

**THIS NOTICE TO THE SHAREHOLDERS OF AVENUE CAPITAL RESOURCES BERHAD ("ACRB" OR "COMPANY"), HOLDERS OF THE IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS 2002/2007 OF RM1.00 NOMINAL VALUE EACH IN ACRB ("ICULS") AND HOLDERS OF THE WARRANTS 2002/2007 OF ACRB ("WARRANTS") IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all your shares in ACRB, ICULS or Warrants, you should at once hand this Notice to the agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

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**AVENUE CAPITAL RESOURCES BERHAD** (478-A)

**NOTICE IN RELATION TO THE SUSPENSION OF TRADING OF ACRB SHARES, ICULS AND WARRANTS AND CLOSURE OF BOOKS TO DETERMINE THE ACRB SHAREHOLDERS, ICULS HOLDERS AND WARRANT HOLDERS WHO WILL BE ENTITLED/SUBJECTED TO THE FOLLOWING:**

- (I) EXCHANGE OF ALL THE ACRB SHARES, ICULS AND WARRANTS WITH NEW ORDINARY SHARES OF RM1.00 EACH IN AVENUE INTERNATIONAL CAPITAL BERHAD ("AICB") ("AICB SHARES") PURSUANT TO A SCHEME OF ARRANGEMENT OF ACRB UNDER SECTION 176 OF THE COMPANIES ACT, 1965 ("ACT") ("EXCHANGE");**
- (II) DISTRIBUTION OF ASSETS IN SPECIE COMPRISING ALL THE ORDINARY SHARES OF RM1.00 EACH IN POS MALAYSIA & SERVICES HOLDINGS BERHAD HELD BY AICB TO ITS SHAREHOLDERS AFTER THE EXCHANGE, PURSUANT TO A REDUCTION OF CAPITAL OF AICB UNDER SECTION 64 OF THE ACT ("AICB DISTRIBUTION");**
- (III) CANCELLATION OF GOODWILL ARISING FROM THE EXCHANGE PURSUANT TO A REDUCTION OF CAPITAL OF AICB UNDER SECTION 64 OF THE ACT ("AICB CANCELLATION"); AND**
- (IV) CONSOLIDATION OF THE AICB SHARES AFTER THE AICB DISTRIBUTION AND AICB CANCELLATION BACK TO ITS PAR VALUE OF RM1.00 EACH ("AICB CONSOLIDATION")**

*Advised by*



**AVENUE SECURITIES SDN BHD** (682-X)

Last day for trading of ACRB shares, ICULS and Warrants	:	15 May 2006
Suspension of trading of ACRB shares, ICULS and Warrants	:	With effect from 9.00 a.m. on 16 May 2006
Books closure for the Exchange, AICB Distribution, AICB Cancellation and AICB Consolidation	:	22 May 2006

This Notice is dated 3 May 2006

## DEFINITIONS

Except where the context otherwise requires, the following definitions will apply throughout this Notice:

“ACRB”	: Avenue Capital Resources Berhad
“ACRB Group”	: ACRB and its existing subsidiaries and associated company
“ACRB Share(s)”	: Ordinary share(s) of RM1.00 each in ACRB
“Act”	: Companies Act, 1965
“AICB”	: Avenue International Capital Berhad
“AICB Cancellation”	: Cancellation of goodwill arising from the Exchange pursuant to a reduction of capital of AICB under Section 64 of the Act
“AICB Consolidation”	: Consolidation of the AICB shares after the AICB Distribution and AICB Cancellation back to its par value of RM1.00 each
“AICB Distribution”	: Distribution of assets in specie comprising all the PSH Shares held by AICB to its shareholders after the Internal Distribution and Exchange pursuant to a reduction of capital of AICB under Section 64 of the Act
“AICB Distribution, Cancellation & Consolidation”	: AICB Distribution, AICB Cancellation and AICB Consolidation, collectively
“AICB Share(s)”	: Ordinary share(s) of RM1.00 each in AICB
“Avenue”	: Avenue Securities Sdn Bhd
“Books Closure Date”	: Close of business at 5.00 p.m. on 22 May 2006, being the specific time and date set by ACRB for the purpose of determining the ACRB shareholders, ICULS holders and Warrant holders who will be entitled/subjected to the Exchange and the AICB Distribution, Cancellation & Consolidation
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“CDS”	: Central Depository System
“CDS Account”	: An account established by Bursa Depository for a depositor for the recording of deposit of securities and for dealings in such securities by the depositor
“ES-cum-Circular”	: Explanatory Statement-cum-Circular to ACRB shareholders, ICULS holders and Warrant holders in relation to inter-alia, the Reorganisation dated 9 November 2005
“Exchange”	: Exchange of all the ACRB Shares, ICULS and Warrants with new AICB Shares pursuant to a scheme of arrangement of ACRB under Section 176 of the Act
“High Court”	: High Court of Malaya
“ICULS”	: Irredeemable convertible unsecured loan stocks 2002/2007 of RM1.00 nominal value each in ACRB

