

16. ADDITIONAL AND OTHER INFORMATION

16.1 Share Capital

- (i) No ordinary share will be allotted or issued on the basis of this Prospectus later than twelve (12) months after the date of issue of this Prospectus.
- (ii) There is no founder, management or deferred shares in the Company. There is only one class of shares in the Company, namely, ordinary shares of RM0.10 each, all of which rank *pari passu* with one another.
- (iii) As at the date of this Prospectus, none of the capital of the Company or any of its subsidiaries is under any option or agreed conditionally or unconditionally to be put under option.
- (iv) Save for the PTB Shares reserved for eligible employees and business associates of the PTB Group as disclosed in Section 3.5 of this Prospectus, no person has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of the Company or its subsidiaries.
- (v) No shares, stock or debentures of the Company or its subsidiaries have been issued, agreed to be issued or is proposed to be issued as fully or partly paid-up, for cash or otherwise than in case within the two (2) years, preceding the date of issue of this Prospectus.
- (vi) Save for the PTB Shares reserved for the eligible employees of the PTB Group as disclosed in Section 3.5 of this Prospectus, there is currently no other scheme for or involving the employees of the Group in the share capital of the Company or its subsidiaries as at the date of issue of this Prospectus.

16.2 Articles of Association

The following provisions are reproduced from the Company's Articles of Association (Articles). The words and expressions appearing in the following provisions shall bear the same meaning used in the Articles:

(i) Transfer of Securities

The provision in the Articles of the Company, the MMLR, the Companies Act, 1965 and the Rules of the MCD, in respect of the arrangements for transfer of shares of the Company and restrictions on their free transferability are as follows:

Article 24

Subject to these presents, the Rules and except as may be required by law, there shall be no restriction on the transfer of fully paid-up Listed Securities in the Company.

Article 25

The transfers of any Listed Securities or class of Listed Securities in 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 sub-Section 107C(2) of the Act and any exemptions that may be made from compliance with sub-Section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Listed Securities.

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Article 26

The Central Depository may refuse to register any transfer of Deposited Securities if it does not comply with the Central Depositories Act or the Rules.

Article 27

Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of Listed Securities although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the Listed Securities proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside. In every such case, the person registered as transferee, his executors, administrators and assignees, subject to compliance with the Act, the Central Depositories Act and the Rules, alone shall be entitled to be recognised as the holder of such Listed Securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

Article 28

Registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine but so that no part of the Register of Members shall be closed for more than thirty (30) days in the aggregate in any calendar year. Twelve (12) clear Market Days' (or such other minimum period as may be prescribed by the Exchange) notice of intention of such suspension or of any books closing date shall be published in a daily newspaper circulating in Malaysia and notice in writing shall also be given to the Exchange. The said notice shall state the purpose or purposes for the suspension or books closing. In relation to the suspension or books closing, the Company shall give written notice to the Central Depository to issue the appropriate Record of Depositors in accordance with the Central Depositories Act and the Rules within such time as is required by the Central Depository to enable the Central Depository to issue the relevant Record of Depositors.

(ii) Remuneration of Directors

The provisions in the Articles of the Company dealing with the remuneration of the Directors are as follows:

Article 81

The fee of the Directors, who hold no executive office with the Company, for their services as Directors shall be determined by the Company by ordinary resolution at a general meeting and shall be payable by way of a fixed sum only and not by way of a commission on or percentage of profits or turnover and thereafter shall not be increased except by an ordinary resolution of the Company passed at an annual or other general meeting of the Company where notice of the proposed increase has been given in the notice convening the Meeting. If the fee of each such non-Executive Director is not specifically fixed by the Company in general meeting then the quantum of fee to be paid to each non-Executive Director, within the overall limits fixed by the Company in general meeting, shall be decided by resolution of the full Board of Directors. In default of any decision being made in this respect by the full Board of Directors, the fee payable to the non-Executive Directors shall be divided equally amongst them and such a Director holding office for part only of a year shall be entitled to a proportionate part of a full year's fee.

