
15. STATUTORY AND OTHER GENERAL INFORMATION

15.1 SHARE CAPITAL

- (i) No shares will be allotted or issued on the basis of this Prospectus later than twelve (12) months after the date of this Prospectus.
- (ii) There are no founder, management or deferred shares. There is only one (1) class of shares in the Company, namely ordinary shares of RM1.00 each, all of which rank pari passu with one another.
- (iii) No person has been or is entitled to be given an option to purchase or subscribe for any shares, stocks or debentures of the Company or its Group.
- (iv) Save as disclosed in Section 4.2 and Section 4.3 of this Prospectus, no shares or debentures of the Company or its Group have been or proposed to be issued partly or fully paid-up in cash or otherwise than in cash within the two (2) years preceding the date of this Prospectus.
- (v) The Group has no outstanding convertible debt securities.
- (vi) The Company may, pursuant to Section 58 of the Companies Act, 1965 pay commission at a rate not exceeding 10% of the price at which the shares are issued.

15.2 ARTICLES OF ASSOCIATION

The following provisions are reproduced from the Company's Articles of Association which have been approved by MESDAQ.

Terms defined in the Company's Articles of Association shall have the same meanings when used here unless they are otherwise defined here or the context otherwise requires.

(i) **Transfer of Shares**

The provisions of the Articles of Association of the Company in respect of the arrangements for the transfer of shares and restrictions on their free transferability are as follows:-

- 25. Subject to the provisions of the Central Depositories Act and the Rules and in so far as it relates to non-deposited securities, any holder may transfer all or any of his non-deposited securities by instrument in writing in the form prescribed and approved by Directors. The instrument shall be executed by or on behalf of the transferor and transferee and the transferor shall remain the holder of the non-deposited securities transferred until the transfer is registered and the name of the transferee is entered in the relevant register of non-deposited securities, in respect thereof. Any fee charged on the transfer of non-deposited securities shall not exceed Ringgit Malaysia Three (RM3.00) per transfer or such sums as shall from time to time fixed by Directors or where applicable, the Exchange.
- 26. The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding sections 103 and 104 of the Act, but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of shares.

15. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

27. The Directors may:-
- (a) decline to register the transfer of a share (not being a fully paid share) or a non-deposited security;
 - (b) decline to register the transfer of any share or non-deposited security on which the Company has a lien or if the registration of the transfer would result in a contravention of or failure to observe the provisions of law in Malaysia;
28. Subject to the Act, the Listing Requirements, the Central Depositories Act and the Rules, if the Directors refuse to register a transfer they shall within three (3) market days after the date on which the transfer was lodged with the Company, send to the lodging broker and transferee written notice of the refusal and the precise reasons therefor.
29. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine but shall not exceed thirty (30) days in the aggregate in any calendar year.
30. The Company shall give at least twelve (12) market days' notice (or such other period as may be required by the Exchange) of intention to close the register to fix a books closing date which shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. The said notice shall state the period and purpose or purposes for which the register is being closed. At least three (3) market days prior notice (or such other period as may be required by the Exchange) shall be given to the Central Depository to enable the Central Depository to prepare the appropriate Record of Depositors. Provided always 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.

(ii) Remuneration of Directors

The provisions of the Articles of Association of the Company dealing with the remuneration of the directors are as follows:-

92. The Directors shall be paid by way of fees for their services such fixed sum (if any) as shall from time to time be determined by the Company in general meeting, and such fees shall be divided among the Directors in such proportions and manner as the Directors may determine. Provided always that:-
- (i) fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;
 - (ii) salaries and other emoluments payable to Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover;

15. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (iii) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting;
 - (iv) any fee paid to an alternate director shall be such as agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
87. (i) The Directors shall be entitled to be reimbursed for all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending Board Meetings of the Company.
- (ii) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a Member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board of Directors who are not in full time employment of the Company, the said remuneration shall not include a commission on or percentage of profits or turnover. Such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.

(iii) Voting & Borrowing Powers of Directors

The provisions in the Articles of Association of the Company dealing with voting powers of the directors on proposals, arrangements or contracts in which they are interested and the borrowing powers exercisable by them and how such borrowing powers can be varied are as follows:-

114. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has direct personal interest or indirect (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in quorum present at the meeting.
115. A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company, or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles.

15. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

(iv) Changes in Capital and Variation of Class Rights

The provisions in the Articles of Association of the Company as to changes in capital and variation of class rights which are as stringent as those provided in the Companies Act, 1965, are as follows:-

50. The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amount and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.
53. The Company may by ordinary resolution:-
- (i) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
 - (ii) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (iii) subdivide its shares or any part thereof into shares of smaller amount than is fixed by the Memorandum of Association by subdivision of its existing shares or any of them, subject nevertheless to the provisions of Section 62(1)(d) of the Act and so that as between the resulting shares, one or more of such shares may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares and;
 - (iv) cancel any shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
54. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any authorisation and consent required by law.
55. The Company may, subject to, and in accordance with, the Act, the rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in these Articles and the Listing Requirements and any other relevant authorities from time to time, by resolution purchase its own shares. Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Companies Act, 1965 and the Listing Requirements and/or any other relevant authorities from time to time.

15. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

12. If at any time the share capital is divided into different classes of shares, the special rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy, one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 152 of the Act shall, with such adoptions as are necessary, apply.

15.3 DIRECTORS AND MAJOR SHAREHOLDERS

- (i) The names, addresses and occupations of the directors are set out in the Corporate Directory section at the front of this Prospectus.
- (ii) A director is not required to hold any qualification shares in the Company.
- (iii) Upon listing, none of the directors, key management or key technical personnel of the Company/Group have any existing or proposed service contracts with the Company/Group, which is not terminable by notice without payments or compensation other than statutory compensation.
- (iv) For the financial year ended 30 June 2001 and six (6) months ended 31 December 2001, the remuneration payable to the directors by way of emoluments and fees are RM378,120 and RM190,500 respectively. No fees have been paid to the Directors of the Company since incorporation. The aggregate remuneration and benefits proposed for the Directors of the Company by way of emoluments for the financial year ending 30 June 2002 is RM224,000.
- (v) No director, senior executive officer or person nominated to become a director or senior executive officer of YTL e-Solutions is or was involved in the following events:-
- (a) A petition under any bankruptcy laws filed against such person or any partnership in which he was an executive officer;
- (b) Conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; and
- (c) The subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or governmental body permanently or temporarily forbidding him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.
- (vi) Save as disclosed in Sections 10.3 and 15.8, none of the directors and major shareholder of the Group have any interest, direct or indirect, in the promotion of or in any assets acquired or proposed to be acquired or assets disposed of or proposed to be disposed of or leased to or proposed to be leased to the Company within the two (2) years preceding the date of this Prospectus.

15. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (vii) None of the directors or major shareholders of the Company have any interest, direct or indirect, in any business carrying on a similar trade as the Company or its Group and which is not quoted in a stock exchange.
- (viii) None of the promoters have received any amounts or benefits paid or given by the Company other than by virtue of their directorship as disclosed in Section 15.3(iv) of this Prospectus within the two (2) years preceding the date of the Prospectus, or intended to be so paid or given.
- (ix) According to the Register of Directors' shareholdings of YTL e-Solutions, the direct and indirect interests of the directors in the ordinary shares of the Company as at before and after the New Issue are as follows:-

	<-----Before the New Issue----->				<-----After the New Issue----->			
	No. of ordinary shares of RM1.00 each held				No. of ordinary shares of RM1.00 each held			
	Direct '000	%	Indirect '000	%	Direct '000	%	Indirect '000	%
Tan Sri Dato' Francis Yeoh Sock Ping	-	-	*100,000	100.00	-	-	*100,000	74.07
Tan Sri Dato' Dr. Md Noordin Bin Md Sopiie	-	-	-	-	#100	**	-	-
Dato' Yeoh Seok Hong	-	-	*100,000	100.00	-	-	*100,000	74.07
Dato' Michael Yeoh Sock Siang	-	-	*100,000	100.00	-	-	*100,000	74.07
Dato' Mark Yeoh Seok Kah	-	-	*100,000	100.00	-	-	*100,000	74.07
Syed Abdullah Bin Syed Abd Kadir	-	-	-	-	#30	**	-	-
Loh Mun San	-	-	-	-	#100	**	-	-
Amarjit Singh Chhina	-	-	-	-	#100	**	-	-
Toh Muda Rizal Ashram Bin Tan Sri Ramli	-	-	-	-	#15	**	-	-
Dato' Lau Yin Pin @ Lau Yen Beng	-	-	-	-	#15	**	-	-

Notes:-

* *Deemed interested by virtue of their substantial shareholdings in Yeoh Tiong Lay & Sons Holdings Sdn Bhd, which is a substantial shareholder in YTL Corporation*

** *Negligible*

Assuming the Public Issue Shares are taken up by the eligible directors

15. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (x) The names of the existing major shareholders and their respective direct and indirect interests in the ordinary shares of the Company before and after the New Issue are as follows:-

Shareholder	<-----Before the New Issue-----> No. of ordinary shares of RM1.00 each held				<-----After the New Issue-----> No. of ordinary shares of RM1.00 each held			
	Direct '000	%	Indirect '000	%	Direct	%	Indirect	%
YTL Corporation	100,000	100.00	-	-	100,000	74.07	-	-
Yeoh Tiong Lay & Sons Holdings Sdn Bhd	-	-	#100,000	100.00	-	-	#100,000	74.07
Tan Sri Dato' (Dr) Seri Yeoh Tiong Lay	-	-	*100,000	100.00	-	-	*100,000	74.07
Puan Sri Datin Tan Kai Yong @ Tan Kay Neong	-	-	*100,000	100.00	-	-	*100,000	74.07
Tan Sri Dato' Francis Yeoh Sock Ping	-	-	*100,000	100.00	-	-	*100,000	74.07
Dato' Yeoh Seok Kian	-	-	*100,000	100.00	-	-	*100,000	74.07
Yeoh Soo Min	-	-	*100,000	100.00	-	-	*100,000	74.07
Dato' Yeoh Seok Hong	-	-	*100,000	100.00	-	-	*100,000	74.07
Dato' Michael Yeoh Sock Siong	-	-	*100,000	100.00	-	-	*100,000	74.07
Yeoh Soo Keng	-	-	*100,000	100.00	-	-	*100,000	74.07
Dato' Mark Yeoh Seok Kah	-	-	*100,000	100.00	-	-	*100,000	74.07

Notes:-

Deemed interested by virtue of its substantial shareholding in YTL Corporation.

* Deemed interested by virtue of their substantial shareholdings in Yeoh Tiong Lay & Sons Holdings Sdn Bhd, which is a substantial shareholder of YTL Corporation.

- (xi) Save for the risk factors which are described in Section 3 of this Prospectus, the directors or major shareholders of the Company are not aware of any material information including trading factors or risks which are unlikely to be known or anticipated by the general public and which could materially affect the profits of the Group.
- (xii) Save as disclosed in Section 10.3 and 10.4, none of the directors or major shareholders of YTL e-Solutions are materially interested in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Company or its Group taken as a whole.

15. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

15.4 GENERAL

- (i) The nature of the Group's business and the names of all corporations, which are deemed to be related to the Group by virtue of Section 6 of the Companies Act, 1965 are set out in Section 4 of this Prospectus.
- (ii) The Group has not established any place of business outside Malaysia.
- (iii) The manner in which copies of this Prospectus together with the Application Form may be obtained is set out in Section 16.1 of this Prospectus.
- (iv) The time of the opening of the Application Lists of the New Issue is set out in Section 16.1 of this Prospectus.
- (v) The amount payable in full on application is RM1.10 per share.
- (vi) Save as disclosed in Sections 3, 4 and 6 of this Prospectus, the business operations and financial position of the Group are not affected by any of the following:-
 - (a) Known trends or known demands, commitments, events or uncertainties that will result in or are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way;
 - (b) Material commitments for capital expenditure;
 - (c) Unusual or infrequent events or transactions or any significant economic changes that materially affected the amount of reported income from operations; and
 - (d) Known events, circumstances, commitments, trends, or uncertainties that have had or that the Group reasonably expects to have a material favourable or unfavourable impact on revenues or operating income.
- (vii) As at 17 May 2002, the Company or its subsidiaries do not have any outstanding convertible debt securities.
- (viii) Particulars relating to the outstanding borrowings and contingent liabilities of the Group are disclosed in Section 6.6 of this Prospectus.
- (ix) The name and address of the Auditors of the Group are set out under the Corporate Directory of this Prospectus.
- (x) There is no scheme involving the staff in the capital of the Company or its subsidiaries.
- (xi) There are no properties acquired or proposed to be acquired by YTL e-Solutions or its subsidiaries in contemplation of the New Issue.

15.5 EXPENSES AND COMMISSIONS

- (i) The estimated amount of expenses of the New Issue relating to the underwriting fees, brokerage fees and other expenses and fees incidental to the listing of and quotation for the entire issued and paid-up share capital of YTL e-Solutions on the MESDAQ Market which is estimated to be RM2,450,000.00 will be borne by YTL e-Solutions.

15. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (ii) Underwriting commission is payable by the Company to the Underwriters at the rate of up to 2.5% of the issue price of RM1.10 per share of the Restricted Issue Shares underwritten. Managing underwriting commission of 0.5% of the issue price of RM1.10 per share of the Restricted Issue Shares is payable to the Managing Underwriter.
- (iii) Save as disclosed above, no commission, discounts, brokerage or other special terms have, within two (2) preceding years prior to the date of this Prospectus, been paid or granted or is payable to any director, promoter or expert or proposed director for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscription for any shares in or debentures of the Company or its Group in connection with the issue of sale of any capital of the Company or its Group.