## DEFINITIONS (*Cont'd*)

“Internal Distribution”	: Distribution of assets in specie comprising all the PSH Shares held by ACRB and all the shareholdings of ACRB in the Transferee Companies to AICB, pursuant to a reduction of capital of ACRB under Section 64 of the Act
“Listing Transfer”	: Transfer of the listing status of ACRB to AICB, such that ACRB will be delisted and AICB will assume the listing status of ACRB on the Main Board of Bursa Securities
“Market Day(s)”	: Day(s) on which the stock market of Bursa Securities is open for trading in securities
“MoF”	: Minister of Finance (Incorporated)
“PSH”	: Pos Malaysia & Services Holdings Berhad
“PSH Share(s)”	: Ordinary share(s) of RM1.00 each in PSH
“Reorganisation”	: Reorganisation exercise of ACRB Group involving the Exchange, Internal Distribution, AICB Distribution, Cancellation & Consolidation and Listing Transfer, collectively, as approved by the ACRB shareholders, ICULS holders and Warrant holders at the respective court-convened meetings and extraordinary general meeting held on 1 December 2005
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“SC”	: Securities Commission
“SICDA”	: Securities Industry (Central Depositories) Act, 1991
“Transferee Companies”	: Avenue, Muamalat Avenue Sdn Bhd ( <i>formerly known as Avenue Asset Management Services Sdn Bhd</i> ), Avenue Options and Futures Services Sdn Bhd, Avenue Invest Berhad ( <i>formerly known as Avenue Unit Trust Management Berhad</i> ) and ACRB Capital Sdn Bhd, collectively, all being subsidiaries and associated company of ACRB involved in the provision of financial services
“Warrants”	: Warrants 2002/2007 in ACRB

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**AVENUE CAPITAL RESOURCES BERHAD** (478-A)

**Registered Office:**  
Level 1, Bangunan Avenue  
8, Jalan Damansara Endah  
Damansara Heights  
50490 Kuala Lumpur

3 May 2006

**Board of Directors:**

Wee Hoe Soon @ Gooi Hoe Soon (*Executive Deputy Chairman*)  
Datuk Siti Maslamah binti Osman (*Non-Executive Director*)  
Tajuddin bin Atan (*Non-Executive Director*)  
Dato' Lim Tong Yong @ Lim Tong Yaim (*Non-Executive Director*)  
Datuk Dr. Baharun Azhar bin Raffiai (*Independent Non-Executive Director*)  
Ooi Giap Ch'ng (*Independent Non-Executive Director*)  
Lim Poh Seong (*Alternate Director to Dato' Lim Tong Yong @ Lim Tong Yaim*)

**To: The Shareholders, ICULS Holders and Warrant Holders of ACRB**

Dear Sir/Madam,

**NOTICE IN RELATION TO THE SUSPENSION OF TRADING OF ACRB SHARES, ICULS AND WARRANTS AND CLOSURE OF BOOKS TO DETERMINE THE ACRB SHAREHOLDERS, ICULS HOLDERS AND WARRANT HOLDERS WHO WILL BE ENTITLED/SUBJECTED TO THE FOLLOWING:**

