

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION

14.1 SHARE CAPITAL

- (a) No Shares will be allocated or issued on the basis of this Prospectus later than twelve (12) months after the date of issue of this Prospectus.
- (b) Save as disclosed in Sections 2.0 and 4.0 of this Prospectus, no Shares, debentures, warrants, options, convertible securities or uncalled capital of the Company and its subsidiaries have been issued or are proposed to be issued as fully or partly paid-up in cash or otherwise, within the two (2) years preceding from the date thereof.
- (c) Save as disclosed in Sections 2.0 and 4.0 of this Prospectus, no capital of the Company or its subsidiaries has been issued or is proposed to be issued for cash within the two (2) years preceding the date of this Prospectus.
- (d) Save for the Public Issue Shares reserved for the eligible Directors, employees and business associates of the Group and ESOS Options as disclosed in Sections 2.5, 4.1.3 and 13.0 of this Prospectus, no person or Director or employee of the Group has been or is entitled to be given an option to subscribe for any Shares, stocks or debentures of the Company or its subsidiaries.
- (e) Save for the Public Issue Shares reserved for the eligible Directors, employees and business associates of the Group and ESOS Options as disclosed in Sections 2.5, 4.1.3 and 13.0 of this Prospectus, there is currently no other scheme for or involving the Directors or employees of the Company or its subsidiaries.
- (f) As at this date hereof, the Company does not have any outstanding convertible debt securities, options, warrants or uncalled capital.

14.2 ARTICLES OF ASSOCIATION

The following provisions are reproduced from the Company's Articles of Association:-

14.2.1 TRANSFER AND TRANSMISSION OF SECURITIES

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

Article 40

Subject to the Act, Listing Requirements, the Central Depositories Act and the Rules, all transfer of shares or securities or class of shares or securities of the Company by registered members shall be effected by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 103 and 104 of the Act and any exemptions that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of shares or securities. Subject to the Act, the Central Depositories Act and the Rules, no share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)Article 41

Subject to these Articles, there shall be no restriction on the transfer of fully paid up shares except required by law. The instruments shall be executed by or on behalf of the transferor and transferee and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register and/or the Record of Depositors as the case may be, in respect thereof. All transfer of deposited securities shall be effected in accordance with the Act, the Central Depositories Act and the Rules.

Article 42

The Directors may:

- (a) decline to register the transfer of any share (not being a fully paid share);
- (b) decline to register the transfer of any share on which the Company has a lien; and
- (c) decline to register a transfer if the registration of the transfer would result in a contravention of or failure to observe the provisions of a law in Malaysia.

The Directors in exercising their discretion to decline to register any transfer pursuant to Article 42(a) and (b) hereof need not assign any reason or grounds for the refusal. Where the Directors' discretion is exercised pursuant to Article 42(c), the Directors shall give to the lodging party written notice of the refusal and the reasons therefore within three (3) market days after the date on which the transfer was lodged with the Company.

Article 43

Subject to Article 42, the Act, Listing Requirements, the Central Depositories Act and the Rules, if the Directors refuse to register a transfer they shall within three (3) market days after the date on which the transfer was lodged with the Company send to the lodging broker and transferee written notice of the refusal and the reasons therefor.

Article 44

The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine, not exceeding in the whole thirty (30) market days in any year. Twelve (12) clear market days notice of intention to close the Register shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Bursa Securities. In relation to such closure the Company shall give notice, in accordance with the Rules, to the Depository to prepare the appropriate Record of Depositors.

Article 45

The Company may pursuant to Section 34 of the Central Depositories Act and the Rules, request for the Record of Depositors and in this connection, may request for the Record of Depositors as at a specified date. The Company shall give notice to the Depository to enable the Depository to prepare the appropriate Record of Depositors.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

Article 46

A Record of Depositors requested by the Company as at any specified date and/or for any specified purpose when made available to the Company may be treated as the final Record of Depositors as at the specified date and/or for the specified purpose. If there shall be more than one Record of Depositors made available to the Company as at the specified date and/or for the specified purpose then the later or last of the Record of Depositors prepared by the Depository and confirmed by the Depository as a correct Record of Depositors shall be the final Record of Depositors as at the specified date and/or for the specified purpose. If such confirmation from the Depository shall not be available, then the later or last of the Record of Depositors received by the Company shall be deemed to be the final Record of Depositors as at the specified date and/or for the specified purpose.

Article 47

In accordance with the provisions of any written law the Directors may refuse to register the transfer of any share if in their opinion such transfer when registered will result in Foreigners having an interest in the aggregate more than the prescribed limit.

Article 48

In case of the death of a member, the executors or administrators of the deceased, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder from any liability in respect of any share held by him.

Article 49

Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided elect either to be registered himself as the holder of the share or to have some other person nominated by him registered as the transferee thereof, but the Directors shall, in accordance with the provisions of written law, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy. PROVIDED ALWAYS that where the share is a Deposited Security, subject to the Rules, a transfer of the share may be carried out by the person so becoming entitled.

Article 50

If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him, stating that he so elects PROVIDED THAT where the share is a Deposited Security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he elects another person to be registered, he shall testify his election by executing to that person a transfer of share. All limitations, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfer of share shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

Article 51

- (1) Where:-
- (a) the shares of the Company are listed on an Approved Market Place; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act, or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules in respect of such securities, the Company shall, upon request of a member, permit a transmission of shares held by such member, from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") subject to the following conditions:-
- (i) there shall be no change in the ownership of such shares; and
- (ii) the transmission shall be executed by causing such shares to be credited directly into the Securities Account of such member.
- (2) For the avoidance of doubt, the Company, in the event paragraphs (a) and (b) above are fulfilled, shall not allow any transmission of shares from the Malaysian Register into the Foreign Register.

14.2.2 REMUNERATION OF DIRECTORS

The provisions of the Company's Articles of Association dealing with the remuneration of the Directors are as follows:-

Article 108

The fees of the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office PROVIDED ALWAYS that:-

- (a) fees payable to non-executive Directors shall be by way of a fixed sum, and not by way of a commission on or percentage of profits or turnover;
- (b) fees payable to Directors are subject to the approval of the Board;
- (c) any fees paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (d) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.

Article 109

The salaries and benefits payable to the executive Directors shall be subject to the approval of the Board and may not include a commission on or percentage of turnover.

Article 110

- (1) The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.
- (2) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing or if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged PROVIDED ALWAYS that extra remuneration payable to:-
- (a) a non-executive Director shall not be by a commission on or percentage of profits or turnover; and
- (b) an executive Director shall not include a commission on or percentage of turnover.

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14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

14.2.3 VOTING AND BORROWING POWERS OF DIRECTORS

The provisions of the Company's Articles of Association dealing with the voting and borrowing powers of the Directors including voting powers in relation to the proposals, arrangements or contracts in which they are interested are as follows:-

Article 114

- (1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligations of the Company or of any third party PROVIDED ALWAYS that nothing contained in these Articles shall authorise the Directors to borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property or any uncalled capital, or to issue debentures or other securities, whether outright or as security, for any debt, liability or obligation of an unrelated third party.
- (2) The Directors shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 108 of the Act in regard to the registration of mortgages and charges therein specified.
- (3) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

Article 123

The quorum necessary for the transaction of the business of the Directors shall be two (2).

Article 124

A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under these Articles vested in or exercisable by the Directors generally.

Article 125

Subject to these Articles, questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote except where:-

- (a) two (2) Directors form a quorum and only such a quorum is present at the meeting; or
- (b) only two (2) Directors are competent to vote on the question at issue.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)Article 130

A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest nor any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that other company or as a holder of shares or other securities in that other company, and if he does so vote, his vote shall not be counted.

Article 131

A Director notwithstanding his interest may, PROVIDED THAT none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles.

14.2.4 VARIATION OF CLASS RIGHTS AND CHANGES IN SHARE CAPITAL

The provisions of the Company's Articles of Association as to variation of class rights and changes in share capital, which are no less stringent than those required by law, are as follows:-

Article 3

The authorised capital of the Company shall be as specified in the Memorandum of Association of the Company. The Company may from time to time by ordinary resolution, change its authorised share capital.

Article 4

Subject to the prior approval of the members of the Company in general meeting and to the provisions of the Act and to the conditions, restrictions and limitations expressed in these Articles, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such person or persons, at such time and on such terms as they think proper, PROVIDED ALWAYS THAT:

- (a) no shares shall be issued at a discount except in compliance with the provisions of the Act;
- (b) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;
- (c) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles; or

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (d) in the case of every issue of shares or options to employees and/or Directors, such approval shall specifically detail the amount of shares or options to be issued to such Directors. Under these Article, Directors shall include executive and non-executive Directors.

Article 5

Without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, but subject to the Act and these Articles, any shares in the Company (whether forming part of the original capital or not) may be issued and/or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine PROVIDED THAT:

- (1) the total nominal value of preference shares issued shall not exceed the total nominal value of the issued ordinary shares at any time;
- (2) the holders of preference shares shall have the following rights:
- (a) the holder of a preference share must be entitled to a right to vote at any class meetings and all general meetings in each of the following circumstances and in no others:
- (i) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
 - (ii) on a proposal to reduce the Company's share capital;
 - (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (iv) on a proposal that affects rights attached to the share;
 - (v) on a proposal to wind up the Company; and
 - (vi) during the winding up of the Company.
- (b) the holder of a preference share must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.
- (c) a holder of a preference share must be entitled to the same rights as a holder of an ordinary share in relation to receiving notices, reports and audited accounts, and attending meetings; and
- (3) the Company shall not unless with the consent of the existing preference shareholders at a class meeting, issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.

Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

Article 6

- (1) Save as provided in Article 6(2), the Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company or in any way purchase, deal in or lend money on its own shares or those of its holding company.
- (2) Subject to and in accordance with the Act and in particular Section 67A of the Act and subsequent amendments thereafter, and the requirements and modifications hereof to the requirements of the Bursa Securities and/or any other relevant authority, the Company shall have the power to purchase its own shares and any shares so purchased by the Company may be dealt with as provided by the Act and the requirements of the Bursa Securities and/or any other relevant authority.

Article 16

Notwithstanding Article 17 hereof, the repayment of any preference capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, shall only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths (3/4) of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

Article 17

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths (3/4) of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting, the provisions of these Articles relating to general meetings shall, mutatis mutandis, apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-tenth (1/10) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 152 of the Act shall, with such adaptations as are necessary, apply.

Article 18

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)Article 56

The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.

Article 57

Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and installment, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules.

Article 58

- (1) The Company may from time to time by ordinary resolution:-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum and Articles of Association (subject nevertheless to the provisions of the Act) and so that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. Any resolution whereby any share is sub-divided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given any preference of advantage as regards dividends, return of capital voting or otherwise over the other or others of such shares; or
 - (c) cancel any shares which at the date of the passing of the resolution have not been taken up or agreed to be taken up by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- (2) The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner authorised by the Act and subject to any consent required by the law.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)**14.3 DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

- (a) The substantial shareholders of Elsoft and their respective interests based on the Register of Substantial Shareholders of Elsoft as at 31 May 2005 (being the latest practicable date prior to the issuance of this Prospectus) and their respective direct and indirect interests before and after the Public Issue are as follows:-

Substantial Shareholders	Before the Public Issue				After the Public Issue ⁽¹⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Cheik Eaik	47,440,000	32.00	-	-	48,240,000	26.80	-	-
Tan Ai Jiew	26,685,000	18.00	-	-	26,785,000	14.88	-	-
Koay Kim Chiew	22,237,500	15.00	-	-	22,737,500	12.63	-	-
Tan Ah Lek	18,531,250	12.50	-	-	18,931,250	10.52	-	-
Tan Cheik Kooi	13,342,500	9.00	-	-	13,542,500	7.52	-	-

Note:-

- (1) Including their respective entitlements for the Pink Form Shares allocation pursuant to the Public Issue.

- (b) The Directors of Elsoft and their respective interests based on the Register of Directors' Shareholdings as at 31 May 2005 (being the latest practicable date prior to the issuance of this Prospectus) and their respective direct and indirect interests before and after the Public Issue are as follows:-

Directors	Before the Public Issue				After the Public Issue ⁽¹⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Cheik Eaik	47,440,000	32.00	-	-	48,240,000	26.80	-	-
Tan Ai Jiew	26,685,000	18.00	-	-	26,785,000	14.88	-	-
Koay Kim Chiew	22,237,500	15.00	-	-	22,737,500	12.63	-	-
Tan Ah Lek	18,531,250	12.50	-	-	18,931,250	10.52	-	-
Dato' Dr Chong Eng Keat @ Teoh Eng Keat	-	-	-	-	100,000	0.06	-	-
Ong Eng Choon	-	-	-	-	100,000	0.06	-	-

Note:-

- (1) Including their respective entitlements for the Pink Form Shares allocation pursuant to the Public Issue.

