) Market Days’ notice of intention to close the said Register of Members shall be given to the Exchange, stating the period and the purpose or purposes for which the Register of Members is being closed. In relation to the closure, the Company shall give written notice in accordance with the Rules to the Depository to prepare the appropriate Record of Depositors.

(7) Article 33(1) & (2) – Transmission of securities from Foreign Register

THAT the existing Article 33(1) & (2) which reads:-

(1) Where-

- (a) the securities of the Company are listed on an Approved Market Place; and
- (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 in respect of such securities,

the Company shall, upon request of such securities Holder, permit a transmission of securities held by such securities Holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as “the Foreign Register”), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as “the Malaysian Register”) subject to the following conditions:-

- (i) there shall be no change in the ownership of such securities; and
 - (ii) the transmission shall be executed by causing such securities to be credited directly into the Securities Account of such securities Holder.
- (2) Where the requirements of subparagraphs (1)(a) and (b) above are fulfilled the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.

be deleted in its entirety and substituting it with the following new marginal note and new Article 33:-

Article 33 – Transmission of securities

Where:-

- (a) the securities of the Company are listed on another stock exchange; and*
- (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 in respect of such securities,*

the Company shall, upon request of such securities Holder, permit a transmission of securities held by such securities Holder from the register of holders maintained by the Registrar in the jurisdiction of the other stock exchange, to the register of holders maintained by the Registrar in Malaysia and vice versa subject to the following conditions:-

- (i) there shall be no change in the ownership of such securities; and*
- (ii) the transmission shall be executed by causing such securities to be credited directly into the Securities Account of such securities Holder.*

(8) Article 61 – Notice of meeting

THAT the existing Article 61 which reads:-

Every notice convening General Meetings shall specify the place, the day and the hour of the General 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 General Meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting. Any notice of a General 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. 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 General Meeting shall be given by advertisement in the daily press and in writing to the Exchange and each stock exchange, if any, upon which the Company is listed, at the same time as shareholders are notified.

be amended by substituting the words “ the daily press” appearing in line 10 of the Article with the words “ at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper” and deleting the words “ at the same time as shareholders are notified” at the last line of the Article AND THAT the amended Article 61 shall read as follows:-

Every notice convening General Meetings shall specify the place, the day and the hour of the General 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 General Meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting. Any notice of a General 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. 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 General Meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange and each stock exchange, if any, upon which the Company is listed.

(9) Article 62(2) – Record of Depositors

THAT the existing Article 62(2) which reads:-

The Company shall also request the Central Depository in accordance with the Rules to issue a Record of Depositors as at a date not less than three (3) Market Days before the General Meeting (hereinafter referred to as “the General Meeting Record of Depositors”).

be amended by substituting the words “Central Depository” appearing in the first line and “a date” appearing in line 2 of the Article with the words “Depository” and “the latest date which is reasonably practicable which shall in any event be” respectively AND THAT the amended Article 62(2) shall read as follows:-

The Company shall also request the Depository in accordance with the Rules to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the General Meeting (hereinafter referred to as “the General Meeting Record of Depositors”).

(10) Article 63 – Business at meetings

THAT the existing Article 63 which reads:-

Subject always to the provisions of section 151 of the Act no business shall be transacted at an Extraordinary General Meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an Annual General Meeting other than business of which notice has been given aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the report of the Directors and auditors, the election of Directors, and the appointment and fixing of the remuneration of auditors.

be amended by inserting the words “approval of Directors’ fees,” immediately after the words “the report of the Directors and auditors,” appearing in line 6 of the Article AND THAT the amended Article 63 shall read as follows:-

Subject always to the provisions of section 151 of the Act no business shall be transacted at an Extraordinary General Meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an Annual General Meeting other than business of which notice has been given aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the report of the Directors and auditors, approval of Directors’ fees, the election of Directors, and the appointment and fixing of the remuneration of auditors.

(11) Article 64 – Requirement in notice calling meeting

THAT the existing Article 64 which reads:-

In every notice calling a General Meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him, and that a proxy may, but need not be a Member and that where a Member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. Where a Member is an Authorised Nominee, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

be amended by inserting the words “but not more than two (2) proxies,” immediately after the words “at least one (1) proxy,” appearing in line 7 of the Article AND THAT the amended Article 64 shall read as follows:-

In every notice calling a General Meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him, and that a proxy may, but need not be a Member and that where a Member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. Where a Member is an Authorised Nominee, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