- (I) EXCHANGE OF ALL THE ACRB SHARES, ICULS AND WARRANTS WITH NEW AICB SHARES PURSUANT TO A SCHEME OF ARRANGEMENT OF ACRB UNDER SECTION 176 OF THE ACT ("EXCHANGE");**
  - (II) DISTRIBUTION OF ASSETS IN SPECIE COMPRISING ALL THE PSH SHARES HELD BY AICB TO ITS SHAREHOLDERS AFTER THE EXCHANGE PURSUANT TO A REDUCTION OF CAPITAL OF AICB UNDER SECTION 64 OF THE ACT ("AICB DISTRIBUTION");**
  - (III) CANCELLATION OF GOODWILL ARISING FROM THE EXCHANGE PURSUANT TO A REDUCTION OF CAPITAL OF AICB UNDER SECTION 64 OF THE ACT ("AICB CANCELLATION"); AND**
  - (IV) CONSOLIDATION OF THE AICB SHARES AFTER THE AICB DISTRIBUTION AND AICB CANCELLATION BACK TO ITS PAR VALUE OF RM1.00 EACH ("AICB CONSOLIDATION")**
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## 1. INTRODUCTION

On 1 December 2005, the ACRB shareholders, ICULS holders and Warrant holders at the respective court convened meetings and extraordinary general meeting, approved all the resolutions pertaining to the Reorganisation, which includes inter-alia, the Exchange and the AICB Distribution, Cancellation & Consolidation. The full details of the Reorganisation have been disclosed to the ACRB shareholders, ICULS holders and Warrant holders in the ES-cum-Circular.

The Reorganisation has also been approved by the SC and Foreign Investment Committee (through the SC) on 29 September 2005. The approval-in-principle from Bursa Securities for the admission of AICB to the Official List of Bursa Securities and the listing of and quotation for the entire issued and paid-up share capital of AICB on the Main Board of Bursa Securities was obtained via its letter dated 18 January 2006.

The Reorganisation was sanctioned by the High Court on 28 April 2006 under Petition No. D7-26-1-2005. ACRB and AICB will report to the High Court on the final amount of the issued and paid-up share capital of ACRB and AICB to be reduced pursuant to the Reorganisation.

As set out in the ES-cum-Circular, the Reorganisation encapsulates the following:

- (i) The Exchange, in which all the ACRB Shares, ICULS and Warrants shall be exchanged with new AICB Shares pursuant to a scheme of arrangement of ACRB under Section 176 of the Act, based on the following ratios:
  - (a) One (1) AICB Share for every one (1) ACRB Share held;
  - (b) One (1) AICB Share for every one (1) ICULS held;
  - (c) One (1) AICB Share for every ten (10) Warrants held;
- (ii) The Internal Distribution, which entails the distribution of assets in specie by ACRB to AICB, comprising 78,545,166 PSH Shares held by ACRB and all the shareholdings of ACRB in the Transferee Companies, pursuant to a reduction of capital of ACRB under Section 64 of the Act;
- (iii) The AICB Distribution, which entails the distribution of assets in specie by AICB to all its shareholders, comprising 78,545,166 PSH Shares, pursuant to a reduction in the share capital of AICB under Section 64 of the Act;
- (iv) The AICB Cancellation, wherein the goodwill arising from the Exchange shall be cancelled pursuant to a reduction of capital of AICB under Section 64 of the Act;
- (v) The AICB Consolidation, in which all the AICB shares after the AICB Distribution and AICB Cancellation, shall be consolidated back to its par value of RM1.00 each; and
- (vi) The Listing Transfer, wherein the listing status of ACRB shall be transferred to AICB, such that ACRB will be delisted and AICB will assume the listing status of ACRB on the Main Board of Bursa Securities.

