

6. INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE OPB GROUP

6.1 Directors

The direct and indirect interests of the Directors in OPB after the Public Issue will be as follows:

| Name | Designation | Nationality | Direct | | Indirect | |
|--------------------------------|--|-------------|--------------------------------|-------|-------------------|--------------------|
| | | | No. of OPB Shares ¹ | % | No. of OPB Shares | % |
| Tan Siew Chin | Managing Director | Malaysian | 112,118,140 | 50.28 | 32,112,810 | 14.40 ² |
| Lo Pong Kiat @ Lor Hong Ling | Executive Director | Malaysian | 30,050 | 0.01 | 20,135,040 | 9.03 ³ |
| Tan Siew Tyan | Non-Independent Non-Executive Director | Malaysian | 1,352,420 | 0.61 | 142,878,530 | 64.07 ⁴ |
| Chan Soo Wah | Independent Non-Executive Director | Malaysian | 30,000 | 0.01 | - | - |
| Dr Han Swan Kwong @ Adrian Han | Independent Non-Executive Director | Malaysian | 30,000 | 0.01 | - | - |

Notes:

- 1 Include Public Issue Shares to be offered under the Share Allocation Scheme.
- 2 Deemed interested as per Section 6A of the Act, by virtue of his wife's, Chen Lee Chew, his brother's, Tan Siew Tyan, his sister's, Tan Chin Ming, and his sister-in-law's, Lim Siok Eng, shareholdings.
- 3 Deemed interested as per Section 6A of the Act, by virtue of his son's, Lor Seng Thee, shareholdings.
- 4 Deemed interested as per Section 6A of the Act, by virtue of his brother's, Tan Siew Chin, his sister's, Tan Chin Ming, and his sisters-in-law's, Chen Lee Chew and Lim Siok Eng, shareholdings.

6.2 Profile of the Promoters

The profile of the promoters' namely Tan Siew Chin, Chen Lee Chew and Lor Seng Thee are set out in Section 6.3.1.

6.3 Substantial Shareholders and Promoters

The direct and indirect interests of the substantial shareholders and promoters in OPB after the Public Issue will be as follows:

| Name | Designation | Direct | | Indirect | |
|---------------|---|--------------------------------|-------|-------------------|--------------------|
| | | No. of OPB Shares ¹ | % | No. of OPB Shares | % |
| Tan Siew Chin | Managing Director / Promoter | 112,118,140 | 50.28 | 32,112,810 | 14.40 ² |
| Chen Lee Chew | Promoter | 28,115,540 | 12.61 | 115,674,600 | 51.87 ³ |
| Lor Seng Thee | General Manager - Operations of OFSB / Promoter | 20,135,040 | 9.03 | 30,050 | 0.01 ⁴ |
| Tan Chin Ming | - | 2,204,040 | 0.99 | 142,026,910 | 63.69 ⁵ |
| Tan Siew Tyan | Non-Independent Non-Executive Director | 1,352,420 | 0.61 | 142,878,530 | 64.07 ⁶ |
| Lim Siok Eng | - | 440,810 | 0.20 | 115,674,600 | 51.87 ⁷ |

6. INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE OPB GROUP

Notes:

- 1 Include Public Issue Shares to be offered under the Share Allocation Scheme.
- 2 Deemed interested as per Section 6A of the Act, by virtue of his wife's, Chen Lee Chew, his brother's, Tan Siew Tyan, his sister's, Tan Chin Ming, and his sister-in-law's, Lim Siok Eng, shareholdings.
- 3 Deemed interested as per Section 6A of the Act, by virtue of her husband's, Tan Siew Chin, her brother-in-law's, Tan Siew Tyan, and her sister-in-law's, Tan Chin Ming, shareholdings.
- 4 Deemed interested as per Section 6A of the Act, by virtue of his father's, Lo Pong Kiat @ Lor Hong Ling, shareholdings.
- 5 Deemed interested as per Section 6A of the Act, by virtue of her brothers', Tan Siew Chin and Tan Siew Tyan, and sisters-in-law's, Chen Lee Chew and Lim Siok Eng, shareholdings.
- 6 Deemed interested as per Section 6A of the Act, by virtue of his brother's, Tan Siew Chin, his sister's, Tan Chin Ming, and sisters-in-law's, Chen Lee Chew and Lim Siok Eng, shareholdings.
- 7 Deemed interested as per Section 6A of the Act, by virtue of her brothers-in-law's, Tan Siew Chin and Tan Siew Tyan, and her sister-in-law's, Tan Chin Ming, shareholdings.