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Article 82

Any Director who by request of the Board serves on any committee or performs special services for any purposes of the Company may be paid such extra remuneration by way of salary or otherwise (subject to any other provisions of these presents) as the Board may determine. All the Directors shall also be entitled to be repaid by the Company all such reasonable traveling (including hotel and incidental) expenses as they may incur in attending meetings of the Board or of committees of the Board or general meetings or otherwise in or about the business of the Company.

Article 86

Subject to Article 85(A) and the MMLR, any Director may continue to be or become a Director, Managing Director, manager or other officer or member of any other corporation in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a Director, Managing Director, manager or other officer or member of any such other corporation. The Directors may exercise the voting power conferred by the shares in any other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as Directors, Managing Directors, managers or other officers of such corporation, or providing for the payment of remuneration to the Directors, Managing Directors, managers or other officers of such corporation), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or be about to be, appointed a Director, Managing Director, manager or other officer of such other corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid, provided always that no Director shall vote (or be counted in the quorum) in respect of a resolution concerning his own appointment.

Article 99

Subject to any other provision of these presents, the fee of any Managing Director or Executive Director for his services as such shall be determined by the Directors and may be of any description and thereafter shall not be increased except by an ordinary resolution of the Company passed at an annual or other general meeting of the Company where notice of the proposed increase has been given in the notice convening the Meeting.

Article 118

Any Director may at any time appoint any person approved by a majority of his co-Directors to be an Alternate Director of the Company, and may at any time remove any Alternate Director appointed by him from office. Subject to Articles 80, 81 and 98, an Alternate Director shall not be entitled to receive any remuneration from the Company for his services as an Alternate Director, nor be required to hold any qualification provided that any fee paid by the Company to the Alternate Director shall be deducted from that Director's remuneration.

(iii) Voting and Borrowing Powers of Directors

The provisions in the Articles of the Company dealing with powers of Directors, in particular, the voting powers of the Directors in 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:

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Article 80

All the Directors of the Company shall be natural persons and, until otherwise determined by the Company in general meeting, the number of Directors including a Managing Director shall not be less than three (3) but nor more than twelve (12). Subject to the MMLR, at least two (2) Directors or one third (1/3) of the Board of Directors, whichever is higher, shall be Independent Directors.

Article 85

- (A) Subject to the Act and the MMLR, no Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature and extent of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Directors held after he became so interested or, in a case where the Director becomes interested in a contract or arrangement after it is made, at the first meeting of the Directors held after he becomes so interested; provided, nevertheless, that, subject to any other provisions of these presents, a Director shall not as a Director vote or be present during voting in respect of any contract, proposed contract or arrangement in which he has, directly or indirectly, an interest and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at a meeting upon the consideration of a motion concerning any such contract or arrangement.
- (B) A general notice in writing, which complies with Section 131(4) of the Act, given to the Company by any Director shall be deemed to be sufficient declaration of interest in relation to the subject matter of the notice.

Article 88

The business of the Company shall be managed by the Directors, who may pay all expenses incurred in forming and registering the Company and may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in general meeting, subject nevertheless to these presents, to the provisions of the Act, and to such regulations, being not inconsistent with these presents or such provisions, as may be prescribed by ordinary resolution of the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if the regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article. Any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to the prior approval of shareholders in general meeting.

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Article 89

The Directors may establish any local boards, committee or agencies for managing any of the affairs of the Company in any part of the world, and may appoint any persons to be members of such local boards, committee, and any managers or agents, and may fix their remuneration, and may delegate to any local boards, committee, manager or agent any of the powers, authorities and discretions vested in the Directors with power to sub-delegate, and may authorise the members of any local boards, committee, or any of them to fill any vacancies therein, and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit. The Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Article 90

An audit committee shall be appointed by the Directors from among their number, comprising of such number and having such functions as prescribed by the Exchange and the MMLR.

Article 91

The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such predecessors or other company and the wives, widows, families and dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the Members and to the proposal being approved by the Company by ordinary resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present at a meeting upon the consideration of a motion in respect of any matter referred to in this Article but may not vote as a Director upon any resolution in respect of any such matter if he is personally interested in such matter even where such matter is intended to be for the benefit generally of all, or any class or classes, of such employees and servants or former employees or servants (including Directors or other officers) and/or their respective wives, widows, families and dependants.

Article 92

The Directors may by power of attorney under the Seal appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such

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attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Article 93

The Directors may make and vary such regulations as they think fit in respect of the keeping of branch registers of Members pursuant to Section 164 of the Act.

Article 94

- (1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or any related party as may be thought fit.
- (2) The Directors may borrow or raise any such money as aforesaid, upon such terms and conditions in all respects as the Directors may think fit, upon or by the issue or sale of any bonds, debentures, debenture stocks or securities. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stocks or securities to exchange the same for shares in the Company or any class authorised to be issued. The Directors may secure or provide for the payment of any moneys to be borrowed or raised by a mortgage or a charge upon all or any part of the undertaking or property of the Company, both present and future and upon any capital remaining unpaid upon the shares of the Company, whether called up or not or by any other security and the directors may confer upon any mortgages or persons in whom any debentures, debenture stock or security is vested, such rights and powers as they think necessary or expedient; and they may vest any property of the Company in trustees for the purpose of securing any moneys so borrowed or so raised and confer upon the trustees or any receiver to be appointed by them or by any debenture holder, such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company, or the management or the realisation thereof, or the making, receiving or enforcing of calls upon the members in respect of unpaid capital and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated.
- (3) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Article 95

All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

Article 96

- (A) The Directors may from time to time appoint one (1) or more of their body to the office of Managing Director (which term shall be deemed to include the Group Chief Executive or other such designation of the Company's chief

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executive officer) or to any other office or employment under the Company except that of Auditor, on such terms as they think fit, subject to any other provisions of these presents. Where the Managing Director is appointed for a fixed term, that term shall not exceed five (5) years and any person appointed to be a Director may continue in any other office or employment held by him with the Company before he was so appointed. A Director (other than a Managing Director) holding any such other office or employment is herein referred to as an Executive Director.

- (B) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or employment under the Company or whereat the terms of any such appointment are arranged, and he may vote (and be counted in the quorum) in respect of a resolution for any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

Article 98

An Executive Director shall not as such be exempt from retirement by rotation, and his tenure of the office or employment by virtue whereof he is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Directors.

Article 99

Subject to any other provision of these presents, the fees of any Managing Director or Executive Director for his services as such shall be determined by the Directors and may be of any description and thereafter shall not be increased except by an ordinary resolution of the Company passed at an annual or other general meeting of the Company where notice of the proposed increase has been given in the notice convening the Meeting.

Article 100

A Director holding the office of Managing or Executive Director shall be subject to the control of the board of Directors who may entrust to and confer upon the said Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and, in the case of a Managing Director, either concurrently with or to the exclusion of their own powers, and may from time to time revoke, withdraw or vary all or any of such powers.

Article 106

Subject to Article 80, the Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the conclusion of the next annual general meeting and shall be eligible for re-election at such meeting. A Director retiring under this Article shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.

Article 107

Except as otherwise authorised by Section 126 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution and a

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single resolution purporting to elect or appoint two (2) or more persons to be Directors shall be ineffective and void.

Article 109

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote except where two (2) Directors form a quorum, the chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue shall not have a casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Without limiting the discretion of the Directors to regulate their meetings, the Directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication. A resolution passed by such a conference shall, despite the fact that the Directors are not present together in one place at the time of conference, be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which (using Malaysian time) the conference was held. The provisions of these Articles relating to the proceedings of Directors apply to such conferences so far as they are capable of application and with any necessary changes.

Article 118

Any Director may at any time appoint any person approved by a majority of his co-Directors to be an Alternate Director of the Company, and may at any time remove any Alternate Director appointed by him from office. Subject to Articles 80, 81 and 98, an Alternate Director shall not be entitled to receive any remuneration from the Company for his services as an Alternate Director, nor be required to hold any qualification provided that any fee paid by the Company to the Alternate Director shall be deducted from that Director's remuneration.

(iv) Changes in Capital and Variation of Class Rights

The provisions in the Articles of the Company as to the changes in share capital or variation of class rights which are no less stringent than those provided in the Companies Act, 1965 are as follows:

Article 4

(A) Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued, any shares in the Company (whether forming part of the original capital or not) may be issued with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by special resolution determine, provided that:

- (1) the total nominal value of preference shares issued shall not exceed the total nominal value of the issued ordinary shares at any time;
- (2) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited accounts and attending general meetings of the Company but shall only have the right to vote in each of the following circumstances;

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- (a) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
 - (b) on a proposal to reduce the Company's share capital;
 - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (d) on a proposal that affects rights attached to the preference share;
 - (e) on a proposal to wind up the Company; and
 - (f) during the winding up of the Company.
- (3) the holders of preference shares must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.
- (B) Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
- (C) The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholder rights, may only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths (3/4) of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

Article 6

Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with the consent in writing of the holders of three-fourths (3/4) of the issued shares of the class or with the sanction of a special resolution passed at a separate meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate meeting all the provisions of these presents relating to general meetings or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those persons who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one (1) vote for every share of the class held by them respectively.

Article 7

The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not unless otherwise expressly provided by the terms of issue of such shares be deemed to be modified by the creation or issue of further shares ranking *pari passu* therewith. The Company shall have the power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.

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Article 8

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of these presents, to the Act and to the provisions of any resolution of the Company, shares in the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of such shares to such persons on such terms and conditions and at such times as the Directors may determine, but the Directors in making any such allotment or disposal or granting any such option of shares shall comply with the following conditions:

- (A) No shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
- (B) In the case of shares offered to the public for subscription, the amount payable on application on each share shall not be less than five per cent (5%) of the nominal amount of the share;
- (C) The rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same;
- (D) No Director shall participate in an issue of shares to employees of the Company unless:-
 - (1) the Members in general meeting have approved of the specific allotment to be made to such Director; and
 - (2) he holds office in the Company in an executive capacity;
- (E) Subject to any direction to the contrary that may be given by the Company in general meeting, any shares or other convertible Securities proposed to be issued shall before they are issued be offered to such persons as are at the date of the offer entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or convertible Securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or convertible Securities offered, the Directors may dispose of those shares or convertible Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or convertible Securities which (by reason of the ratio which the new shares or convertible Securities bear to shares or Securities held by the persons entitled to an offer of new shares or convertible Securities) cannot, in the opinion of the Directors, be conveniently offered under this sub-Article (E); and
- (F) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall issue, allot Securities and despatch notices of allotment to the allottee and make an application for the quotations of such Securities:
 - (i) within thirty (30) Market Days of the final applications closing date for a public issue; or

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- (ii) within fifteen (15) Market Days of the final applications closing date for a rights issue; or
- (iii) within ten (10) Market Days of the book closing date for a bonus issue; or
- (iv) within ten (10) Market Days of the date of receipt of a notice of the exercise of an option together with the requisite payment for a share scheme for employees; or
- (v) within ten (10) Market Days of the date of receipt of a subscription form together with the requisite payment for conversion or exercise in respect of convertible Securities; or
- (vi) such other period as may be prescribed under the MMLR or by the Exchange from time to time.

Subject to the MMLR and notwithstanding the existence of a resolution pursuant to Section 132D of the Act, the Company shall not issue any shares or convertible Securities if the nominal value of those shares or convertible Securities when aggregated with the nominal value of any such shares or convertible Securities issued during the preceding twelve (12) months, exceed ten per cent (10%) of the nominal value of the issued and paid-up capital of the Company, except where the shares or convertible Securities are issued with the prior approval of the Company in general meeting of the precise terms and conditions of the issue. Provided that in working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised. Provided further that except in the case of an issue of Securities on a pro rata basis to Members, no shares or convertible Securities shall be issued to a Director, Major Shareholder or person connected with any Director or Major Shareholder unless the Company in general meeting has approved of the specific allotment to be made to such aforesaid person, such approval to be obtained in accordance with the MMLR.

- (G) The Company must ensure that all new issues of Securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall be so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository to make the appropriate entries in the Securities Account of such allottees.

Article 45

The Company in general meeting may from time to time by ordinary resolution increase its capital by such sum, to be divided into shares of such nominal amounts, as the resolution shall prescribe.

Article 47

Subject to provisions of the Act, the Central Depositories Act, the MMLR and the Rules, the Company may, with the sanction of an ordinary resolution of the Members

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in general meeting, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their absolute discretion, deem fit provided that the purchase of such shares shall not exceed ten per cent (10%) of the issued share capital of the Company for the time being unless prior approval of the Exchange has been obtained.

Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act, the Central Depositories Act, the MMLR and the Rules issued by the relevant authorities and/or the Exchange from time to time.

Article 48

The Company in general meeting may by ordinary resolution:-

- (A) consolidate and divide all or any of its share capital into shares of larger nominal amount than its existing shares;
- (B) subdivide its shares, or any of them, into shares of smaller nominal amount than is specified in the Memorandum of Association, subject nevertheless to the provisions of Section 62(1)(d) of the Act; and
- (C) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of the shares so cancelled,

and may also by special resolution:-

- (D) reduce its share capital and any capital redemption reserve fund or share premium account in any manner authorised by law.

16.3 Directors and Substantial Shareholders

- (i) The names, addresses and occupations of the Directors of the Company are set out in Section 1 of this Prospectus.
- (ii) A Director is not required to hold any qualification share in the Company.
- (iii) For the financial year ended 31 December 2002, the aggregate amount of remuneration and benefits paid to the Directors of the PTB Group for services rendered in all capacities to the Group was RM319,520. For the financial year ending 31 December 2003, the aggregate amount of remuneration and benefits to be paid to the Directors for services rendered to the PTB Group are estimated to be approximately RM652,000.
- (iv) The direct and indirect interests of the substantial shareholders and Directors in the Company before and after the Public Issue are disclosed in Section 8.1.1 and 8.2.1 of this Prospectus.
- (v) Save as disclosed in Section 10.2.1 of this Prospectus, none of the Directors and substantial shareholders of the Company or its subsidiaries has any interest, direct or indirect, in any business carrying on a similar trade as the Company and its subsidiaries.
- (vi) Save as disclosed in Section 10 and the Acquisitions pursuant to the listing scheme as disclosed in Section 6.3 of this Prospectus, none of the Directors and substantial shareholders of the Company has any interest, direct or indirect, in the promotion of

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or in any assets which have, within the two (2) preceding years of the date of this Prospectus, been acquired or proposed to be acquired or disposed or proposed to be disposed of by or leased or proposed to be leased to the Company or its subsidiaries or any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Company and its subsidiaries taken as a whole.

- (vii) Save as disclosed in Section 10 of this Prospectus, none of the Directors of the Company have any interest in any contract or arrangement which is significant in relation to the business of the Company or the Group taken as a whole.
- (viii) Save as disclosed in this Prospectus, so far as known to the Company, there does not exist any persons who, directly or indirectly, jointly or severally exercise control over the Company.

16.4 General

- (i) The nature of the Company's business is described in Section 6.5 of this Prospectus and the names of all the corporations which are deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 have been disclosed in Section 6.4 of this Prospectus.
- (ii) The time of the opening and closing of the Application period is set out in Section 3.2 and Section 17.1 of this Prospectus.
- (iii) The amount payable in full on application of the Public Issue is RM0.30 per Public Issue Share.
- (iv) All the Public Issue Shares to be issued by the Company are subject to the terms and conditions of this Prospectus.
- (v) The manner in which copies of this Prospectus together with the official Application Forms and envelopes may be obtained as set out in Section 17.4 of this Prospectus.
- (vi) As at 12 December 2003 (being the latest practicable date prior to the printing of this Prospectus), the Company and its subsidiaries do not have any outstanding convertible debt securities.
- (vii) Save as disclosed in this Prospectus, no shares or debentures of the Company or its subsidiaries have been issued or proposed to be issued as fully or partly paid-up for cash or otherwise than in cash within the two (2) preceding years of the date of this Prospectus.
- (viii) No amount or benefit has been paid or intended to be paid or given to any promoter within the two (2) years preceding the date of this Prospectus.
- (ix) Save as disclosed in Section 3.9 of this Prospectus, there are no commission, discounts, brokerages or other special terms granted or paid by PTB or its subsidiaries within the two (2) preceding years from the date of this Prospectus in connection with the issue or sale of any capital or debenture of the Company or its subsidiaries for subscribing or agreeing to subscribe or procuring or agreeing to procure subscription for any shares in or debentures of PTB or its subsidiaries and no Director or promoter or expert is entitled to receive any such payment.
- (x) Apart from the subsidiaries of the Company as disclosed in Section 6.4 of this Prospectus, PTB has not established a place of business outside Malaysia.

16. ADDITIONAL AND OTHER INFORMATION

- (xi) Save as disclosed in Section 11.2, no property has been acquired or is proposed to be acquired by the Company and/ or its subsidiaries in contemplation of the Public Issue.
- (xii) Other than the 1,255,500 PTB Shares reserved for the eligible employees and business associates of the PTB Group pursuant to this Prospectus, there are at present no other schemes involving the employees or Directors in the capital of the Company and its subsidiaries at the date of this Prospectus.
- (xiii) The name and address of the Auditors and Reporting Accountants of the Company are set out in Section 1 of this Prospectus.

16.5 Material Litigations

As at 12 December 2003 (being the latest practicable date prior to the printing of this Prospectus), neither the Company nor its subsidiaries is engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the business or financial position of the Group and the Directors do not know of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially affect the business or financial position of the Group.

16.6 Material Contracts

Save as disclosed below, there are no material contracts entered into by the Company and its subsidiaries, not being contracts in the ordinary course of business, within the two (2) years preceding the date of this Prospectus:

- (i) On 2 January 2002, PPSB entered into a SPA with Plextech to acquire the unexpired term of statutory lease of PLO 264 PTB 76050 Mukim of Tebrau, District of Johor Bahru, State of Johor Darul Takzim (Property 2) for a cash consideration of RM6,000,000.
- (ii) On 19 February 2002, PPSB entered into a SPA with Mahabuilders Sdn Bhd (Mahabuilders) to acquire the unexpired term of Statutory Lease of HS(D) 270909 PTD 68791 Mukim of Tebrau, District of Johor Bahru, State of Johor Darul Takzim for a cash consideration of RM950,000.
- (iii) On 31 July 2002, MHT entered into a SPA with Plasten whereby MHT agreed to purchase all that freehold land held under HS(D) 177841 PTD 52064 Mukim of Tebrau, District of Johor Bahru, State of Johor Darul Takzim (Property 1) measuring approximately 30,832 square feet in area together with an extended single storey factory with a two storey office building annexed and a guard house erected thereon and known as No. 5, Jalan Firma 2/2, Tebrau Industrial Estate 1, 81100 Johor Bahru, Johor Darul Takzim, at a cash consideration of RM2,000,000.
- (iv) On 12 September 2002, PPSB entered into a tenancy agreement with PESB for the letting of the second floor and block C of three (3) block of building bearing postal address PLO 264, Jalan Firma 3, Kawasan Perindustrian Tebrau IV, 81100, Johor Bahru, Johor to PESB for a period of two (2) years commencing 1 May 2002 for a monthly rental of RM8,828 and an option to renew for a further period of two (2) years from the date of expiry.

16. ADDITIONAL AND OTHER INFORMATION

- (v) On 3 December 2002, PTB entered into an SPA with the vendors of MHT, namely PESB, Pua Kong Hoi, Chang Hing Ling @ Cheun Poh Kern, Ho Kar Kok and Teng Chee Kuan, to acquire the entire issued and paid-up share capital of MHT representing 1,000,000 ordinary shares of RM1.00 each for a purchase consideration of RM6,150,914 which was satisfied wholly by the issuance of 61,509,140 new PTB Shares at an issue price of RM0.10 per share, to be credited as fully paid-up. The completion date for the SPA was further extended to 13 June 2003, 13 October 2003 and 20 October 2003 via the letters of exchange for the said extension dated 30 April 2003, 21 August 2003 and 27 September 2003 respectively. The MHT Acquisition was completed on the 20 October 2003.
- (vi) On 3 December 2002, PTB entered into a SPA with the vendors of PPSB, namely PESB, Pua Kong Hoi, Ho Kar Kok and Teng Chee Kuan, to acquire the entire issued and paid-up share capital of PPSB representing 1,000,000 ordinary shares of RM1.00 each for a purchase consideration of RM3,599,084 which was satisfied wholly by the issuance of 35,990,840 new PTB Shares at an issue price of RM0.10 per share, to be credited as fully paid-up. The completion date for the SPA was further extended to 13 June 2003, 13 October 2003 and 20 October 2003 via the letters of exchange for the said extension dated 30 April 2003, 21 August 2003 and 27 September 2003 respectively. The PPSB Acquisition was completed on the 20 October 2003.
- (vii) On 16 June 2003, MHT entered into a tenancy agreement with Plextech for the letting of factory building bearing postal address No. 5 (Block B), Jalan Firma 2/2, Kawasan Perindustrian Tebrau I, 81100 Johor Bahru, Johor to Plextech for a monthly rental of RM8,000 for a period of two (2) years commencing 1 May 2003 and an option to renew for a further period of two (2) years from the date of expiry.
- (viii) On 10 December 2003, PTB has entered into an Underwriting Agreement with SIBB for the underwriting of 32,500,000 PTB Shares for a Managing Underwriter's fee of 2.5% and an underwriting commission of 1.5% of the Public Issue Price.

16.7 Material Agreements

Save as disclosed below, there are no material agreements entered into by the Company and its subsidiaries, including but not limited to shareholders' agreements, agreements underlying the basis of the Group's business, supplier agreements, customer agreements and directors' service agreements, if any :

- (i) On 24 January 2002, MHT purchased a twin screw compounder from S.M Platek Co. Ltd. for a sum of USD275,000 based on invoice number SM-020508.
- (ii) On 26 March 2002, MHT purchased a new pelletising line from New Vision Importers and Exporters for a sum of USD265,000 based on invoice number NVI-0348.

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16. ADDITIONAL AND OTHER INFORMATION

16.8 Public Take-over Offers

None of the following has occurred in the last financial year and/ or the current financial year up to the date of this Prospectus.

- (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.

16.9 Consents

- (i) The written consent of the Adviser, Sponsor, Managing Underwriter, Placement Agent, Principal Bankers, Issuing House, Registrar, Company Secretary and Solicitors to the inclusion in this Prospectus of their names in the manner and form and context in which their names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (ii) The written consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their names, Accountants' Report and their letters relating to the proforma consolidated balance sheets in the form and context in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (iii) The written consent of the Independent Market Researcher to the inclusion in this Prospectus of its name, extractions from and executive summary of the Independent Market Research Report, and letter relating to the executive summary of the Independent Market Research Report in the form and context in which it is contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

16.10 Documents Available for Inspection

Copies of the following documents are available for inspection at the registered office of the Company during office hours for a period of twelve (12) months from the date of this Prospectus.

- (i) Memorandum and Articles of Association of the Company and its subsidiaries;
- (ii) Directors' Report and Accountants' Report as included herein;
- (iii) Reporting Accountants' letters relating to the Proforma Consolidated Balance Sheets as at 30 June 2003 as included herein;
- (iv) Audited accounts of PTB since incorporation up to financial year ended 31 December 2002 and the six (6) months period ended 30 June 2003;
- (v) Audited accounts of MHT for the past five (5) financial years ended 31 December 1998 to 2002 and the six (6) months period ended 30 June 2003;
- (vi) Audited accounts of PPSB for the past five (5) financial years ended 31 December 1998 to 2002 and the six (6) months period ended 30 June 2003;
- (vii) Material contracts and material agreements referred to under Section 16.6 and Section 16.7 of this Prospectus respectively;

16. ADDITIONAL AND OTHER INFORMATION

- (viii) Letters of consent referred to under Section 16.9 of this Prospectus; and
- (ix) Independent Market Research Reports prepared by Frost and Sullivan dated 30 September 2002 and 19 September 2003 and a copy of the letter of consent for the inclusion of information from the Independent Market Research Report.

16.11 Responsibility

- (i) SIBB, being the Adviser, Sponsor, Managing Underwriter and Placement Agent acknowledges that, based on all available information, and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning the Public Issue.
- (ii) This Prospectus has been seen and approved by the Directors and Promoters of the Company and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable enquiries 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 in this Prospectus false or misleading.

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