Pursuant to the Listing Transfer, ACRB shall be delisted from the Main Board of Bursa Securities and AICB will be listed in its place. In this respect, the new AICB Shares to be issued pursuant to the Exchange shall be traded on the Main Board of Bursa Securities upon its listing on the Main Board of Bursa Securities. As such, upon completion of the Reorganisation, all the existing ACRB Shares, ICULS and Warrants will **CEASE TO BE VALID FOR DELIVERY TO BURSA SECURITIES AND FOR DEPOSIT INTO CDS ACCOUNTS.**

**THE PURPOSE OF THIS NOTICE IS TO PROVIDE YOU WITH DETAILS OF THE SUSPENSION OF THE ACRB SHARES, ICULS AND WARRANTS AND BOOKS CLOSURE FOR THE EXCHANGE AND THE AICB DISTRIBUTION, CANCELLATION & CONSOLIDATION. NO ACTION IS REQUIRED ON YOUR PART.**

## **2. NOTICE OF BOOKS CLOSURE**

ACRB has given notice of the Exchange and the AICB Distribution, Cancellation & Consolidation to its stockholders by way of an announcement to Bursa Securities on 2 May 2006 and an advertisement in The News Straits Times on 3 May 2006.

The entitlement of the stockholders of ACRB to the Exchange and the AICB Distribution, Cancellation & Consolidation shall only be in respect of the following:

- (i) ACRB Shares, ICULS and/or Warrants transferred into the depositors' CDS Accounts before 4.00 p.m. on 22 May 2006 in respect of transfers;
- (ii) ACRB Shares, ICULS and/or Warrants deposited into the depositors' CDS Accounts before 12.30 p.m. on 18 May 2006 in respect of securities which are exempted from mandatory deposit;
- (iii) Outstanding ICULS and Warrants validly converted/exercised into new ACRB Shares and credited into the depositors' CDS Accounts by 22 May 2006; and
- (iv) ACRB Shares, ICULS and Warrants bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed all securities of ACRB to be deposited with the CDS. In consequence thereof, all dealing in ACRB Shares, ICULS and Warrants are and will be carried out in accordance with the SICDA and the Rules of Bursa Depository. Bursa Securities has also prescribed the securities of PSH to be deposited with the CDS pursuant to Section 14(1) of the SICDA. As such, the dealings in PSH Shares with respect to the AICB Distribution will be carried out in accordance with the SICDA and the Rules of Bursa Depository.

Pursuant to the Listing Transfer, Bursa Securities has also prescribed AICB as a CDS counter pursuant to Section 14(1) of the SICDA. All the AICB Shares shall therefore, be deposited under CDS and all dealings in AICB Shares shall be governed under the SICDA and the Rules of Bursa Depository.

## **3. NOTICE OF RECALL IN RESPECT OF THE ACRB SHARES, ICULS AND WARRANTS**

### **3.1 Existing ACRB Shares, ICULS and/or Warrants already deposited in the CDS accounts**

Stockholders of ACRB whose existing ACRB Shares, ICULS and/or Warrants are already deposited in their respective CDS Accounts maintained with Bursa Depository on the Books Closure Date are advised that their existing ACRB Shares, ICULS and Warrants will be entitled/subjected to the Exchange and the AICB Distribution, Cancellation & Consolidation, and that they are not required to take any action.

All the ACRB Shares, ICULS and Warrants deposited in the CDS Accounts of the stockholders as at the Books Closure Date will be debited from the respective CDS Accounts. Correspondingly, the new AICB Shares to be issued pursuant to the Exchange and PSH Shares to be distributed pursuant to the AICB Distribution will be credited directly into the same CDS Accounts of the respective stockholders.

**3.2 Existing ACRB Shares, ICULS and/or Warrants not deposited with Bursa Depository and transferred to MoF pursuant to Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act, 1998 ("SICDA Amendment Act")**

Pursuant to Section 29 of the SICDA Amendment Act, stockholders who held undeposited securities in ACRB were required to deposit their securities with Bursa Depository by 1 December 1998 unless otherwise exempted from mandatory deposit. All existing securities in ACRB not deposited with Bursa Depository by 1 December 1998 and which are not exempted from mandatory deposit, would have been transferred to MoF pursuant to Section 29 of the SICDA Amendment Act. The deadline for appeal to the SC to reclaim those securities transferred to MoF has expired on 31 May 2000.

All the ACRB Shares, ICULS and/or Warrants that have been transferred to MoF will be entitled/subjected to the Exchange and the AICB Distribution, Cancellation & Consolidation. As such, stockholders of those securities in ACRB will have to recover the AICB Shares and PSH Shares from MoF.