The profile of the substantial shareholders of OPB namely, Tan Siew Chin, Chen Lee Chew and Lor Seng Thee are set out in Section 6.3.1 of this Prospectus.

6.3.1 Profile of Substantial Shareholders

Tan Siew Chin, aged 52, is the Managing Director of OPB. He is also a substantial shareholder of OPB. He is a member of the Chartered Institute of Management Accountants of United Kingdom and a registered member of the Malaysian Institute of Accountants. He was trained as an Accountant in England and later returned to Malaysia in 1979 to join Supreme Finance (M) Bhd first as a Company Secretary and later as a Business Manager. In 1982, he moved to a group of property development companies known as Mepro Holdings Bhd as an Accountant and was later appointed as Executive Director. In January 1985, he was appointed the Executive Director of Emtex Corporation Bhd (now known as PJ Development Bhd), which had a core business in the planting of oil palm, coconut, rubber, cocoa and operating oil palm mills. In 1988, he ventured into his own business and started a company, which was later known as Paragon Union Bhd. Paragon Union Bhd's core business was in the manufacturing of car components and commercial wall-to-wall carpets. Paragon Union Bhd was successfully listed on the Second Board of Bursa Malaysia in 1994. In August 1997, he sold his shareholdings in Paragon Union Bhd and ventured into the nonwoven business through OFSB. He is also a substantial shareholder and director of Oceancash Holdings Sdn Bhd which is a property investment company.

Chen Lee Chew, aged 51, is the wife of Tan Siew Chin. She was trained as a staff nurse and midwife in England in 1976. She is a director and substantial shareholder in Oceancash Holdings Sdn Bhd which is a property investment company. She occasionally assists Mr. Tan Siew Chin in the administrative affairs of Oceancash Holdings Sdn Bhd.

Lor Seng Thee, aged 36, is the General Manager - Operations of OFSB. He graduated from the University of New South Wales, Sydney with an Honours Degree in Bachelor of Buildings in 1990. Upon graduation, he worked as a site agent based in a condominium project site in Jalan U-Thant, Ampang. His duties included managing the daily operations of the project site, contract management and progress claims. Subsequently, he joined Guobena Sdn Bhd (construction arm of Hong Leong Group) in 1992 as Quantity Surveyor and was posted to Ehsan Ria Condominium in Petaling Jaya as the site Quantity Surveyor. His duties included contracts management, progress claims and valuations of sub-contractors' claims. Thereafter, he was transferred internally to Hong Leong Property Management in 1993 where he assisted the Project Manager to manage Hyatt Regency Hotel and Indah Samudera condominium projects in Johor Bahru as well as the Guoman Port Dickson Resort in Port Dickson. In 1995, he joined Johan Holdings Bhd as the Project Coordinator of Johan Properties. In 1997, he joined OFSB as the Manager - Operations. His job scope includes managing the production and marketing of products for OFSB.

6. INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE OPB GROUP

Tan Chin Ming, aged 48, is presently attached to KM Bearing Sdn Bhd and Buimaco Sdn Bhd as a Finance Manger, having joined the companies in 2000. Previously, she was an Accounts/Administrative Manager with Novachem Sdn Bhd from 1998 to 1999 and an Accounts Executive with Paragon Union Berhad from 1990 to 1997. Prior to that, she was self-employed.

Tan Siew Tyan, aged 42, is the Non-Independent Non-Executive Director of OPB. He is a qualified Civil and Structural Engineer that graduated from Carleton University in Ottawa, Canada, 1985. He is currently a member of the Board of Engineers Malaysia, as well as a member of the Institute of Engineers, Malaysia since 1986. Between 1985 and 1990, he worked as a Project Engineer in Anti Hydro Care Sdn Bhd, a specialist in waterproofing. His primary job scope was to ensure smooth execution of the company's main waterproofing projects in Malaysia. From 1991 to the present, he worked as a Divisional Manager in Forsoc Sdn Bhd, a subsidiary of BP Amoco Plc in the UK. Forsoc Sdn Bhd is a supplier and manufacturer of specialty construction chemicals. Apart from this, he has also been a Company Director of Paragon Union Bhd, a company listed on the Second Board of Bursa Malaysia, from March 1995 to June 1997. Paragon Union Berhad is a manufacturer of car components and commercial carpets.

Lim Siok Eng, aged 56, was formerly employed by the Rubber Industry Smallholders' Development Authority (RISDA) until her retirement at the age of 55.

6.4 Information on OESB and OHSB

OPB Group, OESB and OHSB have common Directors and substantial shareholders, namely Tan Siew Chin and Chen Lee Chew.

6.4.1 Information on OESB

(a) History and business

OESB was incorporated in Malaysia under the Act on 26 June 2000 under the name of Blossom Equity Sdn Bhd. It assumed its present name on 10 April 2001. It has an authorised share capital of RM10,000,000 comprising 10,000,000 ordinary shares of RM1.00 each. It has a present issued and paid-up share capital of RM7,002,522 comprising 7,002,522 ordinary shares of RM1.00 each. It is principally a management and investment company.

(b) Directors and substantial shareholders

The Directors and substantial shareholders of OESB and their shareholdings in OESB as at 15 June 2004 (being the latest date prior to the issuance of this Prospectus) are set out as follows:

| Directors and substantial shareholders | Direct | | Indirect | | Nationality |
|--|--------------------|-------|--------------------|--------------------|-------------|
| | No. of OESB Shares | % | No. of OESB Shares | % | |
| Tan Siew Chin | 4,499,421 | 64.25 | 1,936,901 | 27.66 ¹ | Malaysian |
| Chen Lee Chew | 1,936,901 | 27.66 | 4,499,421 | 64.25 ² | Malaysian |

Notes:

- Deemed interested as per Section 6A of the Act, by virtue of his wife's, Chen Lee Chew shareholdings.
- Deemed interested as per Section 6A of the Act, by virtue of her husband's, Tan Siew Chin shareholdings.

6. INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE OPB GROUP

6.4.2 Information on OHSB

(a) History and business

OHSB was incorporated in Malaysia under the Act on 30 August 1997 under the name of Oceancash Holding Sdn Bhd. It assumed its present name on 24 August 2000. It has an authorised share capital of RM500,000 comprising 500,000 ordinary shares of RM1.00 each. It has a present issued and paid-up share capital of RM500,000 comprising 500,000 ordinary shares of RM1.00. It is principally a property investment company.

(b) Directors and substantial shareholders

The Directors and substantial shareholders of OHSB and their shareholdings in OHSB as at 15 June 2004 (being the latest date prior to the issuance of this Prospectus) are set out as follows:

| Directors and substantial shareholders | Direct | | Indirect | | Nationality |
|--|--------------------|-------|--------------------|--------------------|-------------|
| | No. of OHSB Shares | % | No. of OHSB Shares | % | |
| Tan Siew Chin | 350,000 | 70.00 | 150,000 | 30.00 ¹ | Malaysian |
| Chen Lee Chew | 150,000 | 30.00 | 350,000 | 70.00 ² | Malaysian |

Notes:

- 1 Deemed interested as per Section 6A of the Act, by virtue of his wife's, Chen Lee Chew shareholdings.
- 2 Deemed interested as per Section 6A of the Act, by virtue of her husband's, Tan Siew Chin shareholdings.

6.5 Promoters' and Substantial Shareholders' and/or their Substantial Shareholdings in other public companies for the past two (2) years

None of the promoters and substantial shareholders of OPB Group have any directorships and/or substantial shareholdings in other public companies for the past two (2) years.

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6. INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE OPB GROUP

6.6 Changes in Substantial Shareholders' Shareholdings

The changes in substantial shareholders' shareholdings (direct and/or indirect interest) in OPB since its incorporation on 26 August 2002 but before the Public Issue are as follows:

| Shareholders | Date of changes in shareholdings | No. of shares acquired/ (disposed) | Direct | | Indirect | |
|---------------------------|----------------------------------|------------------------------------|-----------------|--------|---------------|--------------------|
| | | | No. of shares | % held | No. of shares | % held |
| Ng Siew Huang | ¹ 26 August 2002 | 1 | 1 | 50.00 | - | - |
| | 24 October 2002 | (1) | Nil | - | - | - |
| Ng Lui Keng @ Ng Joo Keng | ¹ 26 August 2002 | 1 | 1 | 50.00 | - | - |
| | 24 October 2002 | (1) | Nil | - | - | - |
| Chua Tuan Hua | 24 October 2002 | 1 | ² 10 | 50.00 | - | - |
| | 29 March 2004 | (10) | Nil | - | - | - |
| Lai Voon Tse | 24 October 2002 | 1 | ² 10 | 50.00 | - | - |
| | 29 March 2004 | (10) | Nil | - | - | - |
| Loo Tze Meng | 29 March 2004 | 10 | 10 | 50.00 | - | - |
| Lee Seong Kar | 29 March 2004 | 10 | 10 | 50.00 | - | - |
| Tan Siew Chin | 7 April 2004 | 112,098,140 | 112,098,140 | 65.09 | 32,052,810 | ³ 18.61 |
| Chen Lee Chew | 7 April 2004 | 28,085,540 | 28,085,540 | 16.31 | 115,624,600 | ⁴ 67.14 |
| Lor Seng Thee | 7 April 2004 | 20,105,040 | 20,105,040 | 11.67 | 50 | ^{5, 9} - |
| Tan Chin Ming | 7 April 2004 | 2,204,040 | 2,204,040 | 1.28 | 141,946,910 | ⁶ 82.42 |
| Tan Siew Tyan | 7 April 2004 | 1,322,420 | 1,322,420 | 0.77 | 142,828,530 | ⁷ 82.93 |
| Lim Siok Eng | 7 April 2004 | 440,810 | 440,810 | 0.26 | 115,624,600 | ⁸ 67.14 |

Notes:

- 1 Subscribers.
- 2 Sub-division of shares from RM1.00 each to RM0.10 of 10 shares on 18 December 2002.
- 3 Deemed interested as per Section 6A of the Act, by virtue of his wife's, Chen Lee Chew, his brother's, Tan Siew Tyan, his sister's, Tan Chin Ming, and his sister-in-law's, Lim Siok Eng, shareholdings.
- 4 Deemed interested as per Section 6A of the Act, by virtue of her husband's, Tan Siew Chin, her brother-in-law's, Tan Siew Tyan, and her sister-in-law's, Tan Chin Ming, shareholdings.
- 5 Deemed interested as per Section 6A of the Act, by virtue of his father's, Lo Pong Kiat @ Lor Hong Ling, shareholdings.
- 6 Deemed interested as per Section 6A of the Act, by virtue of her brothers', Tan Siew Chin and Tan Siew Tyan, and sisters-in-law's, Chen Lee Chew and Lim Siok Eng, shareholdings.
- 7 Deemed interested as per Section 6A of the Act, by virtue of his brother's, Tan Siew Chin, his sister's, Tan Chin Ming, and sisters-in-law's, Chen Lee Chew and Lim Siok Eng, shareholdings.
- 8 Deemed interested as per Section 6A of the Act, by virtue of her brothers-in-law's, Tan Siew Chin and Tan Siew Tyan, and her sister-in-law's, Tan Chin Ming, shareholdings.
- 9 Negligible

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6.7 Directors

6.7.1 Profile of the Directors

The profile of Tan Siew Chin and Tan Siew Tyan is as set out in Section 6.3.1 of this Prospectus.

Lo Pong Kiat @ Lor Hong Ling, aged 67, is the Executive Director of OPB. He spent the early part of his career in sales and marketing for various car companies including Wearne's Brothers, Fiat and Tan Chong Motors. With his experience in the automotive industry, he joined Coco Industry Sdn Bhd in 1980, a Japanese company involved in the production of mattresses using coconut fibres in Malaysia. He was responsible for the company's venture into the manufacture of car seat paddings using coconut fibres in the early 1980's. As a result of this breakthrough and under the guidance of the parent company in Japan, Ikeda Busan, he was instrumental in the subsequent establishment of Ikeda Malaysia Sdn Bhd, one of the largest automotive interior trim companies in Malaysia.

During his tenure at Ikeda Malaysia Sdn Bhd, he further enhanced his knowledge in the automotive industry covering a wide spectrum of interior trim components. In 1989, recognising the potential of nonwoven felt applications in the automotive industry, he left to set up his trading company, Jugaya Sdn Bhd, importing and dealing in all kinds of nonwoven felts. Within five (5) years, Jugaya Sdn Bhd had become one of the largest importers and traders of nonwoven felts in Malaysia. In 1997, he was involved in the commencement of operations in OFSB.

Chan Soo Wah, aged 52, is the Independent Non-Executive Director of OPB. She also sits on the Board of Chip Yik Holdings Sdn Bhd. She is a fellow member of the Institute of Chartered Accountants of England & Wales, and a registered member of the Malaysian Institute of Accountants. Prior to this, from 1990 to 2001, she was a Senior Manager and Company Secretary of Malaysian Oxygen Berhad and an Alternate Director of Eastern Oxygen Berhad from 1995 to 1998. From 1985 to 1989, she was with D & C Sakura Merchant Bankers Berhad and held the post of Assistant Senior Manager – Corporate Finance. From 1981 to 1984, she served as the Group Accountant of Yee Heon Group Sdn Bhd and she was with Peat Marwick Mitchell and Co from 1979 to 1980. She has extensive experience in all aspects of corporate finance and advisory assignments.

Dr. Han Swan Kwong @ Adrian Han, aged 47, is the Independent Non-Executive Director of OPB. He has been practicing law since 1987. He is a graduate of the University of London and qualified with a Certificate in Legal Practice in 1986. He also qualified for associateship in the Chartered Institute of Arbitrators in 1998. He was previously a tax accountant with two (2) major international public accounting firms. He is a Fellow of the Institute of Taxation and holds a post-graduate Certified Diploma in Accounting and Finance. He also completed his Master of Business Administration (Finance) from the University of Hull. He was recently conferred the Doctor of Business Administration qualification by the Atlantic International University, USA.

6.7.2 Directors' directorship and/or substantial shareholdings in other public companies for the past two (2) years

None of the directors of OPB Group have any directorships and/or substantial shareholdings in other public companies for the past two (2) years.

6. INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE OPB GROUP

6.7.3 Directors' Remuneration and Benefits

For the financial year ended 31 December 2003, a total remuneration of RM281,400 was paid to the Directors of OPB Group for their service rendered in all capacities to the Company and its subsidiaries. For the financial year ending 31 December 2004, a total remuneration of RM416,300 is payable to the Directors of OPB Group. The band of remuneration is shown below:

| Range (RM) | Number of directors | |
|-------------------|---------------------|------------------|
| | 31 December 2003 | 31 December 2004 |
| 0 – 50,000 | 1 | 3 |
| 50,001 – 150,000 | 2 | 3 |
| 150,001 – 250,000 | - | 1 |
| 250,001 – 400,000 | - | - |

6.8 Audit Committee

The composition of the Audit Committee is as follows:

| Name | Designation | Directorship |
|-----------------------------------|-----------------------|------------------------------------|
| Chan Soo Wah | Chairman of Committee | Independent Non-Executive Director |
| Tan Siew Chin | Member of Committee | Managing Director |
| Dr Han Swan Kwong @ Adrian Han | Member of Committee | Independent Non-Executive Director |

The Audit Committee comprising two (2) independent non-executive directors and an executive director, is responsible for making recommendations to the Board regarding the selection of the external auditors, reviewing the results and scope of the audit and other services provided by the Group's external auditors and reviewing and evaluating the Group's internal audit and control functions. The Audit Committee is also responsible for the assessment of financial risk and matters relating to related party transactions and conflicts of interest. The Audit Committee may obtain advice from independent parties and other professionals in the performance of its duties.

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6. INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE OPB GROUP

6.9 Key Management and Key Technical Personnel

6.9.1 Profile of Key Management and Key Technical Personnel

The management team of the OPB Group is headed by Tan Siew Chin as the Managing Director. He is assisted by the following key management and key technical personnel:

Key Management

Lim Kok Cheong, aged 40, is the General Manager - Operations of ONW. He completed his Sijil Tinggi Pelajaran Malaysia and joined Primasuri Sdn Bhd, a sanitary napkin manufacturer in 1983, responsible for the production area where he gained technical expertise in the areas of raw material usage in the production of sanitary napkins, particularly nonwoven fabric for coverstock. In 1988, he joined as a manager in Malaysian Hygenic Products (later known as Success Products Sdn Bhd), to produce chemical nonwoven fabrics. In 1991, the company changed its name to Success Products Sdn Bhd. In 1991, he jointly developed a machine with a Taiwanese manufacturer for producing thermal bond nonwoven products and sold it to THJ Nonwoven Sdn Bhd, which was owned by Perlis Consolidated Berhad. He became the Executive Director of THJ Nonwoven Sdn Bhd in 1991. In 2000, he joined ONW as the General Manager – Operations.