(12) Article 76 – Voting rights of Members

THAT the existing Article 76 which reads:-

Subject to Article 62, a Member shall be entitled to be present and to vote at any General Meeting in respect of any share or shares upon which all calls due to the Company have been paid. Subject to this Article and any special rights or restrictions as to voting attached to any class or classes of shares, at any general meeting of the Company, each shareholder shall be entitled to vote in person or by proxy or by attorney and, on a show of hands, every person present who is a shareholder or a representative or proxy or attorney of a shareholder shall have one (1) vote and on a poll, every shareholder present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share held by him.

be deleted in its entirety and substituting it with the following new Article 76:-

Subject to Article 62, a Member shall be entitled to be present and to vote at any General Meeting in respect of any share or shares upon which all calls due to the Company have been paid. Subject to these Article and any special rights or restrictions as to voting attached to any class or classes of shares, at any General Meeting of the Company, each Member shall be entitled to vote in person or by proxy or by attorney or by duly authorised representative. On a resolution to be decided on a show of hands, every Member holding ordinary shares or preference shares who is present in person or by proxy or by attorney or by duly authorised representative and entitled to vote shall be entitled to one (1) vote and on a poll, every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share held by him.

(13) Article 79 – Form of proxy

THAT the existing paragraphs three, four and five under the Notes of the Article 79 which reads:-

A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meetings.

Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

be deleted in its entirety and substituting it with the following new paragraphs three, four and five under the Notes of the Article 79:-

A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.

Where a member appoints two (2) proxies the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.

Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

(14) Article 83 – Number of Directors

THAT the existing Article 83 which reads:-

All the Directors of the Company shall be natural persons and until otherwise determined by General Meeting the number of Directors shall be not less than two (2) nor more than twelve (12) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Director or Directors may except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a General Meeting of the Company.

be amended by deleting the words “All the Directors of the Company shall be natural persons and” appearing in the first line of the Article AND THAT the amended Article 83 shall read as follows:-

Until otherwise determined by General Meeting the number of Directors shall be not less than two (2) nor more than twelve (12) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Director or Directors may except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a General Meeting of the Company.

(15) Article 95 – When offices of Director deemed vacant

THAT the existing Article 95 which reads:-

Subject to sections 122(6) and (7) of the Act, the office of a Director shall become vacant if a Director:-

- (a) becomes bankrupt, has a receiving order in bankruptcy made against him or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a Director by reason of any order made under the Act or contravenes section 130 of the Act;
- (c) ceases to be a Director by virtue of the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
- (e) resigns his office by notice in writing to the Company and deposited at the Office;
- (f) is removed from his office of Director by resolution of the Company in General Meeting of which special notice has been given; or
- (g) is absent from more than fifty per centum (50%) of the total board of Directors’ meetings held during a financial year.

be deleted in its entirety and substituting it with the following new Article 95:-

Subject to sections 122(6) and (7) of the Act, the office of a Director shall become vacant if a Director:-

- (a) *becomes bankrupt, has a receiving order in bankruptcy made against him or makes any arrangement or composition with his creditors generally during his term of office;*

- (b) *becomes prohibited from being a Director by reason of any order made under the Act or contravenes section 130 of the Act;*
- (c) *ceases to be a Director by virtue of the Act;*
- (d) *becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;*
- (e) *resigns his office by notice in writing to the Company and deposited at the Office;*
- (f) *is removed from his office of Director by resolution of the Company in General Meeting of which special notice has been given;*
- (g) *is absent from more than fifty per centum (50%) of the total board of Directors' meetings held during a financial year; or*
- (h) *is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out below, within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be:*
 - (i) *of an offence in connection with the promotion, formation or management of a company;*
 - (ii) *of an offence involving fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or*
 - (iii) *of an offence under the Act or the securities laws as defined in the Listing Requirements.*

(16) Article 126 – Circular resolutions

THAT the existing Article 126 which reads:-

A resolution in writing signed by a majority of all Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director has an alternate, then such resolution may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in the like form, each signed by one or more Directors.

be deleted in its entirety and substituting it with the following new Article 126:-

A resolution in writing signed or approved by letter, telex, telegram, facsimile or other electronic means by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in the like form, each signed by one or more Directors or their alternates.

(17) Article 136 – To whom copies of profit and loss accounts etc. may be sent

THAT the existing Article 136 which reads:-

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 annual audited accounts, the Directors' and auditors' reports 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 be sent to every Member of and to every holder of debentures of the Company under the provision of the Act or of these presents. The requisite number of copies of each such documents as may be required by the Exchange and/or other stock exchange, if any, upon which the Company may be listed shall at the same time be likewise sent to the Exchange and/or such other stock exchange 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 Office.

be deleted in its entirety and substituting it with the following new Article 136:-

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 annual audited accounts, the Directors' and auditors' reports shall not exceed four (4) months. A copy of each such documents (including every document required by law to be annexed thereto) in printed form or in CD-ROM form or in such other form of electronic media, shall not less than twenty one (21) days before the date of the meeting be sent to every Member of and to every holder of debentures of the Company under the provision of the Act or of these presents. The requisite number of copies of each such documents as may be required by the Exchange and/or other stock exchange, if any, upon which the Company may be listed shall at the same time be likewise sent to the Exchange and/or such other stock exchange 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 Office. In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Members' request or such other period as may be prescribed by the Exchange.