Pursuant to Section 29(5) of the SICDA Amendment Act, MoF has the authority to sell or dispose any such unclaimed securities and the proceeds thereon shall be dealt with in accordance with the Unclaimed Monies Act, 1965.

Stockholders of ACRB who have failed to appeal to the SC to reclaim those securities transferred to MoF by 31 May 2000, may submit their claims to the Register of Unclaimed Monies to recover the proceeds from the sale of their unclaimed securities, after the sale has been carried out by MoF. However, a written confirmation from the SC is required before any claim is made to the Register of Unclaimed Monies.

Stockholders of the exempted securities are advised to refer to the Company's Share Registrar (details as set forth in Section 9 below) for further instructions on the procedures pertaining to their entitlements under the Exchange and the AICB Distribution, Cancellation & Consolidation.

**4. ALLOTMENT OF THE NEW AICB SHARES AND DISTRIBUTION OF PSH SHARES**

The new AICB Shares and PSH Shares will be allotted and transferred to the entitled stockholders of ACRB not later than fifteen (15) Market Days after ACRB and AICB report to the High Court on the final amount of the issued and paid-up share capital of ACRB and AICB to be reduced pursuant to the Reorganisation, which will take place as soon as practicable after the Books Closure Date. Pending the allotment of the new AICB Shares, the entitled stockholders of ACRB shall continue to be a shareholder, ICULS holder and/or Warrant holder of ACRB (as applicable).

No physical share certificate will be issued to the entitled stockholders of ACRB in respect of the AICB Shares and PSH Shares. Notice of allotment of the new AICB Shares and notice of transfer of the PSH Shares will be despatched to the respective entitled stockholders of ACRB whose names appear on the Record of Depositors of ACRB at the close of business on 5 p.m. at 22 May 2006, by ordinary post at the entitled stockholders' own risk, as soon as practicable after the allotment of the new AICB Shares and transfer of the PSH Shares.

The new AICB Shares to be issued pursuant to the Exchange, shall upon allotment and issue, rank *pari passu* with the then existing issued and paid-up AICB Shares save and except that they shall not be entitled to any dividends, rights, allotment and/or other distributions, the entitlement date of which is prior to the date of allotment of the new AICB Shares. However, the new AICB Shares to be issued pursuant to the Exchange will be entitled/subjected to the AICB Distribution, Cancellation & Consolidation, notwithstanding that the entitlement date of the AICB Distribution, Cancellation & Consolidation precedes the date of allotment of the new AICB Shares.



**5. NOTICE OF SUSPENSION OF TRADING**

Trading of the ACRB Shares, ICULS and Warrants on the Main Board of Bursa Securities will be suspended from 16 May 2006 (being three (3) clear Market Days immediately before the Books Closure Date) to facilitate the Reorganisation. As such, the last day of trading for ACRB Shares, ICULS and Warrants on the Main Board of Bursa Securities is 15 May 2006. The suspension will continue until the listing of and quotation for the new AICB Shares to be issued pursuant to the Exchange on the Main Board of Bursa Securities, which is expected to take place in June 2006.

**6. TRADING OF THE NEW AICB SHARES**

Trading of the new AICB Shares to be issued pursuant to the Exchange shall take place on the date of the listing of and quotation for the new AICB Shares on the Main Board of Bursa Securities.

**7. DIRECTORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Board of Directors of ACRB and AICB and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making 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 herein misleading.

**8. FURTHER INFORMATION**

The ACRB shareholders, ICULS holders and Warrant holders are requested to refer to the ES-cum-Circular for further information on the Reorganisation.

**9. ENQUIRIES**

All enquiries concerning the Notice should be addressed to the Share Registrar of ACRB and AICB at:

PFA Registration Services Sdn Bhd  
Level 13 Uptown 1  
No. 1 Jalan SS21/58  
Damansara Uptown  
47400 Petaling Jaya  
Selangor Darul Ehsan  
Tel: (603) 7725 4888  
Fax: (603) 7722 2311

Yours faithfully

For and on behalf of

**AVENUE CAPITAL RESOURCES BERHAD**

**WEE HOE SOON @ GOOI HOE SOON**

Executive Deputy Chairman