

Shareholders' Statistics

AS AT 31 MARCH 2000

SHARE CAPITAL

Authorised	–	RM500,000,000
Issued and Fully Paid-up	–	RM336,000,000
Class of Shares	–	Ordinary shares of RM0.50 each
Voting Rights	–	1 vote per ordinary share

TWENTY LARGEST SHAREHOLDERS

Name	No. of Shares Held	%
1. Tan Chong Consolidated Sdn Bhd	130,266,662	19.3849
2. CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Chong Consolidated Sdn Bhd	100,000,000	14.8810
3. The Central Depository (Pte) Limited	93,635,832	13.9339
4. Mayban Nominees (Tempatan) Sdn Bhd Tan Chong Consolidated Sdn Bhd	45,000,000	6.6964
5. Cartaban Nominees (Asing) Sdn Bhd Daiwa Securities SB Capital Markets Co Ltd for Nissan Motor Co Ltd	37,333,324	5.5556
6. Employees Provident Fund Board	22,373,000	3.3293
7. CIMSEC Nominees (Tempatan) Sdn Bhd Allied Investments Limited for Tan Chong Consolidated Sdn Bhd	20,000,000	2.9762
8. Mayban Nominees (Tempatan) Sdn Bhd Pledged Sec A/C Tan Chong Consolidated Sdn Bhd	9,000,000	1.3393
9. HSBC Nominees (Asing) Sdn Bhd TMIS for United Nations Joint Staff Pension Fund	7,931,000	1.1802
10. HSBC Nominees (Asing) Sdn Bhd UBS AG EX UBS for Pacific Investment Fund	7,576,000	1.1274
11. HSBC Nominees (Asing) Sdn Bhd CMB LDN for The Malaysia Fund Incorporated	3,697,000	0.5501
12. HLG Nominee (Asing) Sdn Bhd Dao Heng Bank Ltd for Boronia Corporation	3,690,000	0.5491
13. Chase Malaysia Nominees (Asing) Sdn Bhd Emerging Markets Growth Fund	3,570,000	0.5312
14. HSBC Nominees (Asing) Sdn Bhd Meespierson SG for Sommerset Assets Limited	3,288,993	0.4894
15. Tan Kim Hor	3,074,834	0.4576
16. Bank Simpanan Nasional	2,873,000	0.4275
17. Citicorp Nominees (Asing) Sdn Bhd MLPFS for Hang Chooi Seng	2,515,000	0.3742
18. Prudential Assurance Malaysia Berhad	2,281,000	0.3394
19. Cartaban Nominees (Asing) Sdn Bhd SSBT Fund ZV3M for IFC Emerging Markets Fund-Malaysia	1,935,500	0.2880
20. Mayban Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Eng Hwa	1,700,000	0.2530
	501,741,145	74.6638

Shareholders' Statistics (Cont'd)

AS AT 31 MARCH 2000

ANALYSIS BY SIZE OF HOLDINGS

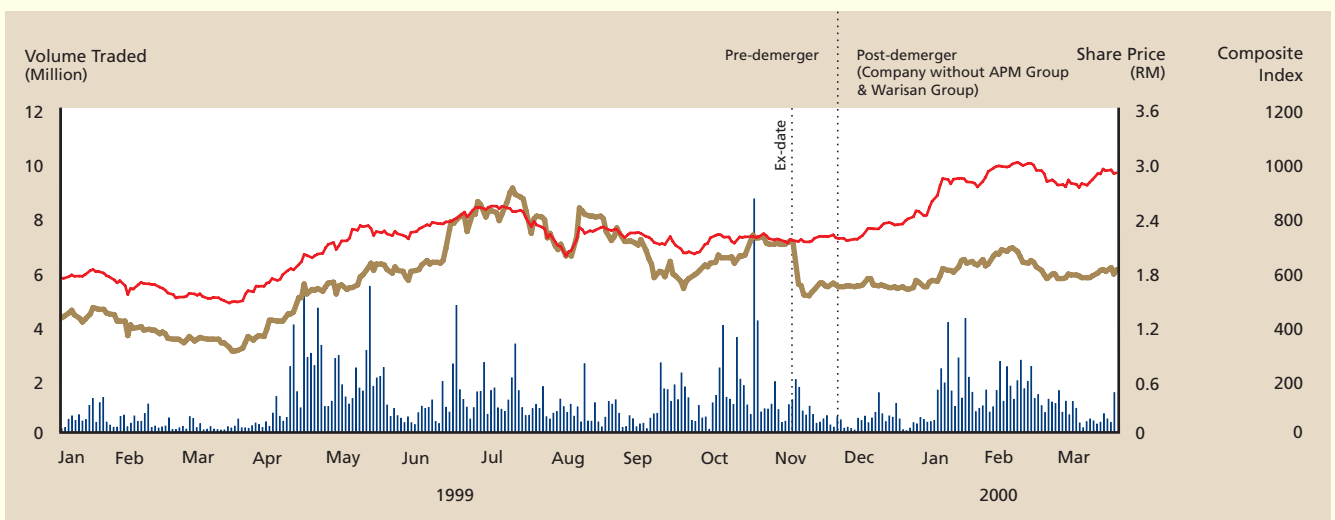
Size of Holdings	No. of Holders	%	No. of Shares Held	%
1 – 499	212	1.1979	25,729	0.0038
500 – 5,000	13,718	77.5160	30,186,936	4.4921
5,001 – 10,000	1,927	10.8888	16,562,531	2.4647
10,001 – 100,000	1,614	9.1202	45,814,496	6.8176
100,001 – 1,000,000	192	1.0849	59,817,063	8.9013
Above 1,000,000	34	0.1921	519,593,245	77.3204
	17,697	100.0000	672,000,000	100.0000

SUBSTANTIAL SHAREHOLDERS (as per Register of Substantial Shareholders)

Name	No. of Shares Held	%
1. Tan Chong Consolidated Sdn Bhd	304,266,662*	45.28
2. Nissan Motor Co Ltd	37,333,324	5.56
3. Employees Provident Fund Board	24,392,000	3.63

* Dato' Tan Kim Hor, Dato' Tan Heng Chew, Dr Tan Ban Leong, Messrs Tan Beng Keong, Tan Boon Pun, Tan Eng Soon, Tan Hoe Pin, Dr Tan Kang Leong and Mr Tan Kheng Leong are deemed interested in the shares held by Tan Chong Consolidated Sdn Bhd by virtue of Section 6A of the Companies Act, 1965, and consequently are substantial shareholders of Tan Chong Motor Holdings Berhad.

TAN CHONG MOTOR HOLDINGS BERHAD Daily Share Prices & Volume Traded on KLSE



Volume Traded
(number of shares traded for the day)

Share Price
(closing price for the day)

KLSE Composite Index
(closing index for the day)

TERMS OF REFERENCE

1. Membership

The Audit Committee shall be appointed by the Board amongst the Directors of the Company and shall consist of not less than 3 members, a majority of whom shall be Non-executive Directors. A quorum shall be 2 members.

The Chairman of the Audit Committee shall be appointed by the members of the Committee and must be a Non-executive Director.

2. Attendance at Meetings

The Finance Director and Head of Internal Audit shall attend Audit Committee meetings.

The external Auditor or his representative has the right to appear and be heard at any meeting of the Audit Committee. The external Auditor shall appear before the Audit Committee when required to do so by the Committee.

The Audit Committee shall meet with the external Auditor without any officers of the Company present once a year.

The Company Secretary shall be the Secretary of the Audit Committee.

3. Frequency of Meetings

Audit Committee meetings shall be held not less than three times a year.

The external Auditor may request an Audit Committee meeting if he considers that one is necessary. The Chairman of the Audit Committee, upon the request of the external Auditor, shall convene a meeting of the Audit Committee to consider any matters the external Auditor believes should be brought to the attention of the Directors or Shareholders.

4. Reporting Procedures

The Secretary shall circulate the minutes of meetings of the Audit Committee to all members of the Board.

5. Authority

The Audit Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any

employee and all employees are directed to co-operate with any request made by the Committee.

The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. Duties & Responsibilities

The following are the duties and responsibilities of the Audit Committee:

- To consider the appointment of the external Auditor, the audit fee and any questions of resignation or dismissal;
- To discuss with the external Auditor, before the audit commences, the nature and scope of the audit and ensure co-ordination where more than one audit firm is involved;
- To review the quarterly and annual financial statements before submission to the Board, focusing particularly on:
 - any changes in accounting policies and practices
 - major judgemental areas
 - significant adjustments resulting from the audit
 - the going concern assumption
 - compliance with accounting standards
 - compliance with stock exchange and legal requirements
- To discuss problems and reservations arising from the interim and final audits, and any matters the external Auditor may wish to discuss (in the absence of management, if necessary);
- To review the internal audit programme, consider the major findings of internal audit investigations and management's response and ensure co-ordination between the internal and external Auditors;
- To keep under review the effectiveness of internal control systems and, in particular, review the external Auditor's management letter and management's response; and
- To consider other matters as may be agreed to by the Audit Committee and the Board of Directors.

Group Properties

Location	Description	Land Area (sq feet)	Tenure/ Expiry Date	Net Book Value (RM million)	Age of Building (years)
249 Jalan Segambut 51200 Kuala Lumpur	Assembly plant, offices, workshop & vehicle storage yard	806,557	Leasehold 14.01.2073	36.16	24
		77,662	Leasehold 20.04.2068	3.33	
Lot 10230 Mukim of Batu Jalan Segambut 51200 Kuala Lumpur	Vacant land	14,514	Freehold	0.55	
Lot 49970 Mukim of Batu Jalan Segambut 51200 Kuala Lumpur	Vacant land	4,514	Freehold	0.17	
Lot 49972 Mukim of Batu Jalan Segambut 51200 Kuala Lumpur	Vacant land	17,177	Freehold	0.65	
Lot 49393 Jalan Segambut 51200 Kuala Lumpur	Vacant land	2,886	Leasehold 20.04.2068	0.03	
P.T. 7702 Jalan Segambut 51200 Kuala Lumpur	Vehicle storage yard	133,064	Freehold	6.00	
Lot 4185 Jalan Segambut 51200 Kuala Lumpur	Office & factory	147,066	Freehold	8.00	7
Lot 43097 Mukim of Batu Off Jalan Segambut 51200 Kuala Lumpur	Warehouse & vehicle storage yard	339,456	Leasehold 27.01.2074	1.54	2
327, 3 ³ / ₄ Miles Jalan Segambut 51200 Kuala Lumpur	Pre-delivery inspection centre	114,187	Leasehold 04.07.2065	3.63	33
Lot 1474 Jalan Segambut 52000 Kuala Lumpur	Vehicle storage yard	89,659	Freehold	3.10	
Lot 1475 Jalan Segambut 52000 Kuala Lumpur	Vehicle storage yard	116,959	Freehold	3.83	
Lot 1249 Jalan Segambut 52000 Kuala Lumpur	Vehicle storage yard	111,646	Freehold	4.48	

Group Properties (Cont'd)

Location	Description	Land Area (sq feet)	Tenure/ Expiry Date	Net Book Value (RM million)	Age of Building (years)
582, 3½ Miles, Jalan Ipoh 51200 Kuala Lumpur	Office, vehicle storage bay & showroom	19,752	Freehold	2.15	20
62 – 68 Jalan Ipoh 51200 Kuala Lumpur	Showroom & office	7,533	Freehold	6.56	44
21 Jalan Ipoh Kecil 50350 Kuala Lumpur	Head office building	7,571	Freehold	2.66	14
Lot 1388 Jalan Seri Amar 50350 Kuala Lumpur	Levelled commercial land for rental	22,184	Freehold	12.72	
Lot UG01, Kompleks Wilayah 2 Jalan Munshi Abdullah 50100 Kuala Lumpur	Showroom & office	4,827	Freehold	1.92	16
Lot UG04 – 06, Kompleks Wilayah 2 Jalan Munshi Abdullah 50100 Kuala Lumpur	Showroom & office	602	Freehold	0.43	16
LG045 Sungei Wang Plaza Jalan Bukit Bintang 55100 Kuala Lumpur	Retail lot for rental	621	Freehold	0.50	20
8C-3-2 Sri Murni Condominium 8 Lorong Kota 4 Bukit Ledang 50480 Kuala Lumpur	Apartment for rental	1,938	Freehold	0.61	6
Plot 28, Sec 52, Jalan Pudu 55100 Kuala Lumpur	Car showroom	1,600	Leasehold 23.03.2075	0.49	15
Plot 29, Sec 52, Jalan Pudu 55100 Kuala Lumpur	Office & upper floors for rental	1,600	Leasehold 23.03.2075	0.50	15
34 Jalan Sibu 17, Taman Wahyu 68100 Kuala Lumpur	Office, warehouse & industrial building for rental	3,600	Leasehold 25.12.2078	0.20	18
35 Jalan Sibu 17, Taman Wahyu 68100 Kuala Lumpur	Office, warehouse & industrial building for rental	3,600	Leasehold 25.12.2078	0.25	18

Group Properties (Cont'd)

Location	Description	Land Area (sq feet)	Tenure/ Expiry Date	Net Book Value (RM million)	Age of Building (years)
36 Jalan Sibu 17, Taman Wahyu 68100 Kuala Lumpur	Office, warehouse & industrial building for rental	5,632	Leasehold 25.12.2078	0.31	18
Lot 3 Jalan Perusahaan Satu Batu Caves, 68100 Selangor	Factory, warehouse & offices	425,630	Leasehold 05.09.2074	15.99	17
142 Jalan SBC 3 Taman Sri Batu Caves 68100 Batu Caves, Selangor	Shoplot for rental	2,512	Freehold	1.58	1
117 – 119 Jalan SS15/5 47500 Subang Jaya	Showroom & offices for rental	3,520	Freehold	0.83	19
Lot 7834 Sungai Rasa Jalan Batu Tiga Lama 41300 Klang, Selangor	Factory for rental	63,368	Freehold	5.12	9
53 & 55 Jalan Satu Kawasan 16 Off Jalan Batu Tiga (Berkeley Town Centre) 41150 Klang, Selangor	Showroom & offices for rental	4,508	Freehold	0.82	17
P.T. 10451 Mukim Serendah Daerah Hulu Selangor	Industrial land for rental	2,178,020	Leasehold 24.04.2095	8.85	
63, 63A & 63B Jalan Tun Perak 75300 Melaka	Showroom, office, store and workshop	18,252	Leasehold 02.07.2052	1.62	33
36 Jalan IMJ 5 Taman Industry Malim Jaya 75050 Malacca	Shoplot for rental	9,587	Leasehold 18.11.2095	0.44	5
260 Jalan Tun Dr Ismail 70200 Seremban Negeri Sembilan	Showroom & office	19,376	Freehold	1.94	15
Lot 151 Jalan Lombong Emas 6 Seremban Light Industrial Park 70200 Seremban, Negeri Sembilan	Workshop & spare parts store	33,121	Leasehold 06.04.2090	1.30	3

Group Properties (Cont'd)

Location	Description	Land Area (sq feet)	Tenure/ Expiry Date	Net Book Value (RM million)	Age of Building (years)
Lot 1599 Bandar Penggaram Jalan Zabedah 83000 Batu Pahat, Johor	Commercial land for rental	53,933	Freehold	1.40	
Lot 690 & 691 14 & 15 Jalan Tuanku Mokhtar Ismail 86000 Kluang, Johor	Shoplots for rental	1,680	Leasehold 11.02.2052	0.42	43
		1,680	Leasehold 02.02.2052		
Lot 7348, 27 Jalan Tun Abd Razak Susur 2, 80100 Johor Bahru, Johor	Showroom, office & offices for rental	18,295	Freehold	2.68	6
Plot 157 Jalan Angkasa Mas 6 Kawasan Perindustrial Tebrau II 81100 Johor Bahru, Johor	Office & workshop	87,120	Leasehold 25.10.2053	1.67	4
A7348 Jalan Berserah 25300 Kuantan, Pahang	Showroom, office, warehouse and workshop	44,420	Freehold	5.95	16
10B Kayangan Apartment 69000 Genting Highlands, Pahang	Apartment for rental	3,250	Freehold	0.33	19
Lot 31036 & 31037 Jalan Kuala Kangsar 30010 Ipoh, Perak	Showroom, office, workshop & spare parts store	40,292	Leasehold 24.09.2894	1.31	14
Plot 70 Kinta Jaya Light Industrial Park 30250 Ipoh, Perak	Office & workshop	4,887	Leasehold 01.03.2095	0.26	3
Lot 30502 Jalan Sultan Iskandar Shah 30000 Ipoh, Perak	Workshop for rental	6,806	Freehold	0.36	27
204 Jalan Sultan Iskandar Shah 30000 Ipoh, Perak	Shoplot for rental	1,740	Freehold	0.36	24
Lot 5688 Parit Buntar Industrial Park 34200 Perak	Levelled industrial land for rental	174,240	Leasehold 28.11.2044	0.30	

Group Properties (Cont'd)

Location	Description	Land Area (sq feet)	Tenure/ Expiry Date	Net Book Value (RM million)	Age of Building (years)
478 – 481 Taman Kota Jaya Jalan Kampong Dew 34700 Simpang, Taiping, Perak	Shoplots for rental	9,091	Leasehold 16.11.2065	0.77	19
119 Jalan Changkat Jong 36000 Teluk Intan, Perak	Shoplot for rental	2,979	Freehold	0.20	20
Lot 2224 Jalan Changkat Jong 36000 Teluk Intan, Perak	Levelled industrial land for rental	26,299	Freehold	0.49	
39 Jalan Durian Taman Kampar Jaya 31900 Kampar, Perak	Shoplot for rental	3,088	Leasehold 23.11.2060	0.18	16
41 Jalan Durian Taman Kampar Jaya 31900 Kampar, Perak	Shoplot for rental	1,600	Leasehold 23.11.2060	0.15	16
Plot 12 & 13 Slim Indah 35800 Slim River, Perak	Shoplots for rental	5,821	Leasehold 20.03.2082	0.23	16
Plot 25 & 26 Juru Industrial Park Juru Seberang Prai Tengah 14000 Pulau Pinang	Showroom & office	4,800	Freehold	0.36	2
23 Weld Quay/274 Victoria Street 10300 Pulau Pinang	Showroom & office for rental	17,967	Freehold	6.67	27
127 Jalan Petani 10150 Pulau Pinang	Spare parts store & workshop	10,882	Freehold	0.92	13
1461 Jalan Besar, Sg Jawi 13700 Seberang Prai Selatan Pulau Pinang	Shoplot for rental	3,850	Freehold	0.24	13
996 Jalan Baru 13700 Seberang Prai Pulau Pinang	Showroom, workshop & spare parts centre	85,900	Freehold	4.14	15
267 Jalan Baru 01000 Kangar, Perlis	Shoplot for rental	2,126	Leasehold 07.02.2083	0.27	15

Group Properties (Cont'd)

Location	Description	Land Area (sq feet)	Tenure/ Expiry Date	Net Book Value (RM million)	Age of Building (years)
1 Jalan Tunggal 01000 Kangar, Perlis	Shoplot for rental	2,987	Leasehold 07.02.2083	0.33	15
27, 29 & 30D Seberang Jalan Putra Mergong 05150 Alor Setar, Kedah	Showroom, office & workshop for rental	5,600	Freehold	0.94	29
96J Jalan Seberang Putra 05150 Alor Setar, Kedah	Office, warehouse, showroom & workshop	24,383	Leasehold 09.04.2031	0.87	9
2838 Jalan Temenggong 15000 Kota Baru, Kelantan	Building for rental	14,748	Freehold	1.25	33
Plot 3 (TL207528934) Jalan Tun Mustapha 87015 Labuan, Sabah	Showroom, office, workshop & warehouse	129,240	Leasehold 31.12.2042	2.25	2
5 ³ / ₄ Miles (CLO15333936) Jalan Tuaran, Inanam 88300 Kota Kinabalu, Sabah	Office & workshop	20,790	Leasehold 31.08.2026	1.24	6
5 ¹ / ₂ Miles (CLO15328695) Jalan Tuaran, Inanam 88300 Kota Kinabalu, Sabah	Showroom, office, workshop & spare parts centre	99,490	Leasehold 31.12.2025	2.75	17
Lot 242 Jalan Abell 93100 Kuching, Sarawak	Showroom, office & workshop	14,500	Leasehold 31.12.2024	0.75	22
Lot 869 Section 66 Jalan Kemajuan Pending Industrial Estate 93450 Kuching, Sarawak	Showroom, office, workshop, store & vehicle storage yard	32,668	Leasehold 31.12.2034	0.57	4

I/We _____
 of (address) _____

being a member/members of TAN CHONG MOTOR HOLDINGS BERHAD, hereby appoint (Name of Proxy/Proxies/Corporate Representative)

_____ ,
 or failing him (name) _____ of (address) _____

or failing the abovenamed proxy/proxies/corporate representative, the Chairman of the meeting, as my/our proxy to vote for me/us on my/our behalf at the Twenty-Eighth Annual General Meeting of the Company to be held at 3rd Floor, 21 Jalan Ipoh Kecil, 50350 Kuala Lumpur, Malaysia on Wednesday 24 May 2000 at 11:00 a.m., and at any adjournment thereof, as indicated below:

		For	Against
Resolution 1	Reports and Accounts		
Resolution 2	Dato' Tan Kim Hor		
Resolution 3	Dato' Tan Heng Chew		
Resolution 4	Encik Azman bin Badrillah		
Resolution 5	Directors' fees		
Resolution 6	Auditors		
Resolution 7	Amendments to the Articles of Association and Adoption of New Articles of Association		

(If you wish to instruct your proxy how to vote, insert a tick in the appropriate box. Subject to any voting instructions so given, the proxy will vote, or may abstain from voting on any resolution as he may think fit.)

If the member is an individual :

_____ No. of shares held: _____
 Signature Date: _____

If the member is a corporation:

The Common Seal of _____
 was hereunto affixed in accordance with its
 Articles of Association in the presence of



_____ No. of shares held: _____
 Director Director/Secretary Date: _____

Notes:

1. A member entitled to vote is entitled to appoint a proxy or proxies (but not more than two) to attend and vote for him. A proxy need not be a member of the Company, and, where there are two proxies, the number of shares to be represented by each proxy must be stated.
2. In the case of a corporation, the form of proxy appointing a corporate representative must be executed under seal or under the hand of an officer or attorney duly authorised.
3. To be valid, the form of proxy must be deposited at the Registered Office of the Company, 62 - 68 Jalan Ipoh, 51200 Kuala Lumpur, Malaysia, not less than forty-eight hours before the time appointed for the meeting.

First fold

Affix
stamp
here

The Company Secretary
TAN CHONG MOTOR HOLDINGS BERHAD
62 - 68 Jalan Ipoh
51200 Kuala Lumpur
Malaysia

Second fold