15.6 PUBLIC TAKE-OVERS

During the last financial year and the current financial year there were no:-

- (i) public take-over offers by third parties in respect of the Company's shares; or
- (ii) public take-over offers by the Company in respect of other companies' shares.

15.7 MATERIAL LITIGATION

YTL e-Solutions is not engaged in any material litigation and arbitration either as plaintiff or defendant and the Directors of the Company have no knowledge of any proceedings pending or threatened against the Company and its subsidiaries or any facts likely to give rise to any proceedings which might materially affect the business operations and financial position.

15.8 MATERIAL CONTRACTS

Save as disclosed below, there are no contracts which are material, (including contracts not reduced into writing) not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company and its subsidiary which have been entered into by the Company and its subsidiary within the two (2) years preceding the date of this Prospectus:-

- (i) Underwriting Agreement dated 2 April 2002 between YTL e-Solutions, CIMB, OSK Securities Berhad, Hwang-DBS Securities Berhad and PM Securities Sdn Bhd for the underwriting of 34,000,000 YTL e-Solutions ordinary shares pursuant to the Restricted Issue for an underwriting commission of 2.5% and managing underwriting commission of 0.5% of the issue price of RM1.10 per share; and
- (ii) Sponsorship Agreement dated 2 April 2002 between YTL e-Solutions and CIMB whereby YTL e-Solutions appointed CIMB as the sponsor for its listing on the MESDAQ Market pursuant to the Listing Requirements for a period of one (1) year from the date of the company's admission to the official list of the MESDAQ Market.

The terms and conditions of the Sponsorship Agreement include, amongst others, the following:-

15. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- a) CIMB to advise and guide the directors of YTL e-Solutions as to their responsibilities and obligations to ensure compliance by YTL e-Solutions on an on-going basis with the Listing Requirements and all relevant legislation and guidelines issued by regulatory authorities;
- b) CIMB to ensure that at least one (1) primary research report is produced in respect of YTL e-Solutions every (6) months and to furnish such reports to KLSE; and
- c) CIMB shall give two (2) months' notice in writing to YTL e-Solutions and KLSE if it wishes to resign from being a sponsor of YTL e-Solutions, in which notice CIMB shall state its reasons for the resignation. Similarly, YTL e-Solutions shall give two (2) months' notices in writing to CIMB and to KLSE if it wishes to terminate the appointment of CIMB as its sponsor, in which notice YTL e-Solutions shall state its reasons for the termination.

15.9 MATERIAL AGREEMENTS

Save as disclosed below and Section 10.4 hereof, there are no material agreements entered into by the Company and/or its subsidiaries as at the date of this Prospectus:-

- (i) Letter of Acceptance dated 4 July 2000 from YTL e-Solutions to Siemens Malaysia Sdn Bhd ("Siemens") wherein YTL e-Solutions accepted the offer of Siemens to undertake the delivery, supply, installation, integration and completion of the Integrated Open Information Technology Infrastructure Platform (being a combination of hardware, software, applications and services) for a consideration of RM480,000 subject to the terms and conditions set out in the said letter.
- (ii) Subscription cum Shareholder's Agreement dated 9 August 2000 entered between Kok Kee Chon, Chew Pang Hua, Su Chua Teck, YTL e-Solutions and Extiva, whereby YTL e-Solutions has agreed to subscribe 126,000 of shares (equivalent to 70.0% of the enlarged share capital) of Extiva for the subscription price at RM126,000 and to jointly cooperate in respect of the operations, management and development of the business of VoIP engaged by Extiva in accordance with the terms and conditions therein.
- (iii) Development and Hosting Service Agreement dated 10 November 2000 entered into between Digital Parade and YTL e-Solutions to engage the expertise, necessary manpower and infrastructure to develop and host the property portal on real estate and real estate related matters known as www.PropertyNetAsia.com.my for a development fee of RM1,320,000.00 which would be settled by way of allotment of 1,320,000 ordinary shares of RM1.00 each in the share capital of Digital Parade Sdn Bhd and a hosting fee of RM5,400.00 per month for the first 30 months of the Initial Term (defined therein) and RM2,700.00 per month for the subsequent or remainder 30 months of the Initial Term (defined therein).
- (iv) Agreement dated 10 November 2000 entered into between Grierson Pte. Ltd. ("Grierson") and YTL e-Solutions wherein Grierson engaged the services of YTL e-Solutions for a consideration payment of RM1.00 to make available six (6) persons on a rotation basis who, under the directions and supervision of Grierson, shall execute the functions in connection with the completion of the property portal known as www.PropertyNetAsia.com.my and positioning the said website to be launched on the world wide web.

15. STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (v) Joint Venture Agreement dated 10 November 2000 entered into between Grierson and YTL e-Solutions to give effect to their intention of jointly developing and operating www.PropertyNetAsia.com.my in Malaysia and for the purpose of regulating their relationship inter se and certain aspects of the affairs and their dealings with the joint-venture company, Digital Parade Sdn Bhd, wherein YTL e-Solutions and Grierson will hold 60% and 40% respectively of the share capital of the company upon the terms and subject to the conditions therein contained.
- (vi) Joint Venture Agreement dated 10 November 2000 entered into between Panpac Media.com Limited ("Panpac") and YTL e-Solutions to give effect to their intention to operate the property portal known as www.PropertyNetAsia.com.my in various parts of the Asia Pacific Region and for the purpose of regulating their relationship inter se and certain aspects of the affairs of and their dealings with the joint venture company, Grierson, wherein YTL e-Solutions and Panpac will hold 15% and 85% respectively of the share capital of the company upon the terms and subject to the conditions therein contained.
- (vii) Sale and Purchase Agreement dated 10 November 2000 between Grierson & Digital Parade wherein Grierson agreed to sell and Digital Parade agreed to purchase the assets described as the Property Portal Information and the Property Portal Intellectual Property (both capitalised terms are defined in the Agreement) for a purchase consideration that shall be settled by the issuance of 880,000 ordinary shares of RM1.00 each in Digital Parade.
- (viii) Development Agreement dated 10 November 2000 between Grierson & Digital Parade wherein the terms and conditions governing the manner in which the Development Services (defined in the Agreement) are to be provided by Grierson to Digital Parade for a development fee of SGD60,000 upon the terms and subject to the conditions therein contained.