(18) Article 149 – Payment by cheque

THAT the existing Article 149 which reads:-

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the Holder as shown in the Register of Members or the Record of Depositors (as the case may be) or to such person and to such address as the Holder may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.

be deleted in its entirety and substituting it with the following new Article 149:-

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the Holder as shown in the Register of Members or the Record of Depositors (as the case may be) or to such person and to such address as the Holder may in writing direct or by direct transfer or such other mode of electronic means (subject to the provision of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or other regulatory authorities) to the bank account of the Holders whose name appear in the Register of Members or the Record of Depositors respectively. Every such cheque or warrant or payment by direct transfer shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant or by such electronic means shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon has been forged or of any discrepancy given by the Member in the details of the bank account(s). Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.

(19) Article 162 – Alteration of Articles

THAT the existing Article 162 which reads:-

The Company shall not delete, amend or add to any of its existing Articles of Association which have been previously approved by the Exchange, unless prior written approval has been sought and obtained from the Exchange for such deletion, amendment or addition.

be deleted in its entirety and substituting it with the following new Article 162:-

Subject to the Act and prevailing Listing Requirements, the Company may by special resolution delete, alter or add to these Articles.

(20) Article 163(7) – Effect of Listing Requirements

THAT the existing Article 163(7) which reads:-

For the purpose of this articles, unless the context otherwise requires, “Listing Requirements” means the Listing Requirements of Kuala Lumpur Stock Exchange including any amendment to the Listing Requirements that may be made from time to time.

be amended by deleting the words “Listing Requirements of Kuala Lumpur Stock Exchange” appearing on line 2 of the Article and substituting with the words “Listing Requirements of Bursa Malaysia Securities Berhad” AND THAT the amended Article 163(7) shall read as follows:-

For the purpose of this articles, unless the context otherwise requires, “Listing Requirements” means the Listing Requirements of Bursa Malaysia Securities Berhad including any amendment to the Listing Requirements that may be made from time to time.

FURTHER INFORMATION

1. Responsibility Statement

This Circular has been reviewed and approved by the Directors of LDAUN and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

2. Material Contracts

LDAUN and its subsidiaries have not entered into any material contracts (not being contracts entered into in the ordinary course of business) within the 2 years immediately preceding the date of this Circular.

3. Material Litigation

Neither LDAUN nor its subsidiaries is engaged in any material litigation, claims or arbitration, either as a plaintiff or defendant, and the Directors of LDAUN do not know of any proceedings pending or threatened against LDAUN or its subsidiaries or of any facts likely to give rise to any proceedings which may materially affect the position and/or business of LDAUN and its subsidiaries.

4. Contingent Liabilities

Save as disclosed below, the Directors of LDAUN as at 28 May 2007 (being the latest practicable date prior to printing of this Circular) are not aware of any contingent liabilities, which upon becoming enforceable, may have a substantial impact on the profit or net assets of the LDAUN Group:-

- i. Bank Guarantees amounting to RM200,000.00 provided by LDCSB to BP Malaysia Sdn Bhd in relation to the supply of diesel for Bukit Bandaraya Shah Alam Project.
- ii. Performance Bond of RM1,649,044.65 provided by LDCSB to Jabatan Kerja Raya to guarantee the due performance of LDCSB.
- iii. Performance Bond of RM2,911,262.00 provided by LDCSB to Perbadanan Kemajuan Pertanian Selangor to guarantee the due performance of LDCSB.
- iv. Bank Guarantees amounting to RM27,010.00 provided by LDCSB to Jabatan Perkhidmatan Pembentukan (Tengah) in relation to the operation and maintenance of sewerage system and sewer networks for Perbadanan Kemajuan Pertanian Selangor Project.

5. Documents Available For Inspection

Copies of the following documents are available for inspection at the registered office of LDAUN at Wisma Lebar Daun, No. 2 Jalan Tengku Ampuan Zabedah J9/J, Seksyen 9, 40000 Shah Alam, Selangor Darul Ehsan, during the normal office hours on any working days from the date of this Circular up to the date of the forthcoming AGM:-

- (i) Memorandum and Articles of Association of LDAUN; and
- (ii) the audited consolidated accounts of LDAUN for the financial years ended 31 December 2005 and 31 December 2006 and the unaudited quarterly results for the first financial period ended 31 March 2007.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK