

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL

7.1 Promoters and substantial shareholders

7.1.1 Promoters

The promoters of EFFICIENT and their respective shareholdings in EFFICIENT after the Public Issue are as follows:

Name	Nationality/ Country of Incorporation	←-----After Public Issue----->			
		Direct		Indirect	
		No. of Shares	%	No. of Shares	%
CCKSB	Malaysia	27,740,000	23.12	41,610,000 ¹	34.67
Vincent Cheah Chee Kong	Malaysian	3,890,020	3.24	69,350,000 ²	57.79
Victor Cheah Chee Wai	Malaysian	500,000 ⁵	0.42	69,350,000 ²	57.79
Sreedhar Subramaniam	Malaysian	500,000 ⁵	0.42	-	-
CSSSB	Malaysia	41,610,000	34.67	-	-
Esther Soon Yoke Leng	Malaysian	500,000 ⁵	0.42	41,610,000 ³	34.67
Ho Choong Lim	Malaysian	300,000 ⁵	0.25	41,610,000 ³	34.67
ANC	Malaysia	12,260,000	10.22	-	-
Dato' Kalimullah bin Masheerul Hassan	Malaysian	300,000 ⁵	0.25	12,260,000 ⁴	10.22

Notes:

1. Deemed interested by virtue of its shareholdings in CSSSB pursuant to Section 6A of the Act.
2. Deemed interested by virtue of their shareholdings in CCKSB and CCKSB's shareholdings in CSSSB pursuant to Section 6A of the Act.
3. Deemed interested by virtue of their shareholdings in CSSSB pursuant to Section 6A of the Act.
4. Deemed interested by virtue of his shareholdings in ANC pursuant to Section 6A of the Act.
5. Assuming full subscription of their respective entitlements pursuant to the Pink Form Allocation.

7.1.2 Substantial shareholders

The substantial shareholders of EFFICIENT and their respective shareholdings in EFFICIENT after the Public Issue are as follows:

Name	Nationality/ Country of Incorporation	←-----After Public Issue----->			
		Direct		Indirect	
		No. of Shares	%	No. of Shares	%
CCKSB	Malaysia	27,740,000	23.12	41,610,000 ¹	34.67
Vincent Cheah Chee Kong	Malaysian	3,890,020	3.24	69,350,000 ²	57.79
Victor Cheah Chee Wai	Malaysian	500,000 ⁵	0.42	69,350,000 ²	57.79
CSSSB	Malaysia	41,610,000	34.67	-	-
Esther Soon Yoke Leng	Malaysian	500,000 ⁵	0.42	41,610,000 ³	34.67
Ho Choong Lim	Malaysian	300,000 ⁵	0.25	41,610,000 ³	34.67
ANC	Malaysia	12,260,000	10.22	-	-
Dato' Kalimullah bin Masheerul Hassan	Malaysian	300,000 ⁵	0.25	12,260,000 ⁴	10.22

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Notes:

1. Deemed interested by virtue of its shareholdings in CSSSB pursuant to Section 6A of the Act.
2. Deemed interested by virtue of their shareholdings in CCKSB and CCKSB's shareholdings in CSSSB pursuant to Section 6A of the Act.
3. Deemed interested by virtue of her shareholdings in CSSSB pursuant to Section 6A of the Act.
4. Deemed interested by virtue of his shareholdings in ANC pursuant to Section 6A of the Act.
5. Assuming full subscription of their respective entitlements pursuant to the Pink Form Allocation.

7.1.3 Background information on promoters and substantial shareholders

A brief background of the promoters and substantial shareholders of EFFICIENT is set out below:

(a) CCKSB

CCKSB was incorporated in Malaysia on 13 January 2004 as a private limited company under the Act. Its principal activity is investment holding.

The present authorised share capital of CCKSB is RM100,000 comprising 100,000 ordinary shares of RM1.00 each of which 1,000 ordinary shares of RM1.00 each have been issued and paid-up.

The directors and substantial shareholders of CCKSB and their respective shareholdings in CCKSB as at the Latest Practicable Date are as follows:

Directors and substantial shareholders	<-----Direct----->		<-----Indirect----->	
	No. of shares	%	No of shares	%
Vincent Cheah Chee Kong	749	74.90	-	-
Victor Cheah Chee Wai	174	17.40	-	-
Sreedhar Subramaniam	74	7.40	-	-

(b) CSSSB

CSSSB was incorporated in Malaysia on 8 February 1984 as a private limited company under the Act. Its principal activity is investment holding.

The present authorised share capital of CSSSB is RM2,000,000 comprising 2,000,000 ordinary shares of RM1.00 of which 500,000 ordinary shares of RM1.00 each have been issued and paid-up.

The directors of CSSSB and their respective shareholdings in CSSSB as at the Latest Practicable Date are as follows:

Directors	<-----Direct----->		<-----Indirect----->	
	No. of shares	%	No of shares	%
Ho Choong Lim	82,500	16.50	-	-
Esther Soon Yoke Leng	166,500	33.30	-	-
Vincent Cheah Chee Kong	-	-	251,000 ¹	50.20

Note:

1. Deemed interested by virtue of his interest in CCKSB pursuant to Section 6A of the Act.

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

The substantial shareholders of CSSSB and their respective shareholdings in CSSSB as at the Latest Practicable Date are as follows:

Substantial shareholders	<-----Direct----->		<-----Indirect----->	
	No. of shares	%	No. of shares	%
Ho Choong Lim	82,500	16.50	-	-
Esther Soon Yoke Leng	166,500	33.30	-	-
CCKSB	251,000	50.20	-	-
Vincent Cheah Chee Kong	-	-	251,000 ¹	50.20
Victor Cheah Chee Wai	-	-	251,000 ¹	50.20

Note:

1. Deemed interested by virtue of their shareholdings in CCKSB pursuant to Section 6A of the Act.

(c) ANC

ANC was incorporated in Malaysia on 22 March 2000 as a private limited company under the Act. Its principal activity is property holding.

The present authorised share capital is RM500,000 comprising 500,000 ordinary shares of RM1.00 each of which 500,000 ordinary shares of RM1.00 each have been issued and paid-up.

The directors and substantial shareholder of ANC and their respective shareholdings in ANC as at the Latest Practicable Date are as follows:

Directors	<-----Direct----->		<-----Indirect----->	
	No. of shares	%	No of shares	%
Dato' Kalimullah Bin Masheerul Hassan [^]	499,999	100.00	-	-
Vincent Cheah Chee Kong	1	*	-	-

Notes:

- [^] Substantial shareholder
- * Negligible

(d) Vincent Cheah Chee Kong, Victor Cheah Chee Wai, Esther Soon Yoke Leng, Sreedhar Subramaniam, Dato' Kalimullah bin Masheerul Hassan

The profiles of Vincent Cheah Chee Kong, Victor Cheah Chee Wai, Esther Soon Yoke Leng, Sreedhar Subramaniam and Dato' Kalimullah bin Masheerul Hassan are set out in Section 7.2.1 of this Prospectus.

(e) Ho Choong Lim

Ho Choong Lim, aged 58, started his career as a Technician with Mudajaya Sdn Bhd, a construction company. In 1971, he joined Wong Chee Lan Civil Engineering Sdn Bhd, a company involved in the manufacturing of heavy construction machinery parts and civil engineering works, as a Factory Manager. He became a Director of Digharp Engineering Sdn Bhd, a construction company, in 1980. He has been a Director of Bangsar Seafood Restaurant Sdn Bhd, a company involved in food and beverage business since 1992. He also currently sits on the boards of various other private limited companies.

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)
7.1.4 Promoters' and substantial shareholders' directorships and/or substantial shareholdings in other public corporations for the past 2 years

Based on the declarations made by the promoters and substantial shareholders and save as disclosed below, none of the other promoters or substantial shareholders of EFFICIENT have any directorships and/or substantial shareholdings in other public corporations for the past 2 years preceding the Latest Practicable Date :

Name	Name of public company	Date of appointment as a Director	Date of resignation as a Director	<-----Direct ----->		<----Indirect ---->	
				No. of shares	%	No. of shares	%
Dato' Kalimullah bin Masheerul Hassan	MBf Holdings Bhd	18.07.2000	30.06.2003	-	-	-	-
	MBf Capital Bhd	05.09.2000	23.09.2003	-	-	-	-
	MBf Corporation Bhd	02.07.2003	31.12.2003	-	-	-	-
	TA Enterprise Bhd	20.12.2000	22.05.2003	-	-	-	-
	TA Securities Bhd	01.03.2001	23.06.2003	-	-	-	-
	TA Unit Trust Management Bhd	01.08.2001	31.12.2003	-	-	-	-
	Alamanda Development Bhd	06.06.2001	31.12.2002	-	-	-	-
	Taylor's Education Bhd	22.10.2001	-	1,500,000	6.67	-	-
	ECM Libra Berhad	02.04.2004	-	60,000,000 18,000,000*	13.86 30.00	-	-
	ECM Holdings Limited	21.06.2002	-	-	-	-	-
	ECM Libra Investment Bank Limited	29.08.2002	-	-	-	-	-
	ECM Libra Securities Limited	14.03.2003	-	-	-	-	-
	AWC Facility Solution Bhd	07.07.2003	31.12.2003	-	-	-	-
	FACB Resorts Berhad	02.07.2001	01.07.2002	-	-	-	-
	FACB Industries Incorporated Bhd	02.07.2001	01.07.2002	-	-	-	-
Ekowood International Bhd	01.02.2002	-	-	-	-	-	