15.10 LETTERS OF CONSENT

- (i) The written consents of the Auditors, Solicitors, Registrar, Sponsor, Adviser and Managing Underwriter, Underwriters, and the Principal Banker to the inclusion in this Prospectus of their names in the manner and form in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (ii) The written consent of the Reporting Accountants to the inclusion of their names, Accountants' Report and their letter relating to the proforma consolidated balance sheets as at 31 December 2001 in the manner and form in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.

15.11 RESPONSIBILITY STATEMENTS

- (i) This Prospectus has been seen and approved by the promoters and directors of YTL e-Solutions and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable inquiries and to the best of their knowledge and belief, there are no false or misleading statement or other facts the omission of which would make any statement herein false or misleading. The promoters and directors of YTL e-Solutions take responsibility for accurate reproduction of the information provided herein.
- (ii) CIMB acknowledges that, based on all information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts about the New Issue and the Group.

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE

16.1 DEADLINE FOR APPLICATION

The deadline for receipt of all applications is 5.00 p.m. on 12 June 2002 or such other date and time as the Directors of YTL e-Solutions at their discretion may decide subject to such consents as may be required from the Managing Underwriter and Underwriters. The extension of the closing period is subject to the approval of KLSE and the SC. Late applications will not be accepted.

16.2 NEW ISSUE PROCEDURES

Applications for the Issue Shares may be made using either of the following methods:-

- | | | |
|------|---|------------------------|
| (i) | Entitled Shareholders | Blue Application Forms |
| (ii) | Eligible employees and Directors of YTL e-Solutions | Pink Application Forms |

The Blue Application Form together with a copy of this Prospectus will be sent by the Share Registrar to the Entitled Shareholders.

(i) Application by the Entitled Shareholders

Applications for 34,000,000 Restricted Issue Shares reserved for the Entitled Shareholders of YTL Corporation must be on the **BLUE** Application Forms provided and not on any other Application Forms. Each application must be in multiples of 100 shares.

Pursuant to the resolution passed at the Extraordinary General Meeting of YTL Corporation on 16 October 2001, only Malaysian shareholders of YTL Corporation, other than the Excluded Shareholders, with a registered address in Malaysia will be entitled to allocation of YTL e-Solutions shares under the Restricted Issue.

This Prospectus will not be registered under the applicable securities legislation of any jurisdiction (except Malaysia) and the Restricted Issue will not be offered for subscription in any other country other than Malaysia.

Accordingly, this Prospectus will not be sent to the Entitled Shareholders who do not have a registered address in Malaysia. Such shareholders may collect the Prospectus from the Registrar of the Company, in which event, the Registrar shall be entitled to request for such evidence as they may deem necessary to satisfy themselves as to the identity and authority of the persons collecting the Prospectus.

An Entitled Shareholder may only exercise his/her rights in respect of the Restricted Issue to the extent that it would be lawful to do so, and the Company, CIMB and the Underwriters would not, in connection with the Restricted Issue, be in breach of the laws of any jurisdiction to which the Entitled Shareholder might be subject to. The Entitled Shareholder shall be solely responsible to seek the advice as to the laws of any jurisdiction to which he/she may lawfully so participate without the Company, CIMB and the Underwriters being in breach of the laws of any such jurisdiction.

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Entitled Shareholders who have not provided a registered address in Malaysia will have no claim whatsoever against the Company or CIMB or the Underwriters in respect of their rights entitlements or to any net proceeds thereof.

The Restricted Issue Shares are being offered to the Entitled Shareholders on a preference basis of one (1) Restricted Issue Share for every five (5) ordinary shares in YTL Corporation held by the Entitled Shareholders as at the New Issue Record Date. All Entitled Shareholders will each be offered a minimum one hundred (100) Restricted Issue Shares. The number of the Restricted Issue Shares offered will be rounded up or down, to the nearest board lot, where applicable.

Entitled Shareholders who apply for the Restricted Issue Shares will first be allocated one hundred (100) Restricted Issue Shares PROVIDED THAT such Entitled Shareholders shall have remitted the minimum application monies for the one hundred (100) Restricted Issue Shares in accordance with the procedures for application and acceptance set out herein. Thereafter, the Restricted Issue Shares will be allocated proportionately to the number of Shares applied for and adjusted to the nearest board lot, subject to the meeting of the public spread requirement.

In the event of oversubscription, acceptance of application in respect of the Restricted Issue Shares shall be conducted in a manner determined by the Directors of YTL e-Solutions.

In the event of undersubscription, any Restricted Issue Shares not applied for will be made available to the Entitled Shareholders who apply for excess shares under the Restricted Issue.

As the ordinary shares of YTL e-Solutions are prescribed securities, the shares will be credited into the respective CDS accounts of the Entitled Shareholders. No physical share certificate will be issued but the notice of allotments shall be despatched.

(ii) Application by eligible employees and Directors of YTL e-Solutions

Application for 1,000,000 Public Issue Shares reserved for eligible employees and Directors of YTL e-Solutions Group must be made on the **PINK** Application Forms provided and not on any other Application Forms.

In the event of undersubscription, all such shares not applied for will be made available for application by Entitled Shareholders who apply for excess shares pursuant to section 16.3 below.

16.3 PROCEDURE FOR APPLICATION AND ACCEPTANCE

Each application for the Restricted Issue Shares must be made on the Blue Application Form issued together with this Prospectus and must be completed in accordance with the Notes and Instructions enclosed with the Blue Application Form. The Blue Application Form together with the Notes and Instructions printed therein shall constitute an integral part of this Prospectus. Applications which do not conform STRICTLY to the terms of this Prospectus or the Blue Application Form or Notes and Instructions printed thereon or which are illegible may not be accepted at the absolute discretion of the Directors of YTL e-Solutions.

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

FULL INSTRUCTIONS FOR THE APPLICATION FOR THE RESTRICTED ISSUE SHARES PROVISIONALLY ALLOTTED TO ENTITLED SHAREHOLDERS AND THE PROCEDURES TO BE FOLLOWED SHOULD ENTITLED SHAREHOLDERS WISH TO APPLY FOR EXCESS YTL E-SOLUTIONS SHARES ARE SET OUT IN THE BLUE APPLICATION FORM. ALL APPLICANTS ARE ADVISED TO READ THE BLUE APPLICATION FORM AND THE NOTES AND INSTRUCTIONS THEREIN CAREFULLY.

(a) Procedure for Application

Blue Application Form

The Blue Application Form together with this Prospectus will be sent by the Registrar to the Entitled Shareholders.

Application and payment for the Restricted Issue Shares that an Entitled Shareholder is entitled to apply for must be made on the Blue Application Form issued together with this Prospectus and must be completed in accordance with the Notes and Instructions printed therein.

If acceptance of and payment for the Restricted Issue Shares that any Entitled Shareholder is entitled to apply for is not received by the Registrar by 5.00 p.m., 12 June 2002, being the last time and day for acceptance and payment, the application entitlement of that Entitled Shareholder will be deemed to have been declined and will be cancelled and such Restricted Issue Shares not taken up will be allotted to applicants applying for the excess shares.

Each completed Blue Application Form must be despatched by ORDINARY POST OR DELIVERED BY HAND in the official envelope provided, to the Registrar at the following address:

YTL CORPORATION BERHAD
11th Floor, Yeoh Tiong Lay Plaza
55, Jalan Bukit Bintang
55100 Kuala Lumpur
Wilayah Persekutuan

so as to arrive not later than 5.00 p.m. on 12 June 2002.

Entitled Shareholders may, by completing the Blue Application Forms, apply for all or part of their entitlements. However, fractional entitlements will be disregarded.

EACH COMPLETED BLUE APPLICATION FORM MUST BE ACCOMPANIED BY THE APPROPRIATE REMITTANCE FOR THE FULL AMOUNT APPLIED FOR IN RINGGIT MALAYSIA BY BANKER'S DRAFT, CASHIER'S ORDER, MONEY ORDER OR POSTAL ORDER DRAWN ON A BANK OR POST OFFICE IN MALAYSIA AND MUST BE MADE OUT IN FAVOUR OF "YTL E-SOLUTIONS RESTRICTED ISSUE A/C" AND CROSSED "A/C PAYEE ONLY".

Entitled Shareholders may apply for the excess Restricted Issue Shares in addition to the Restricted Issue Shares provisionally allotted to them by completing the Excess Shares Application Form (Form E), which forms part of the Blue Application Form and forwarding it (together with a separate remittance for the full amount payable in respect of the excess shares applied for) to:-

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

YTL CORPORATION BERHAD
11th Floor, Yeoh Tiong Lay Plaza
55, Jalan Bukit Bintang
55100 Kuala Lumpur
Wilayah Persekutuan

so as to arrive not later than 5.00 p.m. on 12 June 2002. Payment for the excess shares applied for should be in the same manner described above where the Banker's Draft/Cashier's Order/Bankers' Cheque/Money Order/Postal Order drawn on a bank or post office in Malaysia should be crossed "A/C PAYEE ONLY" and made payable to "YTL E-SOLUTIONS EXCESS SHARES APPLICATION A/C" and endorsed on the reverse side with name and address of the applicant in block letters.

ENTITLED SHAREHOLDERS SHOULD NOTE THAT ALL BLUE APPLICATION FORMS AND REMITTANCES SO LODGED WITH THE REGISTRAR SHALL BE IRREVOCABLE AND SHALL NOT BE WITHDRAWN.

The directors of the Company reserve the right to allot any unsubscribed shares applied for under the Excess Application Form (Form E) in such manner as they deem fit or expedient. It is the intention of the Directors to allot excess shares in such manner that the incidences of odd lots will be minimised.

No acknowledgement of the receipt of Blue Application Forms or application monies will be made by the Company or Registrar in respect of the Restricted Issue. However, notices of allotment will be issued and forwarded by ordinary post to Entitled Shareholders at their own risk within fifteen (15) market days from the last date of acceptance and payment for the Restricted Issue.

Pink Application Form

The Pink Application Form together with this Prospectus will be sent by the Registrar to the eligible employees and Directors of YTL e-Solutions.

Application and payment for the Public Issue Shares must be made on the Pink Application Form issued together with this Prospectus and must be completed in accordance with the Notes and Instructions printed therein.

If acceptance of and payment for the Public Issue Shares that any of the eligible employees and Directors of YTL e-Solutions is entitled to apply for is not received by the Registrar by 5.00 p.m., 12 June 2002, being the last time and day for acceptance and payment, the application entitlement of that eligible employee or Directors will be deemed to have been declined and will be cancelled and such Public Issue Shares not taken up will be allotted to Entitled Shareholders who applied for excess shares.

Each completed Pink Application Form must be despatched by ORDINARY POST OR DELIVERED BY HAND in the official envelope provided, to the Registrar at the following address:

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

YTL CORPORATION BERHAD
11th Floor, Yeoh Tiong Lay Plaza
55, Jalan Bukit Bintang
55100 Kuala Lumpur
Wilayah Persekutuan

so as to arrive not later than 5.00 p.m. on 12 June 2002.

EACH COMPLETED PINK APPLICATION FORM MUST BE ACCOMPANIED BY A REMITTANCE FOR THE FULL AMOUNT IN RINGGIT MALAYSIA BY BANKER'S DRAFT OR CASHIER'S ORDER PURCHASED WITHIN MALAYSIA ONLY AND DRAWN ON A BANK IN KUALA LUMPUR, MALAYSIA (DIFFERENTIATED BY A SPECIAL RED BAND BY BUMIPUTERA APPLICANTS) OR GUARANTEED GIRO ORDER ("GGO") FROM BANK SIMPANAN MALAYSIA (DIFFERENTIATED BY A SPECIAL RED BAND BY BUMIPUTERA APPLICANTS) OR BE MADE BY MONEY ORDER OR POSTAL ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY) AND MUST BE MADE OUT IN FAVOUR OF "YTL E-SOLUTIONS PUBLIC ISSUE A/C" AND CROSSED "A/C PAYEE ONLY".

DETAILS OF REMITTANCE MUST BE COMPLETED IN THE APPROPRIATE BOXES PROVIDED.

No acknowledgement of the receipt of Pink Application Forms or application monies will be made by the Company or Registrar in respect of the Public Issue. However, notices of allotment will be issued and forwarded by ordinary post to Entitled Shareholders at their own risk within fifteen (15) market days from the last date of acceptance and payment for the Public Issue.

(b) Application and Acceptance

The Directors of the Company reserve the right not to accept or to accept in part only any application without assigning any reason therefore. However, fractional entitlements arising from the Restricted Issue (if any) will be disregarded.

The submission of a Blue or Pink Application Form does not necessarily mean that the application will be successful.

In the event of an oversubscription, acceptance of applications shall be subject to ballot to be conducted in the manner as determined by the Directors of YTL e-Solutions.

The consideration will be given to ensure that YTL e-Solutions complies with the SC's shareholding spread requirement that at least 25% of the issued and paid-up share capital of the Company is in the hands of public shareholders, with a minimum of 200 public shareholders holding not less than 100 Shares each. The Company is expected to achieve this at the point of listing. In the event that the above requirement is not met pursuant to the New Issue, the Company may not be allowed to proceed with its Listing. In which case, the full amount of the applicant's monies will be refunded without interest and shall be despatched by ordinary post to the applicant at the address shown in the Blue Application Form at the applicant's own risk.

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE *(Cont'd)*

WHERE AN APPLICATION IS NOT ACCEPTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANT WITHIN FIFTEEN (15) MARKET DAYS FROM THE LAST DATE OF ACCEPTANCE AND PAYMENT BY ORDINARY POST AT THE ADDRESS SHOWN ON THE BLUE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

APPLICATIONS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE(S) BEING PRESENTED FOR PAYMENT.

THE LATEST TIME AND DAY FOR ACCEPTANCE AND PAYMENT FOR THE RESTRICTED ISSUE IS 5.00 P.M. ON 12 JUNE 2002 OR SUCH LATER DATE AS THE DIRECTORS OF YTL E-SOLUTIONS IN AGREEMENT WITH THE ADVISER AND UNDERWRITERS MAY DECIDE AND ANNOUNCE LATER.

Further instructions to complete the various forms comprising the Blue Application Form are set out therein.

16.4 CDS ACCOUNTS

Pursuant to Section 25 of the Securities Industry (Central Depositories) Act, 1991, all dealings in the Issue Shares will be by book entries through CDS Account. No share certificates will be issued to successful applicants.

An applicant should state his CDS Account number in the space provided in the Blue or Pink Application Form if he presently has such an account registered in his own name. In the case of an application by way of a Pink Application Form, where an applicant does not currently have a CDS Account, he should state in the Pink Application Form his preferred ADA Code. A list of the ADA Codes is given in Section 16.7 of this Prospectus. Where an applicant already has a CDS Account, the applicant **should not** complete the preferred ADA Code.

If an applicant fails to state either his CDS Account Number or the preferred ADA Code, the Directors of the Company may exercise their absolute discretion to instruct the Registrar to insert a preferred ADA Code on the Pink Application Form and further instruct MCD to open a CDS Account on the investor's behalf with a specified ADA and credit the shares allotted to him into his CDS account.

Failure to comply with these specific instructions or inaccuracy in the CDS Account number or the preferred ADA code may result in the application being rejected. The Company reserves the right to reject any incomplete and inaccurate application.

16.5 NOTICE OF ALLOTMENT

Shares allotted to all successful applicants will be credited to their respective CDS Accounts. A notice of allotment will be despatched by ordinary post to the successful applicants at their addresses shown in the Blue or Pink Application Form at the applicants' own risk within fifteen (15) market days from the last date of acceptance and payment of the New Issue. This is the only acknowledgement of acceptance of the application.

16.6 FORMALISING CDS ACCOUNTS

Successful applicants whose CDS Accounts have been opened by MCD at their preferred ADA are required to formally open their accounts by submitting to the ADA the necessary documents and the account opening fee. No transaction of shares credited to the account can be effected until the accounts have been formally opened.

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

16.7 LIST OF ADAs

The list of ADAs and their respective Broker codes is as follows:-

Name	Address and telephone number	Broker Code
KUALA LUMPUR		
AFFIN-UOB SECURITIES SDN BHD	Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No.: 03-21438668	028-001
ALLIED AVENUE ASSETS SECURITIES SDN BHD <i>(formerly known as MGI Securities Sdn Bhd)</i>	Ground Floor & Level 1 THB Satu, Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur Tel. No.: 03-20951111	052-001
ARAB- MALAYSIAN SECURITIES SDN BHD <i>(Kuala Lumpur Branch)</i>	15 th Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-20782788	086-001
BBMB SECURITIES SDN BHD	Level 2, 3, 4 & 15, Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-20319900	099-001
BIMB SECURITIES SDN BHD	1st & 2 nd Floor, Podium Block Bangunan AMDB No. 1, Jalan Lumut 50400 Kuala Lumpur Tel. No.: 03-40433533	024-001
CIMB SECURITIES SDN BHD	9th Floor, Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel. No.: 03-20849999	065-001
FIMA SECURITIES SDN BHD <i>(formerly known as Capitalcorp Securities Sdn Bhd)</i>	No. 45-14, Plaza Level & Level 1 Plaza Damansara Jalan Medan Setia 1 Bukit Damansara 50490 Kuala Lumpur Tel : 03-20949966	018-001
HLG SECURITIES SDN BHD	Level 5, Wisma Kia Peng No.3, Jalan Kia Peng 50450 Kuala Lumpur Tel. No.: 03-21681168	066-001
HWANG-DBS SECURITIES BERHAD <i>(Kuala Lumpur Branch)</i>	2 nd Floor, Bangunan AHP No.2, Jalan Tun Mohd Fuad 3 Taman Tun Dr. Ismail 60000 Kuala Lumpur Tel No.: 03-77106688	068-009

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
KUALA LUMPUR (Continued)		
INTER-PACIFIC SECURITIES SDN BHD	Level 7, Menara Shahzan Insas 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel. No.: 03-21441888	054-001
JUPITER SECURITIES SDN BHD	7th-9th Floor, Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-20341888	055-001
K&N KENANGA BHD <i>(Kuala Lumpur Branch)</i>	8 th Floor, Kenanga International Jalan Sultan Ismail 50250 Kuala Lumpur Tel. No.: 03-21649080	073-001
KAF-SEAGROATT & CAMPBELL SECURITIES SDN BHD <i>(formerly known as Seagroatt & Campbell Sdn Bhd)</i>	30 th Floor, The Weld Tower 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-20201600	053-001
KUALA LUMPUR CITY SECURITIES SDN BHD <i>(Kuala Lumpur Branch)</i>	No.8, Jalan Binjai Off Jalan Ampang 50450 Kuala Lumpur Tel. No.: 03-21667922	076-001
LEONG & COMPANY SDN BHD	Level 18, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur Tel. No.: 03-26928899	061-001
MAYBAN SECURITIES SDN BHD <i>(Kuala Lumpur Branch)</i>	Level 5-13, MaybanLife Tower Dataran Maybank No.1, Jalan Maarof 59000 Kuala Lumpur Tel. No.: 03-22978888	098-001
MIDF SISMA SECURITIES SDN BHD	17 th & 18 th Floor, Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel. No.: 03-21668888	026-001
OSK SECURITIES BERHAD <i>(Kuala Lumpur Branch)</i>	10 th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel. No.: 03-21624388	056-001
PB SECURITIES SDN BHD	27 th Floor, Bangunan Public Bank 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel. No.: 03-20313011	051-001
PM SECURITIES SDN BHD <i>(Kuala Lumpur Branch)</i>	Ground Floor, 1 st & 5 th Floor MUI Plaza Jalan P.Ramlee 50250 Kuala Lumpur Tel. No.: 03-21463000	064-001

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
KUALA LUMPUR (Continued)		
RASHID HUSSAIN SECURITIES SDN BHD	Level 9, Tower One RHB Centre 424, Jalan Tun Razak 50400 Kuala Lumpur Tel. No.: 03-92852233	087-001
SIME SECURITIES SDN BHD	21 st Floor, Bangunan Sime Bank 4, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel. No.: 03-22749288	097-001
TA SECURITIES BERHAD	TA One Tower, 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel No.: 03-20721277	074-001
SELANGOR DARUL EHSAN		
AMSTEEL SECURITIES (M) SDN BHD	2 nd , 3 rd and 4 th Floors Wisma Amsteel Securities 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel. No.: 03-33439999	080-001
HWANG-DBS SECURITIES BERHAD (Shah Alam Branch)	16 th , 18 th –20 th Floor, Plaza Masalam 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 40100 Shah Alam Selangor Darul Ehsan Tel. No.: 03-55133288	068-002
JF APEX SECURITIES BERHAD (Kajang Branch)	3 rd Floor, Wisma Apex 145A-C, Jalan Bukit 43000 Kajang Selangor Darul Ehsan Tel. No.: 03-87361118	079-001
JF APEX SECURITIES BERHAD (Petaling Jaya Branch)	15 th and 16 th Floor, Menara Choy Fook On No. 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel. No.: 03-76201118	079-002
K&N KENANGA BHD (Petaling Jaya Branch)	1 st Floor, Wisma UEP Pusat Perniagaan USJ 10 Jalan USJ 10/1A 47620 Subang Jaya Selangor Darul Ehsan Tel No. : 03-80241682	073-006
K&N KENANGA BHD (Subang Jaya Branch)	13 th Floor Menara Yayasan Selangor No.18A, Jalan Persiaran Barat Off Jalan Timur 46000 Petaling Jaya Selangor Darul Ehsan Tel. No. : 03-79562169	073-005

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
SELANGOR DARUL EHSAN <i>(Continued)</i>		
K&N KENANGA BHD <i>(Klang Branch)</i>	Room 7.02, Level 7, Menara ING Intan Millenium Square No.68, Jalan Batai Laut 4 Taman Intan 41300 Klang Selangor Darul Ehsan Tel. No. : 03-30057001	073-007
MOHAIYANI SECURITIES SDN BHD	1 st , 2 nd & 3 rd Floors Plaza Damansara Utama 2, Jalan SS21/60, Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel. No.: 03-77297345	095-001
PM SECURITIES SDN BHD <i>(Puchong Branch)</i>	No. 157 & 159 Jalan Kenari 23/A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel. No. : 03-80700773	064-003
SJ SECURITIES SDN BHD	Level 3, Holiday Villa 9, Jalan SS 12/1, Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel. No.: 03-56340202	096-001
MELAKA		
MALACCA SECURITIES SDN BHD	1, 3 & 5 Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang P.O. Box 248 75250 Melaka Tel. No.: 06-3371533	012-001
OSK SECURITIES BERHAD <i>(Melaka Branch)</i>	579, 580-581 A & B Taman Melaka Raya 75000 Melaka Tel. No.: 06-2825211	056-003
STRAITS SECURITIES SDN BHD	Lot 9 & 10, 1st Floor Bangunan Tabung Haji Jalan Bandar Kaba 75000 Melaka Tel. No.: 06-2833622	011-001
PERAK DARUL RIDZUAN		
ALLIED AVENUE ASSETS SECURITIES SDN BHD <i>(Ipoh Branch)</i>	A23-A29, Wisma Kota Emas Jalan Dato' Tahwil Azhar P. O. Box No. 421, 30300 Ipoh Perak Darul Ridzuan Tel. No.: 05-2422828	052-002

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
PERAK DARUL RIDZUAN <i>(Continued)</i>		
BOTLY SECURITIES SDN BHD	1st Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel. No.: 05-2531313	058-001
HWANG-DBS SECURITIES BERHAD <i>(Taiping Branch)</i>	21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No.: 05-8060888	068-003
MAYBAN SECURITIES SDN. BHD. <i>(Ipoh Branch)</i>	55, 57 & 63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel. No.: 05-2558233	098-002
M&A SECURITIES SDN BHD	M&A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel. No.: 05-2419800	057-001
OSK SECURITIES SDN BHD <i>(Ipoh Branch)</i>	21-25, Jalan Seenivasagam 30450 Greentown, Ipoh Perak Darul Ridzuan Tel. No. 05-2415100	056-002
SBB SECURITIES SDN BHD	51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel. No.: 05-2530888	090-001
PULAU PINANG		
A. A. ANTHONY & COMPANY SDN.BHD.	41-1-1 & 41-2-1, Jalan Cantonment 10250 Pulau Pinang Tel. No.: 04-2299318	014-001
HWANG-DBS SECURITIES BERHAD <i>(Penang Branch)</i>	Levels 2, 3, 4, 7 & 8, Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel. No.: 04-2636996	068-001
HWANG-DBS SECURITIES BERHAD <i>(Penang Branch)</i>	Ground, 1 st & 2 nd Floor 1620 & 1621, Jalan Permatang Batu Taman Industri Permatang Batu 14000 Bukit Mertajam Pulau Pinang Tel No.: 04-5372882	068-006
MERCURY SECURITIES SDN BHD	Ground, 1 st , 2 nd & 3 rd Floor Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai, Pulau Pinang Tel. No.: 04-3322123	093-001

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
PULAU PINANG (Continued)		
OSK SECURITIES BERHAD (Penang Branch)	64, Bishop Street 20F & 20G, Penang Street 10200 Pulau Pinang Tel. No.: 04-2634222	056-004
OSK SECURITIES BERHAD (Butterworth Branch)	Level 19, Menara NB 5050, Jalan Bagan Luar 12000 Butterworth Pulau Pinang Tel. No.: 04-3322299	056-005
PM SECURITIES SDN BHD (Penang Branch)	Level 25, Menara BHL 51, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel. No.: 04-2273000	064-004
SMITH ZAIN SECURITIES SDN BHD	7th & 8th Floor, Menara PSCI 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel. No.: 04-2283355	016-001
SOON THEAM SECURITIES SDN BHD	111, Jalan Macalister 10400 Pulau Pinang Tel. No.: 04-2281868	060-001
THONG & KAY HIAN SECURITIES SDN BHD (formerly known as Thong & KHJC Sdn Bhd)	Level 5 & 6, Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel. No.: 04-2635481	070-001
UT SECURITIES SDN BHD (formerly known as United Traders Securities Sdn Bhd)	6th, 10th and 12th Floor Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel. No.: 04-2626644	059-001
KEDAH DARUL AMAN		
KUALA LUMPUR CITY SECURITIES SDN BHD (Alor Setar Branch)	Lot T-30, 2nd Floor Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel. No.: 04-7317088	076-004
PERLIS INDERA KAYANGAN		
KUALA LUMPUR CITY SECURITIES SDN BHD (Kangar Branch)	2nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indera Kayangan Tel. No.: 04-9765200	076-003
NEGERI SEMBILAN DARUL KHUSUS		
PM SECURITIES SDN BHD (Seremban Branch)	1st, 2nd and 3rd Floors 19, 20 & 21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel. No.: 06-7623131	064-002

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
NEGERI SEMBILAN DARUL KHUSUS (Continued)		
HWANG-DBS SECURITIES BERHAD (Seremban Branch)	Ground & 1 st Floor 105,107 & 109, Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel. No.: 06-7612288	068-007
JOHOR DARUL TAKZIM		
ARAB-MALAYSIAN SECURITIES SDN BHD (Batu Pahat Branch)	2nd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel. No.: 07-4342282	086-002
ENG SECURITIES SDN BHD	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel. No.: 07-2231211	081-001
HWANG-DBS SECURITIES BERHAD	Level 7, Johor Bahru City Square (Office Tower) 106-108, Jalan Wong Ah Fook 80000 Johor Bahru Johor Darul Takzim Tel. No.: 07-2222692	068-004
JB SECURITIES SDN BHD	Suite 8.2, Level 8 Menara Sarawak Enterprise 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel. No.: 07-3332000	078-001
KESTREL SECURITIES SDN BHD	No. 57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel. No.: 06-9532222	088-001
K&N KENANGA BHD	Level 2, Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel. No.: 07-3333600	073-004
KUALA LUMPUR CITY SECURITIES SDN BHD (Kluang Branch)	No. 46 & 48 Jalan Dato' Kapten Ahmad 86000 Kluang Johor Darul Takzim Tel. No. : 07-7717922	076-006
OSK SECURITIES BERHAD (Johor Bahru Branch)	Unit 27-01 to 27-08 Level 27, Menara Landmark No.12, Jalan Ngee Heng 80000 Johor Bahru Johor Darul Takzim Tel. No. : 07-2212233	056-006

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
JOHOR DARUL TAKZIM (Continued)		
OSK SECURITIES BERHAD	53, 53-A & 53-B Jalan Sultanah 83000 Batu Pahat Johor Darul Takzim Tel. No.: 07-4380288	056-009
PM SECURITIES SDN BHD (Johor Bahru Branch)	Suite 5.1, Level 5 Menara Pelangi Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel. No.: 07-2781813	064-005
PAHANG DARUL MAKMUR		
KUALA LUMPUR CITY SECURITIES SDN BHD (Kuantan Branch)	A-397, A-399 & A-401 Taman Sri Kuantan III Jalan Berserah, 25300 Kuantan Pahang Darul Makmur Tel. No.: 09-5660800	076-002
OSK SECURITIES BERHAD (Kuantan Branch)	A-27 & A-29, Lorong Tun Ismail 9 Seri Dagangan Kuantan Business Centre 25000 Kuantan Pahang Darul Makmur Tel. No.: 09-5163811	056-007
KELANTAN DARUL NAIM		
KOTA BAHRU SECURITIES SDN BHD	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel. No.: 09-7433388	075-001
TERENGGANU DARUL IMAN		
FA SECURITIES SDN BHD	Ground, Mezzanine and 1 st Floor 51 & 51A, Jalan Tok Lam 20100 Kuala Terengganu Terengganu Darul Iman Tel. No.: 09-6238128	021-001
PTB SECURITIES SDN BHD	1 st , 2 nd & 3 rd Floors No. 61, Jalan Sultan Ismail P.O. Box 151, Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Iman Tel. No.: 09-6235546	025-001
SARAWAK		
BORNEO SECURITIES SDN BHD	12G, Jalan Kampung Datu 96000 Sibul Sarawak Tel. No.: 084-319998	030-001

16. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and telephone number	Broker Code
SARAWAK (continued)		
HWANG-DBS SECURITIES BERHAD (Kuching Branch)	Lot 328, Jalan Abell 93100 Kuching Sarawak Tel No. : 082-236999	068-005
K&N KENANGA BHD (Kuching Branch)	Wisma Mahmud, Jalan Sungai Sarawak 93100 Kuching Sarawak Tel. No.: 082-338000	073-003
K&N KENANGA BHD (Miri Branch)	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel. No.: 085-435577	073-002
OSK SECURITIES BERHAD (Kuching Branch)	Ground & 1 st Floor, Wisma Chinese Chambers Lot 357, Section 47, K.T.L.D. Jalan Bukit Mata Kuching 93100 Kuching Sarawak Tel No. : 082-422252	056-008
WILAYAH PERSEKUTUAN LABUAN		
SHARETECH SECURITIES SDN BHD	Unit 7(A), Level 7 Main Office Tower Financial Park Labuan 87000 Wilayah Persekutuan Labuan Tel. No.: 087-451666	022-001
SABAH		
HWANG-DBS SECURITIES BERHAD (Kota Kinabalu Branch)	Room Nos 106-109, Mezzanine Floor Room Nos 207-212, 2 nd Floor Gaya Centre, Jalan Tun Fuad Stephens 88400 Kota Kinabalu Sabah Tel. No. : 088-311688	068-008
INNOSABAH SECURITIES BERHAD	11, Equity House, Block K Sadong Jaya, Karamuning 88100 Kota Kinabalu Sabah Tel. No.: 088-234099	020-001
KUALA LUMPUR SECURITIES SDN BHD	Suite 1-9 E1, 9 th Floor, CPS Tower No. 1 Jalan Center Point 88000 Kota Kinabalu Sabah Tel. No.: 088-253922	076-005
OSK SECURITIES BERHAD (Kota Kinabalu Branch)	5 th Floor, Wisma BSN Sabah Jalan Kemajuan, Karamuning 88000 Kota Kinabalu Sabah Tel. No.: 088-269788	056-010

17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of YTL e-Solutions during normal office hours for a period of twelve (12) months from the date of this Prospectus: -

- (i) Memorandum and Articles of Association of YTL e-Solutions and its subsidiaries;
- (ii) The Directors' Report and Accountants' Report, referred to in Sections 12 and 13 respectively of this Prospectus;
- (iii) The material contracts and material agreements referred to in Sections 15.8 and 15.9;
- (iv) The Reporting Accountants' Letter relating to the proforma consolidated balance sheets as at 31 December 2001 included in Section 13 of this Prospectus;
- (v) Proforma consolidated balance sheets as at 31 December 2001 included in Section 14 of this Prospectus;
- (vi) The letters of consent referred to in Section 15.10 of this Prospectus;
- (vii) The audited accounts of YTL e-Solutions Group for the two (2) financial years ended 30 June 2000, 30 June 2001 and the six (6) months period ended 31 December 2001;
- (viii) The audited accounts of YTL e-Solutions for the five (5) financial years ended 30 June 1996 to 2001 and the six (6) months period ended 31 December 2001;
- (ix) The audited accounts of Extiva for the period from 14 April 1998 (date of incorporation) to 30 June 1999, the two (2) financial years ended 30 June 2000 to 2001 and the six (6) months period ended 31 December 2001; and
- (x) The audited accounts of PNA for the period from 30 October 2000 (date of incorporation) to 30 June 2001 and the six (6) months period ended 31 December 2001.