Mah Yit Mui, aged 43, is the Group Finance Manager. She is a fellow Member of the Chartered Association of Certified Accountants and a member of the Malaysian Institute of Accountants. She was an Accounts Executive for three (3) years at Sentiasa Kuat Sdn Bhd before joining Union Car Carpets & Components Sdn Bhd, a wholly owned subsidiary of Paragon Union Berhad in 1989 until 1998. She has held managerial positions for a number of years and has vast experience in finance and accounting. Prior to joining OPB in 2004, she worked in Tomisho Holdings Berhad for two (2) years and OESB for three (3) years.

The profile of Lor Seng Thee, General Manager - Operations of OFSB is set out in Section 6.3.1 of this Prospectus.

Key Technical Personnel

The profile of Lim Kok Cheong, General Manager – Operations of ONW is set out as the above.

Loo Tze Meng, aged 51, is the Factory Manager of OFSB. He obtained a Motor Engineering Diploma from Bedford Technical College in 1977. In 1973, he worked as a Maintenance Technician with responsibility in the repairs and maintenance of the company's fleet of vehicles. He gained experience in the palm oil industry from 1980 to 1992. He has worked in companies such as K.S.M. Kahang Palm Oil Mill, Syarikat Perusahaan Kelapa Sawit Sdn Bhd and Asiatic Development Berhad. Subsequently, he spent two (2) years in the embroidery industry with Marichie Sdn Bhd. In 1993, he joined Asian Resinated Felt Sdn Bhd as Production Manager. He was involved in assisting the company to develop fire resistant felt. In 1997, he joined OFSB as the Factory Manager.

Tan Sin Yen, aged 34, is the Production Manager. He has a Bachelor of Science Degree in Mathematics from University of Malaya. He worked as a Production Executive in Asian Resinated Felt from 1995 to 2000. He was involved in the supervision of factory operations as well as production and materials planning. In 2000, he joined to OFSB as the Assistant Production Manager. His responsibilities include supervision of production operations and production planning.

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Mohd Fadhli Bin Mohd Zain, aged 25, is the Quality Control Engineer. He has a Bachelor Degree in Mechanical Engineering (Hons) from University Putra Malaysia. His thesis in his final year of varsity was titled "Quality Costing Research in Small and Medium Industries in Malaysia". He then did his industrial training at Palm Oil Research Institute Malaysia's Mechanization Unit in 2000 and subsequently joined OFSB as the Quality Control Executive. He is assisted by two (2) assistants and is responsible for monitoring and checking the quality of incoming raw materials as well as finished products. His team also plays an active role on the quality aspect in new product development.

Hon Yu Choong, aged 34, is the Quality Assurance Engineer. He holds a Bachelor of Science degree with majors in biology and chemistry. Prior to joining ONW, he has had ten (10) years of experience working as Research & Development and Quality Assurance Chemist with different companies in various industries. He is responsible for the quality assurance as well as R&D activities within the Group.

Yap Chin Siam, aged 31, completed the London Chamber of Commerce and Industry, a diploma in accounting in 1992. He was a clerk for three years before he joined THJ Nonwoven Sdn Bhd in 1995 as an account and operations executive for five years. He handled the accounts and subsequently was transferred to production planning and quality control. He has three years of experience in quality control and, research and development work. He joined ONW in year 2000 as Operations Executive, assisted by three assistants and is responsible for machine maintenance, quality control, production planning, logistics and research and development department.

Sazaly Mohtar, aged 29, completed Sijil Pelajaran Malaysia in 1991 and obtained Certificate in Latihan Perindustrian in 1992. He joined THJ Nonwoven Sdn Bhd as a production leader in 1993 and promoted to senior supervisor involving repairing and maintaining the thermal bond machine, overseeing the production process and quality control. He has ten (10) years of experience in thermal bond nonwoven machine and operations. He joined ONW in 2000 as production executive.

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6.9.2 Key Management and Key Technical Personnel's Shareholdings in OPB

Save as disclosed below, none of the other members of the key management or key technical personnel have any shareholdings in OPB after the Public Issue.

| Name | Nationality | Designation | No. of OPB Shares held after Public Issue | | | |
|-----------------------|-------------|-------------------------------------|---|------|-----------|-------------------|
| | | | Direct ¹ | % | Indirect | % |
| Lor Seng Thee | Malaysian | General Manager - Operations | 20,135,040 | 9.03 | 30,050 | 0.01 ² |
| Lim Kok Cheong | Malaysian | General Manager – Operations of ONW | 200,000 | 0.09 | - | - |
| Mah Yit Mui | Malaysian | Group Finance Manager | 200,000 | 0.09 | 1,267,330 | 0.57 ³ |
| Loo Tze Meng | Malaysian | Factory Manager | 1,516,200 | 0.68 | - | - |
| Tan Sin Yen | Malaysian | Production Manager | 120,000 | 0.05 | - | - |
| Mohd Fadhli Mohd Zain | Malaysian | Quality Control Engineer | 51,000 | 0.02 | - | - |
| Hon Yu Choong | Malaysian | Quality Assurance Engineer | 40,000 | 0.02 | - | - |
| Yap Chin Siam | Malaysian | Operations Executive | 80,000 | 0.04 | - | - |
| Sazaly Mokhtar | Malaysian | Production Executive | 80,000 | 0.04 | - | - |

Notes:

- 1 Include Public Issue Shares to be offered under the Share Allocation Scheme.
- 2 Deemed interested as per Section 6A of the Act, by virtue of his father's, Lo Pong Kiat @ Lor Hong Ling, shareholdings.
- 3 Deemed interested as per Section 6A of the Act, by virtue of her husband's, Lee Seong Kar, shareholdings.

6.10 Involvement of Executive Directors / Key Management in other Businesses / Corporations

None of the executive Directors or key management is involved in other businesses or corporations.

6.11 Declaration by the Directors, Key Management and Key Technical Personnel

None of the Directors, key management or key technical personnel is or has been involved in any of the following events (whether in or outside Malaysia):

- i) A petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or key personnel; or
- ii) Charge and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; or

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- iii) The subject of any order, judgement or ruling of any court of competent jurisdiction temporarily enjoining 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.

6.12 Family Relationships and Association

Save as disclosed below, there is no other family relationship and association between the promoters, substantial shareholders, directors, key management or key technical personnel of the OPB Group:

- (i) Tan Siew Chin is the husband of Chen Lee Chew.
- (ii) Tan Siew Chin is the brother of Tan Siew Tyan and Tan Chin Ming.
- (iii) Tan Chin Ming is the sister of Tan Siew Chin and Tan Siew Tyan.
- (iv) Lim Siok Eng is the sister-in-law of Tan Siew Chin, Tan Siew Tyan and Tan Chin Ming.
- (v) Lor Seng Thee is the son of Lo Pong Kiat @ Lor Hong Ling.
- (vi) Lee Seong Kar is the husband of Mah Yit Mui.

6.13 Service Agreements

None of the Directors, key management or key technical personnel of the OPB Group have any existing or proposed service agreements with the Company or any of its subsidiaries.

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7. APPROVALS AND CONDITIONS

7.1 Approvals Required

The Restructuring Scheme is conditional upon the following approvals being obtained:

- (i) Bursa Malaysia, the approval of which was obtained on 19 February 2004;
- (ii) The SC, the approval of which was obtained on 18 February 2004;
- (iii) The MITI, the approval of which was obtained on 16 April 2003; and
- (iv) The FIC, the approval of which was obtained on 7 March 2003 and 24 March 2003.

7.2 Conditions to the Approvals and Status of Compliance

The conditions imposed by the authorities and the status of compliance are as follows:

| Authority | Details of Conditions Imposed | Status of Compliance |
|-----------------------|--|---|
| Bursa Malaysia | <ul style="list-style-type: none"> (i) OPB is required to make detailed disclosure in the Prospectus of the following: <ul style="list-style-type: none"> (a) The nature of relationship between the OPB Group and its related companies namely, OESB and OHSB; (b) The principal activities, the Board and the equity interest held by the promoters in these companies; and (c) Disclosure of all the future related party transactions between the OPB Group and its related companies will be on the arm's-length basis; (ii) OPB to obtain the Certificate of Fitness for Occupation from the relevant authority prior to the issuance of the Prospectus and to inform Bursa Malaysia on any change of its status; and (iii) OPB to include a negative statement in its Prospectus on the exclusion of profit forecast and projections from the Prospectus and the reasons thereof, if applicable. | <p>Complied. Please refer to Section 6.4.</p> <p>Complied. Please refer to Section 6.4.</p> <p>There will be no future related party transaction between OPB Group and OESB and OHSB. Please refer to Section 8.1.</p> <p>Complied. The Certificate of Fitness for Occupation was obtained on 7 November 2003. A certified true copy was furnished to Bursa Malaysia and the SC on 1 April 2004.</p> <p>Complied. Please refer to Section 10.5.</p> |

7. APPROVALS AND CONDITIONS

| Authority | Details of Conditions Imposed | Status of Compliance |
|-----------|--|---|
| SC | <p>(i) OPB is required to disclose the status of the utilisation of its proceeds raised from the Public Issue in its quarterly announcements and annual reports until the amount is fully utilised;</p> <p>(ii) OPB is required to obtain the Certificate of Fitness for Occupation for all the buildings located in PT No. 41067, Bandar Baru Bangi, Daerah Ulu Hangat, Selangor, of which the address is Lot 73, Jalan P10/21, Taman Industri Selaman, Seksyen 10, 43560 Bandar Baru Bangi, Selangor, before the issuance of OPB's Prospectus; and</p> <p>(iii) SIBB/OPB is required to disclose in the Prospectus on the risk associated with the mature industry OPB is involved in and steps taken/will be taken to mitigate the said risk.</p> | <p>Will be complied.</p> <p>Met. The Certificate of Fitness for Occupation was issued on 7 November 2003. A copy of which was furnished to Bursa Malaysia and the SC on 1 April 2004.</p> <p>Complied. Please refer to Section 4.2.14.</p> |
| MITI | <p>(i) OPB is required to have at least 30% Bumiputera equity participation of the enlarged share capital in five (5) years after admission to the MESDAQ Market or one (1) year after meeting the profit track record criteria for the Second Board of Bursa Malaysia, whichever is earlier.</p> <p>(ii) To obtain SC's approval;</p> <p>(iii) To obtain FIC's approval; and</p> <p>(iv) To obtain Bursa Malaysia's approval.</p> | <p>Will be complied. The Board of OPB has furnished an undertaking letter dated 30 December 2002 to Bursa Malaysia and the SC on 31 December 2002.</p> <p>Complied. Obtained on 18 February 2004.</p> <p>Complied. Obtained on 7 March 2003 and 24 March 2003.</p> <p>Complied. Obtained on 19 February 2004.</p> |
| FIC | <p>(i) OPB is required to have at least 30% Bumiputera equity participation of the enlarged share capital in five (5) years after admission to the MESDAQ Market or one (1) year after meeting the profit track record criteria for the Second Board of Bursa Malaysia, whichever is earlier.</p> | <p>Will be complied. The Board of OPB has furnished an undertaking letter dated 30 December 2002 to Bursa Malaysia and the SC on 31 December 2002.</p> |

7. APPROVALS AND CONDITIONS

7.3 Moratorium on Disposal of Shares

It is a condition of the MMLR that shares held by the Promoter(s) amounting to 45% of the nominal issued and paid-up share capital of OPB as at the date of its admission to the Official List of the MESDAQ Market be placed under moratorium.

In this respect, the promoter of OPB who is subject to the moratorium is as follows:

| | No. of OPB Shares held after the Public Issue | % of the issued and paid-up share capital | No. of OPB Shares placed under moratorium | % of the issued and paid-up share capital |
|---------------|--|--|--|--|
| Tan Siew Chin | 112,118,140 | 50.28 | 100,350,000 | 45.00 |
| Total | 112,118,140 | 50.28 | 100,350,000 | 45.00 |

The above promoter of OPB will not be allowed to sell, transfer or assign his shareholdings amounting to 100,350,000 OPB Shares representing 45.00% of the enlarged issued and paid-up share capital for one (1) year from the date of admission of OPB to the Official List of the MESDAQ Market. Thereafter, he is allowed to sell, transfer or assign up to a maximum of one-third of his shareholdings per annum (on a straight-line basis) under moratorium.

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