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL, (Cont'd)

Name	Name of public company	Date of appointment as a Director	Date of resignation as a Director	<-----Direct ----->		<----Indirect ---->	
				No. of shares	%	No. of shares	%
	The New Straits Times Press (M) Bhd	01.01.2004	-	-	-	-	-

Note:

* 3% 5-year Redeemable Convertible Unsecured Loan Stocks

7.1.5 Changes in promoters' and substantial shareholders' shareholdings in EFFICIENT for the past 3 years

Save as disclosed below, there has been no change in the promoters' and substantial shareholders' shareholdings in EFFICIENT since its incorporation:

Name	Date	Direct shareholdings in EFFICIENT before changes		Ordinary shares of RM1.00 each acquired / allotted/ (disposed)	Direct shareholdings in EFFICIENT after changes	
			%			%
Tang Kim Yoke	27.10.2003	1	50.00	-	-	-
	26.12.2003	-	-	(1)	-	-
Soon Yoke Lan	27.10.2003	1	50.00	-	-	-
	26.12.2003	-	-	(1)	-	-
Malathay a/p Vellaisamy	26.12.2003	1	50.00	1	-	-
	19.01.2004	-	-	(1)	-	-
Chen Fui Mei	26.12.2003	1	50.00	1	-	-
	19.01.2004	-	-	(1)	-	-
CSSSB	19.01.2004	-	-	4,161,000	4,161,000	46.23
CCKSB	19.01.2004	-	-	2,774,000	2,774,000	30.82
ANC	19.01.2004	-	-	1,226,000	1,226,000	13.62
Vincent Cheah Chee Kong	19.01.2004	-	-	389,002	389,002	4.32

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

7.2 Directors**7.2.1 Profile**

Dato' Abdul Latif bin Abdullah, aged 54 years, was appointed as the Chairman and Independent Non-Executive Director of EFFICIENT on 2 August 2004. He graduated with a Bachelor of Arts (Honours) (International Relations) from University of Malaya. He also holds a Master of Science (Marine Law & Policy) from University of Wales, Institute of Science and Technology and Senior Management Development Program from Harvard Business School. He is also a Member of the Chartered Institute of Logistics & Transportation, United Kingdom. He served as an Officer with the Ministry of Foreign Affairs in 1975. From 1975 to 1982, he was attached to Malaysia International Shipping Corporation Berhad as a Shipping Executive and then with Perbadanan Nasional Shipping Line Berhad as Director/General Manager until 1992. In 1992, he became an Executive Director and later a shareholder of MITSUI OSK Lines (M) Sdn Bhd, then a subsidiary of Perbadanan Nasional Shipping Line Berhad. He has been a Chairman of Penang Port Sdn Bhd since January 2004. He also holds prominent posts in associations and statutory bodies, such as Board member of Light Dues Board (Lembaga Dius Api Semenanjung Malaysia), Mercantile Marine Fund (Kumpulan Wang Pusat Perdagangan Laut), as well as Chairman of the International Shipowners Association of Malaysia. He is credited with making major contributions to the development of the Malaysian shipping industry. He also sits on the boards of various other private limited companies in Malaysia.

Vincent Cheah Chee Kong, aged 45 years, was appointed as the Managing Director of EFFICIENT on 21 January 2004. He holds a Bachelor of Arts (General Political Science) from the University of Waterloo, Canada. He has over 20 years of experience as an entrepreneur in industries covering sectors including outsourcing services, information technology, security systems, garment manufacturing, food & beverage and government supplies. He was one of the pioneering members of EMC which he joined in 1990 and has been instrumental in establishing and managing the operations of the company. He is responsible for formulating and implementing business policies and corporate strategies of the Group and has been instrumental in spearheading the progress and development of the Group. He also sits on the boards of several other private limited companies in Malaysia.

Victor Cheah Chee Wai, aged 34 years, was appointed as an Executive Director of EFFICIENT on 21 January 2004. He graduated from the University of Newcastle, Sydney with a Bachelor of Commerce in 1992. He started his career with Sime Darby Berhad in 1992 as an Executive and was subsequently transferred to Chubb (M) Sdn Bhd, a subsidiary of Sime Darby Berhad in 1993 as a Project Executive. In 1997, he joined EMC as Director. He is responsible for marketing of the Group's solutions and services. He also sits on the boards of several other private limited companies in Malaysia.

Esther Soon Yoke Leng, aged 43 years, was appointed as an Executive Director of EFFICIENT on 21 January 2004. She completed the examinations of the Institute of Chartered Secretaries and Administrators, United Kingdom in December 1988 under the Financial Administration and Management stream. Presently, she is an Associate Member of the Malaysian Institute of Chartered Secretaries and Administrators. She started her career at Borneo Motor Credit Sdn Bhd, a hire purchase company, as an Accounts Executive in 1982. She then joined Dayamaha Leasing Sdn Bhd, a leasing company, as a Senior Accounts Executive in 1985 until 1988. From 1988 to 1996, she was a Director of Bangsar Seafood Restaurant Sdn Bhd. She was one of the pioneering members of EMC, which she joined in 1990 and has been instrumental in establishing and managing the operations of the company. She is responsible for the finance, human resource and administrative functions of the Group. She also sits on the boards of several other private limited companies in Malaysia.

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Sreedhar Subramaniam, aged 42 years, was appointed as an Executive Director of EFFICIENT on 21 January 2004. He has a Bachelor of Science (Computer Science) and a Master of Business Administration (Corporate Finance) from University of Toronto and York University, respectively. He started his career as a consultant with Arthur Andersen HRM in 1986 providing strategy, finance, information technology and privatisation advice to clients in various industries. In 1997, he helped to start and operate a number of businesses under the Encorp Group, which included the media company ntv7, where he was responsible for technology related matters. In early 2002, he joined EMC as a Technology Consultant. He is responsible for the R&D process, service offerings as well as provides technology support for the Group's on-going projects. He also sits on the boards of several other private limited companies in Malaysia.

Dato' Kalimullah bin Masheerul Hassan, aged 46 years, was appointed as a Non-Independent Non-Executive Director of EFFICIENT on 2 August 2004. He began a long career in journalism starting off as a cadet journalist with Penang based National Echo in 1979 prior to joining The Star a year later. After a 7-year stint with The Star, where he rose to the rank of Chief Reporter at the newspaper's headquarters, he joined the Reuters news agency and the New Straits Times before serving as Press Secretary to the then Deputy Prime Minister Tun Abdul Ghafar Baba in 1988. In 1990, he rejoined the media, serving as an Editorial Consultant for the Singapore Press Holding. In 1995, he left journalism to become the General Manager of FACB Berhad. He left FACB Berhad in 1997 to join Samudra Baru Darul Aman Sdn Bhd as an Executive Director and in February 1999, he became a Consultant in TA Enterprise Berhad. He later held directorships in several companies listed on Bursa Securities and various other public and private limited companies. He resigned from the boards of all these companies to focus on his own investments.

In July 2002, he became one of three partners of the financial services group, ECM Libra, which owns stockbroking companies in Hongkong and Indonesia and an offshore investment bank in Labuan. Dato' Kalimullah was appointed as the Chairman of National News Agency (Bernama) for a 2-year term beginning September 2002. He resigned from Bernama to join The New Straits Times Press (M) Bhd on 1 January 2004 as the Executive Director/Group Editor-in Chief. At present, he also holds directorship in several companies listed on Bursa Securities and various other public and private limited companies.

Datuk Syed Hussian bin Syed Junid, aged 43 years, was appointed as an Independent Non-Executive Director of EFFICIENT on 2 August 2004. He started his career with The American Malaysian Insurance Sdn Bhd as a Trainee Executive in 1982. In 1986, he was promoted as the Penang Branch Manager. Later in 1989, he was promoted as the Regional Manager covering Penang, Perlis, Kedah and Perak. Currently he is the Director of Business Operations & Sales Support Asia in Western Digital Sdn Bhd, a company involved in manufacture of hard-disc drives. He also sits on the boards of various other private limited companies.

Ho Hin Choy, aged 39 years, was appointed as an Independent Non-Executive Director of EFFICIENT on 2 August 2004. He graduated from the University of New South Wales, Sydney with a Bachelor of Commerce in Accounting. He also holds a Diploma in Marketing from Chartered Institute of Marketing (United Kingdom). He is also a Certified Practising Accountant with CPA Australia, a Chartered Accountant with the Malaysian Institute of Accountants and a Certified Financial Planner with the Certified Financial Planner Board of Standards, Inc., United States of America. He started his career in 1987 with Bland and Partners, Sydney as an audit and tax agent. He subsequently joined Touche Ross & Co, England as an exchange trainee in 1988. He joined Price Waterhouse, Singapore in 1988 as an Auditor. In 1990, he joined DHL International (S) Pte Ltd, a courier services company, in Singapore, as a Financial Accountant and subsequently, in 1991, he joined DHL Worldwide Express Sdn Bhd, a courier services company, in Petaling Jaya, as a Finance Manager. Since 1995, he has been a dealer's representative with PB Securities Sdn Bhd. He also sits on the boards of various other private limited companies in Malaysia.

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

7.2.2 Directors' shareholdings in EFFICIENT

The details of the shareholdings of the Directors in EFFICIENT after the Public Issue are as follows:

Name	Designation	<-----After Public Issue----->			
		Direct		Indirect	
		No. of Shares	%	No. of Shares	%
Dato' Abdul Latif bin Abdullah	Chairman and Independent Non-Executive Director	300,000 ⁴	0.25	-	-
Vincent Cheah Chee Kong	Managing Director	3,890,020	3.24	69,350,000 ¹	57.79
Victor Cheah Chee Wai	Executive Director	500,000 ⁴	0.42	69,350,000 ¹	57.79
Esther Soon Yoke Leng	Executive Director	500,000 ⁴	0.42	41,610,000 ²	34.67
Sreedhar Subramaniam	Executive Director	500,000 ⁴	0.42	-	-
Dato' Kalimullah bin Masheerul Hassan	Non-Independent Non-Executive Director	300,000 ⁴	0.25	12,260,000 ³	10.22
Datuk Syed Hussian bin Syed Junid	Independent Non-Executive Director	300,000 ⁴	0.25	-	-
Ho Hin Choy	Independent Non-Executive Director	300,000 ⁴	0.25	-	-

Notes:

1. Deemed interested by virtue of their shareholdings in CCKSB and CCKSB's shareholdings in CSSSB pursuant to Section 6A of the Act.
2. Deemed interested by virtue of her shareholdings in CSSSB pursuant to Section 6A of the Act.
3. Deemed interested by virtue of his shareholdings in ANC pursuant to Section 6A of the Act.
4. Assuming full subscription of their respective entitlements pursuant to the Pink Form Allocation.

7.2.3 Directors' directorships and/or substantial shareholdings in other public companies for the past 2 years

Based on the declarations by the Directors, save as disclosed below and in Section 7.1.4 of this Prospectus, none of the Directors have any directorships and/or substantial shareholdings in any other public companies for the past 2 years preceding the Latest Practicable Date:

Name	Name of public company	Date of appointment as a Director	Date of resignation as a Director	<-----Direct ----->		<-----Indirect ---->	
				No. of shares	%	No. of shares	%
Dato' Abdul Latif bin Abdullah	Bursa Malaysia Berhad	01.04.04	-	-	-	-	-
	Ekowood International Berhad	30.01.04	-	-	-	-	-
	Tamco Corporate Holdings Berhad	20.08.04	-	-	-	-	-

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

7.2.4 Directors' remuneration and benefits

The existing structure of the EFFICIENT Group was only formed in January 2004 and therefore the remuneration and benefits paid to the Directors of EFFICIENT for services rendered in all capacities to the Company and its subsidiaries for the financial year ended 31 December 2003 has not been incorporated. For the financial year ending 31 December 2004, the amount payable to the Directors of EFFICIENT is estimated to be RM859,170. Details of the aggregate remuneration are as follows:

Remuneration Band (RM)	Number of Directors	
	Financial year ending 31 December 2004	
Below 100,000	4	
RM100,000 to RM200,000	1	
Above RM200,000	3	

7.2.5 Involvement of Executive Directors in other business and corporations

As at the Latest Practicable Date, all Executive Directors of EFFICIENT are not involved in the operations of other businesses/corporations save as disclosed below:

Name	Average time allocated to the EFFICIENT Group per week %
Vincent Cheah Chee Kong	90*
Victor Cheah Chee Wai	90^

Notes:

* The remaining time is allocated to food and beverage (Bangsar Seafood Garden Restaurant Sdn Bhd), manufacturing and trading businesses (Markibra Manufacturing Sdn Bhd).

^ The remaining time is allocated to property development business (Markibra Services Sdn Bhd – One Bangsar project).

7.3 Audit Committee

The members of the Audit Committee are proposed to include the following persons:

Name	Designation	Directorship
Ho Hin Choy	Chairman	Independent Non-Executive Director
Datuk Syed Hussian bin Syed Junid	Member	Independent Non-Executive Director
Victor Cheah Chee Wai	Member	Executive Director

The Audit Committee is responsible for the recommendation to the Board of Directors of EFFICIENT 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 reviews and evaluates 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 conflict of interests. The Audit Committee may obtain advice from independent parties and other professionals in the performance of its duties.

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

7.4 Key management and key technical personnel

The management team is headed by Vincent Cheah Chee Kong who is the Managing Director of the Company and is assisted by a team of experienced management comprising Victor Cheah Chee Wai (Operations), Esther Soon Yoke Leng (Finance) and Sreedhar Subramaniam (Technology), being the Executive Directors of EFFICIENT, and the following personnel:

7.4.1 Profile
(i) Management Team

Alice Tang Kim Yoke, aged 40, is the Operations Manager of EMC. She obtained an Executive Diploma in Business Administration from University Malaya Centre for Continuing Education. She has more than 19 years of experience in outsourcing service operations and customer relationship management. She started her career in 1986 as Accounts Executive with Amore Cosmetics (M) Sdn Bhd, a company involved in direct selling of cosmetics. She subsequently joined Resorts World Bhd in 1990 as Senior Accounts Supervisor. In 1992, she joined EMC as Accounts Supervisor and is currently responsible for the DDP operations of EMC.

Chooi Oi Ying, aged 40, is the Key Account Manager of EMC. She was admitted as student member of the Institute of Chartered Secretaries and Administrators in 1991. She started her career as a pool staff with Hong Kong Bank Malaysia Berhad. From 1985 to 1997, she was a personal assistant to the Managing Director of Markibra Services Sdn Bhd. In 1997, she joined Bangsar Scafood Restaurant Sdn Bhd and she was responsible for the human resource department. She joined EMC in 1999 as an Account Manager responsible for the overall account management and DDP operations.

Voong Kian Yee, aged 37, is the Finance and Administration Manager of EMC. He is a member of the Malaysian Institute of Accountants and Malaysian Institute of Certified Public Accountants. He started his career in 1992 with Leslie Yap & Co, a public accountants firm, as Audit Assistant and subsequently joined Ernst & Young in 1996 as Audit Senior. In 1998, he joined Articulate Online Holdings Bhd, a company principally involved in telecommunication, as a Finance Manager. He subsequently joined Kerry Beverages (Overseas) Ltd, a franchisee of bottling and distribution of beverages, as a Finance Manager in 2001 and was based in Harbin, People's Republic of China. In 2004, he joined EMC and is currently responsible for the finance, accounting and administrative functions of the Group

(ii) R&D

Tan Chee Kwang, aged 28, is a System Architect with SOFTEC. He obtained a Bachelor of Science Degree from Campbell University, Carolina, United States of America, majoring in Computer Science and Mathematics in 2000. He has more than 7 years of experience in software development. He started his career with Tupperware Sdn Bhd, a company involved in direct selling activities, as a Junior Programmer in 1995. From 2000 to 2002, he was attached to Viztel Solutions Sdn Bhd, a company involved in the provision of voice and messaging system, as a Mobile Commerce Specialist and subsequently he joined Powercom Interactive Sdn Bhd, a company involved in provision of data for mobile phones, as a System Analyst until 2003. He joined EMC in 2003 as System Architect and was transferred to SOFTEC on 1 January 2004. His present role is to continue enhancement and support of the e-FLOW™ system and to continue the further development of the e-DOC™ system for EBP using multiple electronic delivery channels.

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

Phan Won Keon, aged 26, is a System Architect with SOFTEC. He obtained his Bachelor of Science (Honours) Degree majoring in Computing from Staffordshire University in 2003. He has more than 4 years of experience in software development. He started his career with EMC as Junior Programmer in 2000 and was transferred to SOFTEC on 1 January 2004. His present role is to continue the further development of the e-DOC™ system for EBP using multiple electronic delivery channels. He will also be assisting in the further development of e-TALK™ in specific modules dealing with certain data interfaces between e-TALK™ and e-DOC™.

Tee Lien Han, aged 26, is a System Architect with SOFTEC. He obtained his Higher Diploma in Business Information Technology from Asia Pacific Institute of Information Technology in 1998. He started his career with EMC in 1999 as Programmer and was transferred to SOFTEC on 1 January 2004. He has more than 5 years of experience working in EMC with customers from diverse industries, such as banking, insurance, stockbroking and loyalty programmes. His role is to understand file and data structures received from customers for the DDP production work. His present role is to continue the further development of the e-TALK™ system.

7.4.2 Key management's and key technical personnel's shareholdings in EFFICIENT

The shareholdings of the key management and key technical personnel of EFFICIENT after the Public Issue are as follows:

Name	Designation	<-----After Public Issue----->			
		Direct		Indirect	
		No. of Shares	%	No. of Shares	%
Vincent Cheah Chee Kong	Managing Director	3,890,020	3.24	69,350,000 ¹	57.79
Victor Cheah Chee Wai	Executive Director	500,000 ³	0.42	69,350,000 ¹	57.79
Esther Soon Yoke Leng	Executive Director	500,000 ³	0.42	41,610,000 ²	34.67
Sreedhar Subramaniam	Executive Director	500,000 ³	0.42	-	-
Alice Tang Kim Yoke	Operations Manager	1,020,000 ³	0.85	-	-
Chooi Oi Ying	Key Account Manager	1,020,000 ³	0.85	-	-
Voong Kian Yee	Finance and Administration Manager	10,000 ³	0.01	-	-
Tan Chee Kwang	System Architect	5,000 ³	*	-	-
Phan Won Keon	System Architect	5,000 ³	*	-	-
Tee Lien Han	System Architect	40,000 ³	0.03	-	-

* Negligible

Notes:

1. Deemed interested by virtue of their shareholdings in CCKSB and CCKSB's shareholdings in CSSSB pursuant to Section 6A of the Act.
2. Deemed interested by virtue of her shareholdings in CSSSB pursuant to Section 6A of the Act.
3. Assuming full subscription of their respective entitlements pursuant to the Pink Form Allocation.

7.4.3 Key management's and key technical personnel's directorships and/or substantial shareholdings in other public companies for the past 2 years

Based on the declaration made by the key management and key technical personnel, none of the key management and key technical personnel has any directorships and/or substantial shareholdings in any other public companies for the past 2 years preceding the Latest Practicable Date.

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

7.4.4 Involvement of key management and key technical personnel in other business and corporations

As at the Latest Practicable Date, save as disclosed below, all key management and key technical personnel are full-time employees of the Group and none of the key management and key technical personnel is involved in the operations of other businesses/corporations.

Name	Average time allocated to the EFFICIENT Group per week %
Vincent Cheah Chee Kong	90*
Victor Cheah Chee Wai	90^

Notes:

* *The remaining time is allocated to food and beverage (Bangsar Seafood Garden Restaurant Sdn Bhd), manufacturing and trading businesses (Markibra Manufacturing Sdn Bhd).*

^ *The remaining time is allocated to property development business (Markibra Services Sdn Bhd – One Bangsar project).*

7.5 Declarations from directors, key management and key technical personnel

Save as disclosed below, 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):

- (a) a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he was a partner or any company of which he was a director or key personnel;
- (b) charges and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; and
- (c) the subject of any order, judgment or ruling of any court of competent jurisdiction, tribunal or government body permanently or 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.

Winding-up petitions have been filed against Bukit Cahaya Country Resorts Sdn Bhd ("BCCR"), a company in which Sreedhar Subramaniam was a director. BCCR is presently being wound up pursuant to a winding-up order which was granted on 22 July 2003 further to a winding-up petition dated 4 April 2003.

Sreedhar Subramaniam was appointed as a non-executive director of BCCR on 13 December 1999 and formally resigned as a director of BCCR on 12 August 2002. As a then senior employee within the group of companies of which BCCR was a part, Sreedhar Subramaniam was required to assume non-executive directorships in a number of group companies so as to fulfil the minimum statutory requirement of two directors. BCCR was one such group company. During his tenure as a director of BCCR, Sreedhar Subramaniam was not involved in the business or operations of BCCR and all management functions were undertaken by other officers within the group. His resignation from the board of directors was effected by BCCR on 12 August 2002 following his resignation as an employee within the group, effective 30 April 2002.

7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

7.6 Family relationships and associations

Save as disclosed below, there are no family relationships or associations between/amongst the promoters, substantial shareholders, Directors, key management and key technical personnel of the Group:

- (a) Vincent Cheah Chee Kong, a promoter, director and substantial shareholder of EFFICIENT is the brother of Victor Cheah Chee Wai, a promoter, director and substantial shareholder of EFFICIENT.
- (b) Yeoh Lai Nam, a director and substantial shareholder of PG and a shareholder of EFFICIENT, is the brother-in-law of Esther Soon Yoke Leng, a promoter, director and substantial shareholder of EFFICIENT.

7.7 Service agreements

Save as disclosed below, as at the Latest Practicable Date, there are no existing or proposed service contracts between the Directors or key management or key technical personnel with the Group, excluding contracts expiring, or terminable by the employing company without payments or compensation (other than statutory compensation) within 1 year:

- (a) Service agreement dated 2 August 2004 between EFFICIENT and Vincent Cheah Chee Kong for the appointment of Vincent Cheah Chee Kong as the Managing Director of EFFICIENT from the date of the agreement for an initial term of 2 years subject to earlier termination by either party pursuant to the terms of the agreement. The terms of his appointment provide for payment of a monthly basic salary and other benefits.
- (b) Service agreement dated 2 August 2004 between EFFICIENT and Victor Cheah Chee Wai as the Executive Director - Operations of EFFICIENT from the date of the agreement for an initial term of 2 years subject to earlier termination by either party pursuant to the terms of the agreement. The terms of his appointment provide for payment of a monthly basic salary and other benefits. Such other benefits include payments under a performance incentive scheme as set out under the agreement.
- (c) Service agreement dated 2 August 2004 between EFFICIENT and Esther Soon Yoke Leng as the Executive Director - Finance of EFFICIENT from the date of the agreement for an initial term of 2 years subject to earlier termination by either party pursuant to the terms of the agreement. The terms of her appointment provide for payment of a monthly basic salary and other benefits. Such other benefits include payments under a performance incentive scheme as set out under the agreement.
- (d) Service agreement dated 2 August 2004 between EFFICIENT and Sreedhar Subramaniam as the Executive Director - Technology of EFFICIENT from the date of the agreement for an initial term of 2 years subject to earlier termination by either party pursuant to the terms of the agreement. The terms of his appointment provide for payment of a monthly basic salary and other benefits. Such other benefits include payments under a performance incentive scheme as set out under the agreement.

8. APPROVALS AND CONDITIONS

8.1 Approvals from the relevant authorities

The following approvals from relevant authorities were obtained in conjunction with the Public Issue:

- (a) the SC (which includes approval sought under the FIC's guidelines), for the Flotation Scheme, approval of which was obtained on 16 July 2004 and 29 October 2004; and
- (b) Bursa Securities, for the Flotation Scheme, approval of which was obtained on 20 July 2004.

8.2 Conditions to the approvals and compliance thereof

The approvals from the aforesaid authorities were subjected to, *inter-alia*, the following conditions:

Authority	Conditions imposed	Status of compliance
Bursa Securities	1. EFFICIENT to make detailed disclosure in its Prospectus of the following:	
	• The Company to expand the disclosure in its Prospectus on the rationale of the acquisition of the piece of land under P.T. No. 17655, Mukim of Damansara, District of Petaling, Selangor, measuring approximately 88,000 square feet located at Bukit Jelutong Industrial Park, Shah Alam and the relocation of 2 existing offices to the new operations facility to be developed;	Complied. Please refer to Section 6.4 of this Prospectus.
	• The risk associated to highly competitive market for DDP and EBP industries and mitigating factors taken/to be taken by the Group;	Complied. Please refer to Sections 3.3 and 3.4 of this Prospectus.
	• The Group's market niche compared to its competitors;	Complied. Please refer to Section 5.5.6(a) of this Prospectus.
	• The value proposition offered by the Group;	Complied. Please refer to Section 6.1 of this Prospectus.
	• The fundamental differences and value added services between a general hardware specific DDP application as compared to services provided by EMC's applications to support integrated DDP solutions; and	Complied. Please refer to Section 5.5.7 of this Prospectus.
	• Reasons why it would be difficult for competitors to try and duplicate EFFICIENT's software applications and solutions.	Complied. Please refer to Section 5.5.7 of this Prospectus.
	2. EFFICIENT to inform Bursa Securities on the appointment of independent directors and to provide confirmation that they qualify as independent directors as defined in the Listing Requirements of Bursa Securities for the MESDAQ Market.	Complied. Letter has been furnished to Bursa Securities on 9 November 2004.
	3. RHB Sakura/EFFICIENT to provide confirmation that the members of Audit Committee comply with the requirement in the Listing Requirement of Bursa Securities for the MESDAQ Market.	Complied. Confirmation has been furnished to Bursa Securities on 9 November 2004.

8. APPROVALS AND CONDITIONS (Cont'd)

Authority	Conditions imposed	Status of compliance
	4. EFFICIENT to include a negative statement in its Prospectus on the exclusion of profit forecast and projections from the Prospectus and the reasons thereof.	Complied. Please refer to Section 11.4 of this Prospectus.
SC	1. EFFICIENT is required to disclose the status of utilisation of proceeds raised from the Public Issue in its quarterly and annual reports until the proceeds are fully utilised.	To be complied with.
	2. EFFICIENT is required to meet the 30% Bumiputera requirement within 1 year after it has achieved the profit track record requirement for companies applying for listing on the Second Board of Bursa Securities or within 5 years after being listed on the MESDAQ Market of Bursa Securities, whichever is the earlier, in which the shares to be allocated to Bumiputera investors should be approved by the Ministry International Trade and Industry.	To be complied with.
	3. RHB Sakura/EFFICIENT are required to submit a preliminary proposal to SC, 6 months prior to the expiry of compliance, on how EFFICIENT intends to meet the Bumiputera equity condition.	To be complied with.
	4. RHB Sakura/EFFICIENT are to inform SC of the completion of the Flotation Scheme.	To be complied with.

The SC (on behalf of FIC) had also noted that the equity structure relating to Bumiputera, non-Bumiputera and foreign shareholdings in EFFICIENT would change arising from the implementation of the Flotation Scheme, as follows:

	Before Flotation Scheme	<-----After Flotation Scheme*----->	
	%	A^ %	B# %
Bumiputera	13.62	10.22	10.22
Non-Bumiputera	86.38	89.78	85.62
Foreign	-	-	4.16
	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>

Notes:

* After Share Split and Public Issue but before full exercise of ESOS Options

^ Assuming no Bumiputera and foreign investors subscribe for new Shares pursuant to the Public Issue

Assuming no Bumiputera investors subscribe for new Shares pursuant to the Public Issue and 5 million new Shares are subscribed by foreign investors

8.3 Moratorium on sale of shares

Paragraph 2.10.2 of the Listing Requirements of Bursa Securities for the MESDAQ Market states that, Shares held by the promoters of EFFICIENT amounting to 45% of the enlarged issued and paid-up share capital of the Company at the date of admission of the Company to the Official List of the MESDAQ Market shall be placed under moratorium.

8. APPROVALS AND CONDITIONS (Cont'd)

Details of the promoters of the Company who will be subjected to the moratorium are as follows:

Promoters	←----- After Public Issue ----->				After full exercise of the ESOS Options	
	Number of Shares held	% of share capital	Number of Shares to be held under moratorium	% of share capital	Number of Shares to be held under moratorium	% of share capital
CCKSB	27,740,000	23.12	5,530,009	4.61	5,530,009	4.19
CSSSB	41,610,000	34.67	41,610,000	34.67	41,610,000	31.52
ANC	12,260,000	10.22	12,260,000	10.22	12,260,000	9.29
	<u>81,610,000</u>	<u>68.01</u>	<u>59,400,009</u>	<u>49.50</u>	<u>59,400,009</u>	<u>45.00</u>

The quantum and proportion of Shares which are to be held under moratorium, have been fully accepted by the promoters above, representing 45% of the enlarged issued and paid-up share capital of the Company.

The aforesaid promoters of EFFICIENT will not be allowed to sell, transfer or assign of any part of their interest in the Shares under moratorium within 1 year from the date of admission of the Company on the Official List of the MESDAQ Market. Thereafter, the aforesaid promoters may sell, transfer or assign of up to a maximum of one-third per annum of their respective shareholdings in the Company under moratorium on a straight-line basis.

The restriction is specifically endorsed on the notices of allotment and share certificates of EFFICIENT representing the respective shareholdings of the promoters which are under moratorium to ensure that the Company's registrar do not register any transfer not in compliance with the moratorium restrictions. The remarks to be endorsed on these share certificates are as follows:

"The shares comprised herein are not capable of being sold, transferred or assigned for a period as determined by Bursa Securities ("Moratorium Period"). Accordingly, the shares comprised herein will not constitute good delivery pursuant to the Rules of Bursa Securities during the Moratorium Period. No share certificate or certificates will be issued to replace this certificate during the Moratorium Period unless the same shall be endorsed with this restriction."

Further, Vincent Cheah Chee Kong, Victor Cheah Chee Wai and Sreedhar Subramaniam (shareholders of CCKSB), Esther Soon Yoke Leng, Ho Choong Lim and CCKSB (shareholders of CSSSB) and Dato' Kalimullah bin Masheerul Hassan (shareholder of ANC) had given their respective undertakings that they will not sell, transfer or assign their respective shareholdings in CCKSB, CSSSB and ANC during the moratorium period that will be imposed on the Shares held by CCKSB, CSSSB and ANC.

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9. CONFLICT OF INTEREST & RELATED PARTY TRANSACTION

9.1 Interests in similar business

None of the Directors or substantial shareholders of EFFICIENT or its subsidiaries has any interest, direct or indirect, in any business carrying on a similar trade as EFFICIENT or its subsidiary companies.

9.2 Related party transactions and/or conflict of interests

Save as disclosed below, as at the Latest Practicable Date, there are no on-going or potential related party transactions and/or conflict of interests between the Group and its substantial shareholders and/or Directors and/or persons connected with substantial shareholders or Directors as defined under Section 122A of the Act and/or its key management and/or key technical personnel:

- (a) EMC and VPI had jointly submitted tenders to potential customers for the provision of DDP services. Dato' Kalimullah bin Masheerul Hassan, a promoter, substantial shareholder and director of EFFICIENT is a substantial shareholder of VPI.

VPI was set up to participate in tender exercises and is currently still dormant. However, if the aforesaid joint tenders are successful, VPI's future business may be similar to EMC i.e. in the provision of DDP services. In view that Dato' Kalimullah bin Masheerul Hassan is a promoter, substantial shareholder and a director of EFFICIENT as well as a substantial shareholder of VPI, VPI and EMC had entered into a memorandum of understanding dated 18 May 2004 to address the potential conflict of interest. The salient terms of the memorandum of understanding are set out below:

- (i) all tenders in relation to DDP services submitted by, or on behalf of, VPI will be made jointly with EMC at all times;
- (ii) VPI will collaborate with EMC to jointly tender for contracts where the potential customers may have a requirement or preference for majority Bumiputra controlled service providers; and
- (iii) if a joint tender is successful, the resulting revenue allocations between VPI and EMC will be based on their respective resource allocations in relation to the projects. Other terms relating to the transactions will be discussed and agreed on an arms length basis in good faith.

Further, the Directors of EFFICIENT have confirmed that any transactions between EMC and VPI will be carried out on an arms length basis and on terms which are not unfavourable to EMC.

- (b) EMC regularly purchases computer forms from PG for the purposes of its DDP services. Yeoh Lai Nam, a director and substantial shareholder of PG, is a person connected to Esther Soon Yoke Leng, a director and substantial shareholder of EFFICIENT. In addition, Yeoh Lai Nam is also a shareholder of EFFICIENT.

The Directors of EFFICIENT confirm that the transactions between EMC and PG are carried out on an arms length basis and at market price. For the 5 month period ended 31 May 2004, the value of computer forms supplied by PG to EMC represents approximately 26.9% of the total purchases made by EMC.

9. CONFLICT OF INTEREST & RELATED PARTY TRANSACTION (Cont'd)

- (c) EFFICIENT had on 24 September 2004 entered into an agreement with ECM Libra Capital Sdn Bhd ("ECM Libra") to appoint ECM Libra as its financial advisor in respect of the placement of up to 12,000,000 Issue Shares pursuant to the Private Placement. Dato' Kalimullah bin Masheerul Hassan, a promoter, substantial shareholder and director of EFFICIENT is a substantial shareholder and director of ECM Libra.

The Directors of EFFICIENT confirm that the aforesaid appointment of ECM Libra is carried out on an arms length basis and on terms which are not unfavourable to EFFICIENT.

9.3 Outstanding loans made by the Company or any of its parent or subsidiaries to/for the benefit of related parties

As at the Latest Practicable Date, there is no loan (including guarantees of any kind) made by the Company or its subsidiary companies to or for the benefit of a related party.

9.4 Promotion of any assets acquired/to be acquired

None of the Directors or substantial shareholders of EFFICIENT has any interest, direct or indirect, in the promotion of or in any assets acquired by or proposed to be acquired by or assets disposed of by or proposed to be disposed of by or leased to or proposed to be leased to the Company or its subsidiary companies within the 2 years preceding the Latest Practicable Date.

9.5 Declaration by experts

RHB Sakura hereby confirms that there is no conflict of interest in its capacity as the Financial Adviser, Managing Underwriter, Placement Agent and Sponsor for the Flotation Scheme.

Messrs. Horwath have given their confirmation that there is no conflict of interest in their capacity as the Reporting Accountants for the Flotation Scheme.

Messrs. Poh & Co. have given their confirmation that there is no conflict of interest in their capacity as the Auditors for the Flotation Scheme.

Messrs. K M Chye & Murad have given their confirmation that there is no conflict of interest in their capacity as the Solicitors for the Flotation Scheme.

Messrs. Ernst & Young have given confirmation that there is no conflict of interest in their capacity as the Issuer of Industry Overview Report for the Flotation Scheme.

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10. OTHER INFORMATION

10.1 Major licences, permits and approvals

Details of major licences, permits and approvals held by the Group, for purposes of conducting its business are listed below:

Approving authority	Type of major licences/permit/ approvals	Date of issuance	Salient conditions	Status of compliance
MDC	MSC status for SOFTEC	13.11.2003	(a) complete business registration of the proposed entity as a locally incorporated company under the Act within 1 month from the date of the letter of approval granting the MSC status to the Company ("Letter")	Met
			(b) commence operations of the proposed entity within 6 months from the date of the Letter	Met
			(c) undertake such activities specified in the business plan as approved by MDC within 6 months from the date of the Letter or such date as may be specified in the business plan as approved and thereafter continue with such business and activities	Met
			(d) the MSC qualifying activities are: <ul style="list-style-type: none"> • Development of Crosstalk Data Exchange System; and • Development of Total Electronic Billing System. 	Met, filed for trade mark registration as e-TALK™
				Met, filed for trade mark registration as e-DOC™ and e-FLOW™
			(e) any changes proposed to the MSC qualifying activities as detailed in the business plan must receive the prior written consent of the MDC	To comply as and when applicable
			(f) locate the implementation and operation of the MSC qualifying activities in Cyberjaya, within 6 months from the date of the Letter	Met
			(g) ensure that at all times at least 15% of the total number of employees (excluding support staff) of the MSC status company shall be "knowledge workers" (as defined by MDC)	Met
			(h) inform MDC of any change in the equity structure or shareholding structure of the MSC status company or such other changes that may affect the direction or operation of the MSC status company. MDC must be informed of any change before steps are taken to effect such change;	To comply as and when applicable
(i) comply with all such statutory, regulatory and/or licensing requirements as may be applicable	Met			

10. OTHER INFORMATION (Cont'd)

Approving authority	Type of major licences/permit/ approvals	Date of issuance	Salient conditions	Status of compliance
Ministry of Finance	Contractor's licence certificate issued to EMC for the supply/provision of services under the categories of office machines and delivery of documents.	16.12.2003	(a) EMC is to ensure that the registered services on the certificate do not overlap with the services provided by any companies that has the same shareholders or directors and management.	Met
			(b) Any change on the information, which had been submitted to the Ministry of Finance, is to be submitted online within 10 days from the date of changes.	Met
			(c) EMC is to provide all information as required by the Ministry of Finance within the period stipulated.	Met
			(d) The Ministry of Finance reserves the right to cancel or suspend the company's registration without any notice if any information is found later to be false.	Not applicable
MITI	Pioneer status granted to SOFTEC for a period of 5 years with effect from 20 April 2004	28.05.2004	(a) SOFTEC shall carry on pioneer activities as stated in the certificate of pioneer status subject to the conditions agreed by MITI and the Minister of Finance.	Met
			(b) SOFTEC must submit a formal application to MDC on or before 19 April 2009 to extend the period of pioneer status for another 5 years.	To be met
			(c) MITI shall issue an extension letter for the extension of pioneer status of a further 5 years upon confirmation from MDC that all MSC terms of grant of MSC status have been complied with.	To be met

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10. OTHER INFORMATION (Cont'd)**10.2 Properties**

The properties owned by EFFICIENT are through its wholly-owned subsidiary EMC. Details of the properties are as follows:

Registered owner	Title / Location	Approximate age of building (years)	Description/ existing use	Total land areas (sq. m)	Total built-up area (sq. m)	Tenure/ date of expiry of lease	Net book value as at 31.05.2004 (RM)	Restrictions in interest	Encumbrances on land
EMC	HS(M) 7212, Lot No. PT 6724, Tempatan B6 ½, Jalan Klang Lama, Mukim Petaling Daerah Petaling, Negeri Selangor	18	Industrial land – end-lot 2 ½ storey terrace light industrial building / Production facility and administration office	222.96	379.04	Leasehold of 99 years expiring on 04.03.2085	1,290,628	This land cannot be sold, leased, charged or transferred without the consent from the state authorities	Charge to Affin Bank Berhad vide: (a) First legal charge Presentation No. 4180/1996 (b) Second legal charge Presentation No. 3481/2000 (c) Third legal charge Presentation No. 6335/2000 (d) Amendment Presentation No. 120/2000
EMC	HS(M) 7214, Lot No. 6726, Tempatan B6½ Jalan Klang Lama, Mukim Petaling, Daerah Petaling, Negeri Selangor	18	Industrial land – intermediate-lot 2 ½ storey terrace light industrial building/ Production facility and administration office	193.2	309.18				

10. OTHER INFORMATION (Cont'd)*Notes:*

1. *The existing use on the aforesaid land does not breach the land-use conditions/permissible land use.*
2. *Majlis Daerah Petaling had on 14 January 1993 issued a temporary certificate of fitness no. 0368 for the aforesaid properties. On 1 November 2004, EMC had written to the developer of the aforesaid properties, to seek a confirmation from the developer whether the permanent certificate of fitness for the aforesaid properties has been issued, failing which that the developer should take immediate steps to obtain the permanent certificate of fitness from the relevant authorities for the aforesaid properties. As at the date hereof, EMC is still awaiting the confirmation from the developer.*

10.3 Acquisition of properties within the last 2 years

Save as disclosed below, the Group has not acquired any properties in the last 2 years preceding the Latest Practicable Date:

Sale and purchase agreement dated 6 April 2004 between EMC (as purchaser) and KLIE Assets Sdn Bhd (as vendor) for the acquisition by EMC of a piece of freehold land held under HS(D) 142710 , PT No. 17655, Mukim Damansara, Daerah Petaling, Selangor for a cash consideration of RM4,475,250.

Under the terms of the aforesaid sale and purchase agreement, the total purchase consideration shall be fully settled in the following manner:

- (a) RM89,505 was paid as earnest money prior to the execution of sale and purchase agreement;
- (b) RM358,020 was paid upon the execution of sale and purchase agreement; and
- (c) the balance of RM4,027,725 is to be paid within 3 months from the date all conditions precedent to the sale and purchase agreement are fulfilled i.e. by 30 October 2004 ("Completion Date"). If the balance remains unpaid on the Completion Date, the vendor shall automatically grant to EMC an extension of 3 months ("Extension Period") to pay the balance on the condition that EMC pay to the vendor interest on the balance or any part of it still outstanding at the rate of 8% per annum calculated on a daily basis from the first day of the Extended Period to the day the balance is paid in full. As at the date of this Prospectus, the balance remains outstanding.

The aforesaid land will only be recognised as fixed assets of the EFFICIENT Group upon payment by EMC of the remaining outstanding sum owing to KLIE Assets Sdn Bhd of RM4,027,725.

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11. FINANCIAL INFORMATION

11.1 Historical financial information

11.1.1 Proforma consolidated income statements

The table below sets out a summary of the proforma consolidated income statements of EFFICIENT for the past 5 financial years ended 31 December 2003 and 5 month period ended 31 May 2004, based on the assumption that the current structure of the Group has been in existence throughout the years/period under review. The proforma consolidated income statements are presented for illustrative purposes only and should be read in conjunction with the accompanying notes and assumptions as set out in the Accountants' Report in Section 13 of this Prospectus.

	<-----Financial year ended----->					5 month
	31.12.1999	31.12.2000	31.12.2001	31.12.2002	31.12.2003	period ended 31.5.2004
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Turnover	1,450	4,510	6,752	8,278	18,201	10,415
Cost of sales	(449)	(2,053)	(3,701)	(4,572)	(10,077)	(5,997)
Gross profit	1,001	2,457	3,051	3,706	8,124	4,418
Other operating income	-	47	-	3	24	6
	1,001	2,504	3,051	3,709	8,148	4,424
Administrative and other operating expenses	(715)	(1,553)	(2,103)	(2,724)	(3,286)	(1,526)
Profits from operation	286	951	948	985	4,862	2,898
Finance costs	(93)	(113)	(279)	(389)	(412)	(197)
Share of associate profit	-	-	-	-	-	68
PBT	193	838	669	596	4,450	2,769
Depreciation	252	282	771	892	1,429	671
Interest expense	93	113	279	389	412	197
EBIDTA	538	1,233	1,719	1,877	6,291	3,637
Depreciation	(252)	(282)	(771)	(892)	(1,429)	(671)
Interest expense	(93)	(113)	(279)	(389)	(412)	(197)
PBT	193	838	669	596	4,450	2,769
Taxation	-	(305)	(155)	(223)	(1,446)	(808)
PAT	193	533	514	373	3,004	1,961
Number of Shares ¹ ('000)	90,000	90,000	90,000	90,000	90,000	90,000
Gross EPS ² (sen)	0.21	0.93	0.74	0.66	4.94	3.08*
Net EPS ³ (sen)	0.21	0.59	0.57	0.41	3.34	2.18*

* Not annualised. For comparison purposes only, the annualised gross and net EPS is 7.38 sen and 5.23 sen respectively.

Notes:

1. Number of Shares assumed in issue after Share Split but prior to the Public Issue.
2. Computed based on PBT divided by the number of Shares assumed in issue after Share Split but prior to the Public Issue.
3. Computed based on PAT divided by the number of Shares assumed in issue after Share Split but prior to the Public Issue.
4. There are no exceptional or extraordinary items for the financial years or period under review.

11. FINANCIAL INFORMATION (Cont'd)

Further details and commentary on the proforma consolidated income statements for the past 5 financial years ended 31 December 2003 and 5 month period ended 31 May 2004 are set out in the Accountants' Report in Section 13 of this Prospectus.

11.1.2 Segmental analysis

The segmental analysis of the proforma revenue and gross profit by business segment for the past 5 financial years ended 31 December 2003 and 5 month period ended 31 May 2004 are as follows:

(a) Analysis by revenue

Revenue	<-----Financial year ended ----->					5 month
	31.12.1999	31.12.2000	31.12.2001	31.12.2002	31.12.2003	period ended
	RM'000	RM'000	RM'000	RM'000	RM'000	31.5.2004
DDP	1,450	4,265	6,347	7,692	17,531	10,095
Software development	-	245	405	586	670	320
	<u>1,450</u>	<u>4,510</u>	<u>6,752</u>	<u>8,278</u>	<u>18,201</u>	<u>10,415</u>

(b) Analysis by gross profit

Gross profit	<-----Financial year ended ----->					5 month
	31.12.1999	31.12.2000	31.12.2001	31.12.2002	31.12.2003	period ended
	RM'000	RM'000	RM'000	RM'000	RM'000	31.5.2004
DDP	1,001	2,294	2,781	3,316	7,677	4,192
Software development	-	163	270	390	447	226
	<u>1,001</u>	<u>2,457</u>	<u>3,051</u>	<u>3,706</u>	<u>8,124</u>	<u>4,418</u>

11.1.3 Commentary on revenue and profits

Review of the financial year ended 31 December 1999

The Group registered an increase in revenue for the financial year ended 31 December 1999 mainly due to the outsource of data printing by an insurance company and bigger customer base during this financial year as compared to the previous financial year ended 31 December 1998. Gross profit increased substantially in line with the increase in revenue and also partially due to management's effort to monitor costs closely. PBT increased substantially mainly due to higher gross profit achieved as well as a lower rate of increase in operating overheads.

There was no taxation charge during the financial year as the amount of tax payable was waived in accordance with the provisions of the Income Tax (Amendment) Act, 1999.

11. FINANCIAL INFORMATION (Cont'd)

Review of the financial year ended 31 December 2000

The increase in revenue was approximately 211.0% in the financial year ended 31 December 2000 as compared to the previous financial year. The increase was mainly due to the introduction of new products by EMC such as pressure sealed forms and the addition of several new major customers. In line with the increase in turnover, the gross profit increased by approximately 145.5%. PBT increased by more than 300%, in tandem with the increase in revenue and gross profit.

The effective tax rate was higher than the statutory rate mainly due to certain expenses being disallowed for taxation purposes.

Review of the financial year ended 31 December 2001

The increase in revenue by approximately 49.7% in the financial year ended 31 December 2001 was mainly due to the several new customers secured during the year. Gross profit improved by approximately 24.2% in line with the increase in revenue. Despite an increase in gross profit, PBT decreased by approximately 20.0% as the higher gross profit was offset by higher operating overheads and finance costs. This was mainly due to higher payroll costs from the increase in number of employees, increase in directors' remuneration and increase in depreciation charge which was mainly due to a change in depreciation rates to better reflect the economic lives of the property, plant and equipment.

The effective tax rate was lower than the statutory rate mainly due to the excess of capital allowances claimed over depreciation charged.

Review of the financial year ended 31 December 2002

The increase in revenue by approximately 22.6% in the financial year ended 31 December 2002 was mainly due to the several new customers secured during the year. The gross profit improved by approximately 21.5% consistent with the increase in revenue. PBT decreased by approximately 11.0% in spite of the increase in revenue and gross profit. This was mainly due to the higher payroll costs which was mainly due to the increase in the number of employees, increase in directors' remuneration, increase in depreciation charge mainly due to purchases of new equipment, higher travelling allowance incurred to explore new markets and allowance made for diminution in value of quoted investments.

The effective tax rate was higher than the statutory rate mainly due to certain expenses being disallowed for taxation purposes.

Review of the financial year ended 31 December 2003

The increase in revenue by approximately 119.9% in the financial year ended 31 December 2003 was mainly due to several new customers secured during the year. The gross profit improved by approximately 119.2% consistent with the increase in revenue. PBT increased by approximately 646.6%, in line with the increase in revenue and gross profit as well as a lower rate of increase in operating overheads.

The effective tax rate was lower than the statutory rate mainly due to the utilisation of capital allowances.

Review of the 5 month period ended 31 May 2004

The increase in revenue by approximately 37.3% (on an annualised basis) in the 5 month period ended 31 May 2004 was mainly due to the addition of a new customer and the increase in volume of data printing from one of its major customers. In line with the increase in turnover, the gross profit increased by approximately 30.5% (on an annualised basis). PBT increased by approximately 49.3% (on an annualised basis), in tandem with the increase in revenue and gross profit.

11. FINANCIAL INFORMATION (Cont'd)

The effective tax rate was lower than the statutory rate mainly due to the utilisation of capital allowances.

11.2 Directors' declaration on financial performance

As at the Latest Practicable Date and save as disclosed in Sections 3 and 11.3 of this Prospectus, the Directors of EFFICIENT hereby confirm that the financial conditions and operations of the Group are not affected by any of the following factors:

- (a) any other known trends, demands, commitments, events or uncertainties that have had or that the Group reasonably expects to have, a material favourable or unfavourable impact on financial performance, position and operations of the Group;
- (b) any other material commitments for capital expenditure;
- (c) any unusual, infrequent events or transactions or any significant economic changes that would have materially affected the financial performance, position and operations of the Group; and
- (d) any known events, circumstances, trends, uncertainties and commitments that are reasonably likely to make the historical financial statements not indicative of future financial performance and position.

11.3 Working capital, borrowings, material litigation, capital commitments and contingent liabilities

11.3.1 Working capital

The Directors of EFFICIENT are of the opinion that after taking into account the cashflow position, the banking facilities available and the proceeds to be raised from the Public Issue, the Group will have adequate working capital for a period of 12 months from the date of this Prospectus.

11.3.2 Borrowings

As at the Latest Practicable Date, the total outstanding bank borrowings of the Group (all of which are interest bearing) amounted to RM2,366,058. Details of the Group's outstanding bank borrowings are as follows:

	RM
Long-term borrowings	1,123,345
Short-term borrowings	1,242,713
Total borrowings	<u>2,366,058</u>

As at the Latest Practicable Date, the Group does not have any foreign currency denominated borrowings. In so far as the Directors of EFFICIENT are aware, there has not been any default on payments of interest and/or principal sums for the borrowings disclosed above.

11. FINANCIAL INFORMATION (Cont'd)

11.3.3 Material litigation

As at the Latest Practicable Date, neither EFFICIENT nor its subsidiaries is engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which has a material effect on the financial position of EFFICIENT or its subsidiaries and the Directors of EFFICIENT do not know of any proceedings pending or threatened, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the position or business of EFFICIENT or its subsidiaries.

11.3.4 Capital commitments

As at the Latest Practicable Date, the material capital commitments incurred or known to be incurred by the EFFICIENT Group that may have a substantial impact on the results or financial position of the EFFICIENT Group are as follows:

	RM'000
Approved and contracted for	4,028*
Approved but not contracted for	-
Total	<u>4,028</u>

Note:

* Balance of the purchase consideration to be paid for the acquisition by EMC of a piece of freehold land held under HS(D) 142710, PT No. 17655, Mukim Damansara, Daerah Petaling, Selangor. Further details on the said acquisition are set out in Section 10.3 of this Prospectus.

11.3.5 Contingent liabilities

As at the Latest Practicable Date, the Directors of EFFICIENT are not aware of any material contingent liabilities, which have become enforceable or is likely to become enforceable, which in the opinion of the Directors of EFFICIENT, will or may substantially affect the ability of the Company or its subsidiaries to meet their obligations as and when they fall due.

11.4 Forecast

The Group's future financials are not disclosed in this Prospectus due to its uncertain nature and inherent risks, such as, but not limited to those disclosed in Section 3 of this Prospectus.

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12. PROFORMA CONSOLIDATED BALANCE SHEETS AND THE REPORTING ACCOUNTANTS' LETTER THEREON

[Prepared for the inclusion in this Prospectus]



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Chartered Accountants

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22 November 2004

The Board of Directors
Efficient E-Solutions Berhad
45-49 Jalan Petaling Utama 3
Taman Petaling Utama
46000 Petaling Jaya
Selangor Darul Ehsan

Dear Sirs

**EFFICIENT E-SOLUTIONS BERHAD ("EFFICIENT" OR "THE COMPANY")
PROFORMA CONSOLIDATED BALANCE SHEETS**

We have reviewed the Proforma Consolidated Balance Sheets of EFFICIENT and its subsidiaries ("EFFICIENT Group") as at 31 May 2004 together with the accompanying notes thereto, for which the Directors are solely responsible, as set out in the accompanying statements (initialed by us for the purpose of identification only) for inclusion in the Prospectus of EFFICIENT to be dated 30 November 2004 in connection with the following:-

- (a) Split of 9,000,002 ordinary shares of RM1.00 each per share in EFFICIENT to 90,000,020 ordinary shares of RM0.10 each ("Share Split");
- (b) Public issue of 30,000,000 new ordinary shares of RM0.10 each at an issue price of RM0.63 per share ("Public Issue");
- (c) Listing of and quotation for the entire enlarged issued and paid-up share capital of EFFICIENT comprising 120,000,020 ordinary shares of RM0.10 each on the MESDAQ Market of Bursa Malaysia Securities Berhad; and
- (d) Employees' Shares Option Scheme ("ESOS") for executive directors and eligible employees of EFFICIENT and its subsidiaries to subscribe for new shares representing not more than 10% of the issued and paid-up share capital of EFFICIENT at any point in time during the duration of the scheme.

Horwath Offices in Malaysia:

Johor Bahru • Klang • Kota Kinabalu • Kuala Lumpur • Kuching • Labuan • Melaka • Penang • Prai • Sungai Petani

12. PROFORMA CONSOLIDATED BALANCE SHEETS AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)



In our opinion,

- (i) the Proforma Consolidated Balance Sheets, which are prepared for illustrative purposes only, have been properly compiled on the bases set out in the accompanying notes to the Proforma Consolidated Balance Sheets;
- (ii) the bases are consistent with the accounting policies normally adopted by EFFICIENT Group; and
- (iii) the adjustments are appropriate for the purposes of the Proforma Consolidated Balance Sheets.

Yours faithfully

A handwritten signature in black ink, appearing to be "J. P. W.", written over a horizontal line.

Horwath
Firm No : AF 1018
Chartered Accountants

A handwritten signature in black ink, appearing to be "Onn Kien Hoe", written over a horizontal line.

Onn Kien Hoe
Approval No : 1772/11/06(J/PH)
Partner

12. PROFORMA CONSOLIDATED BALANCE SHEETS AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)



**EFFICIENT E-SOLUTIONS BERHAD ("EFFICIENT") AND ITS SUBSIDIARIES ("EFFICIENT GROUP")
PROFORMA CONSOLIDATED BALANCE SHEETS**

The proforma consolidated balance sheets of EFFICIENT as at 31 May 2004 are provided for illustrative purposes only to show the effects of the Share Split, the Public Issue and the ESOS ("Proposals"), on the assumption that these transactions had been effected on that date and should be read in conjunction with the accompanying notes.

	Audited as at 31 May 2004 RM	Proforma I RM	Proforma II RM	Proforma III RM
Non-current assets				
Property, plant and equipment	12,204,612	12,204,612	18,204,612	18,204,612
Investment in associates	372,258	372,258	372,258	372,258
	<u>12,576,870</u>	<u>12,576,870</u>	<u>18,576,870</u>	<u>18,576,870</u>
Current assets				
Inventories	395,713	395,713	395,713	395,713
Trade receivables	5,316,980	5,316,980	5,316,980	5,316,980
Other receivables, deposits and prepayments	1,284,060	1,284,060	823,162	823,162
Fixed deposits with licensed banks	289,866	289,866	289,866	289,866
Cash and bank balances	1,500,071	1,500,071	13,260,969	20,820,969
	<u>8,786,690</u>	<u>8,786,690</u>	<u>20,086,690</u>	<u>27,646,690</u>
Current liabilities				
Trade payables	2,196,916	2,196,916	2,196,916	2,196,916
Other payables and accruals	1,290,237	1,290,237	1,290,237	1,290,237
Hire purchase payables	867,685	867,685	867,685	867,685
Short term borrowings	761,754	761,754	761,754	761,754
Bank overdrafts	407,515	407,515	407,515	407,515
Provision for taxation	1,266,514	1,266,514	1,266,514	1,266,514
	<u>6,790,621</u>	<u>6,790,621</u>	<u>6,790,621</u>	<u>6,790,621</u>
Net current assets	1,996,069	1,996,069	13,296,069	20,856,069
	<u><u>14,572,939</u></u>	<u><u>14,572,939</u></u>	<u><u>31,872,939</u></u>	<u><u>39,432,939</u></u>

12. PROFORMA CONSOLIDATED BALANCE SHEETS AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)



PROFORMA CONSOLIDATED BALANCE SHEETS (CONT'D)

	Audited as at 31 May 2004 RM	Proforma I RM	Proforma II RM	Proforma III RM
Financed by:-				
Share capital	9,000,002	9,000,002	12,000,002	13,200,002
Share premium	-	-	14,300,000	20,660,000
Negative goodwill	259,831	259,831	259,831	259,831
Retained profits	1,957,882	1,957,882	1,957,882	1,957,882
Shareholders' equity	<u>11,217,715</u>	<u>11,217,715</u>	<u>28,517,715</u>	<u>36,077,715</u>
Non-current liabilities				
Hire purchase payables	721,254	721,254	721,254	721,254
Long term borrowings	1,627,149	1,627,149	1,627,149	1,627,149
Deferred taxation	1,006,821	1,006,821	1,006,821	1,006,821
	<u>14,572,939</u>	<u>14,572,939</u>	<u>31,872,939</u>	<u>39,432,939</u>
No. of ordinary shares of RM1.00 each	9,000,002	-	-	-
No. of ordinary shares of RM0.10 each	-	90,000,020	120,000,020	132,000,020
Net tangible assets per ordinary shares (RM/share)	<u>1.25</u>	<u>0.12</u>	<u>0.24</u>	<u>0.27</u>

12. PROFORMA CONSOLIDATED BALANCE SHEETS AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)



PROFORMA CONSOLIDATED BALANCE SHEETS (CONT'D)

NOTES TO THE PROFORMA CONSOLIDATED BALANCE SHEETS

1. Basis of Preparation

The Proforma Consolidated Balance Sheets of EFFICIENT have been prepared based on the audited consolidated balance sheet of EFFICIENT as at 31 May 2004, solely for illustrative purposes, to show the effects of the following as though they were effected as of that date:-

- (a) Split of 9,000,002 ordinary shares of RM1.00 each per share in EFFICIENT to 90,000,020 ordinary shares of RM0.10 each;
- (b) Public issue of 30,000,000 new ordinary shares of RM0.10 each at an issue price of RM0.63 per share;
- (c) Listing of and quotation for the entire enlarged issued and paid-up share capital of EFFICIENT comprising 120,000,020 ordinary shares of RM0.10 each on the MESDAQ Market of Bursa Malaysia Securities Berhad; and
- (d) ESOS for executive directors and eligible employees of EFFICIENT and its subsidiaries to subscribe for new shares representing not more than 10% of the issued and paid-up share capital of EFFICIENT at any point in time during the duration of the scheme.

1.1 Proforma I

Proforma I incorporates the effects of the Share Split, whereby every existing ordinary share of RM1.00 each will be split into 10 ordinary shares of RM0.10 each.

1.2 Proforma II

Proforma II incorporates the effects of Proforma I and the Public Issue of 30,000,000 new ordinary shares of RM0.10 each at an issue price of RM0.63 per share.

The Proposed Public Issue will be allocated as follows:-

- (i) 3,000,000 new ordinary shares of RM0.10 each available for application by the Malaysian public;
- (ii) 6,000,000 new ordinary shares of RM0.10 each available for application by directors and eligible employees of EFFICIENT and its subsidiaries, and persons who have contributed to the success of EFFICIENT and its subsidiaries; and
- (iii) 21,000,000 new ordinary shares of RM0.10 each by way of private placement.

12. PROFORMA CONSOLIDATED BALANCE SHEETS AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)



NOTES TO THE PROFORMA CONSOLIDATED BALANCE SHEETS (CONT'D)

1.2 Proforma II (Cont'd)

The proceeds from the Public Issue will be utilised as follows:-

	RM'000
Research and development (Software development)	* 2,000
New facility in Shah Alam	6,000
Branding and promotion	* 600
Defray estimated listing expenses	1,600
Working capital	8,700
	<hr/>
Proforma II	18,900
	<hr/> <hr/>

* - Funds allocated for these expenses have been included as cash and bank balances pending their utilisation.

(i) The estimated listing expenses of RM1,600,000 have been charged against the share premium account.

1.3 Proforma III

Proforma III incorporates the effects of Proforma II and the ESOS for the granting of options to executive directors and eligible employees of EFFICIENT and its subsidiaries to subscribe for new shares representing not more than 10% of the issued and paid-up share capital of EFFICIENT at any point in time during the duration of the scheme assumes the exercise price of all the options to subscribe for up to 12,000,000 new ordinary shares of RM0.10 each at RM0.63 per share.

12. PROFORMA CONSOLIDATED BALANCE SHEETS AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)



NOTES TO THE PROFORMA CONSOLIDATED BALANCE SHEETS (CONT'D)

2. Share Capital

The movements in the issued and paid-up share capital of EFFICIENT are as follows:-

	Number of Ordinary Shares	Amount of Share Capital RM
Issued and Fully Paid-up Share Capital		
Ordinary shares of RM1.00 each as at 31 May 2004	9,000,002	9,000,002
Split of par value from RM1.00 to RM0.10 per ordinary share/As per Proforma I	90,000,020	9,000,002
Public Issue	30,000,000	3,000,000
As per Proforma II	120,000,020	12,000,002
Full exercise of ESOS	12,000,000	1,200,000
As per Proforma III	132,000,020	13,200,002

3. Share Premium Account

The estimated listing expenses of RM1,600,000 have been charged against the share premium account under Proforma II. The movements in the share premium account are as follows:-

	RM
At 31 May 2004/As per Proforma I	-
Premium arising from Public Issue	15,900,000
Estimated listing expenses	(1,600,000)
As per Proforma II	14,300,000
Premium arising from ESOS	6,360,000
As per Proforma III	20,660,000