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14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (c) Save as disclosed in Section 2.9, no commission, discounts, brokerages or other special terms have been paid, granted or are payable by the Company or its subsidiaries within the two (2) years immediately preceding the date of this Prospectus for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any Share in or debenture of the Company or its subsidiaries or in connection with the issue or sale of any capital of the Company or any of its subsidiaries and no Directors, proposed Directors, Promoters or experts is or are entitled to receive any such payment.
- (d) Other than salaries and employment related benefits and dividends payable to the Promoter and/or Directors as shareholders of the Company as disclosed in Sections 5.3.4 of this Prospectus, no amount or benefit has been paid or given within the two (2) years immediately preceding the date hereof, nor is it intended to be so paid or given, to any Promoter, Director and substantial shareholder.
- (e) None of the Directors and/or substantial shareholders of Elsoft have interest in any subsisting contract or arrangement, which is significant to the business of the Company or the Group taken as a whole.
- (f) The Directors and/or substantial shareholders are not aware of any person who is able, directly or indirectly, jointly or severally, to exercise control over the Company and its subsidiaries.

14.4 MATERIAL CONTRACTS

Save as disclosed below, there are no other material contracts (including contracts not reduced into writing), not being contracts entered into in the ordinary course of business which have been entered into by Elsoft and its subsidiaries within two (2) years preceding the date of this Prospectus:-

- (a) Share Sale Agreement made on 6 September 2004 between Tan Cheik Eaik, Tan Ai Jiew, Koay Kim Chiew, Tan Ah Lek, Tan Cheik Kooi, Chan Hong Heng, Tay Cheng Koon and Ooi Seang Jin as vendors and Elsoft as purchaser for the acquisition of the entire issued and paid-up share capital of STSB comprising 500,000 ordinary shares of RM1.00 each for a purchase consideration of RM8,600,000 to be satisfied by the issuance of 8,600,000 new ordinary shares of RM1.00 in Elsoft at an issue price of RM1.00 per share;
- (b) Sale and Purchase Agreement dated 5 November 2004 between Penang Development Corporation as the Vendor and Elsoft as the purchaser for the purchase of the property known as all that piece of land situated in South West District (Daerah Barat Daya) and forming part of Mukim 12 the site whereof is marked Plot 85(b), Bayan Lepas Industrial Park IV containing an area of 4.25896 acres for a cash consideration of RM3,710,406;
- (c) Share Sale Agreement made on 18 May 2005 between STSB as the vendor and Elsoft as the purchaser for the acquisition of 60% equity interest in AGS comprising 300,000 ordinary shares of RM1.00 each for a cash consideration of RM464,845; and
- (d) Underwriting Agreement dated 21 June 2005 between Elsoft, the Managing Underwriter and the Underwriters for the underwriting of 10,000,000 Public Issue Shares for an underwriting commission of 2.0% of the Issue Price of RM0.60 per Share and upon terms and conditions contained therein.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

14.5 MATERIAL AGREEMENTS

There are no material agreements or contracts (including informal arrangements or understandings) which have been entered into by Elsoft and its subsidiaries that are in subsistence within the two (2) years preceding the date of this Prospectus.

14.6 MATERIAL LITIGATIONS

As at 31 May 2005 (being the latest practicable date prior to the issuance of this Prospectus), neither the Company nor its subsidiaries are engaged in any material litigation, claim and arbitration, either as plaintiff or defendant, which has a material effect on the business or financial position of the Company and/or its subsidiaries and the Board has no knowledge of any proceeding pending or threatened against the Company and/or its subsidiaries or of any fact likely to give rise to any proceeding which might materially and adversely affect the business or financial position of the Company or its subsidiaries.

14.7 PUBLIC TAKE-OVERS

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

- (a) public take-over offers by third parties in respect of the Company's Shares; and
- (b) public take-over offers by the Company in respect of other companies' shares.

14.8 CONSENTS

The written consent of the Adviser and Managing Underwriter, Sole Placement Agent, Underwriter, Sponsor, Company Secretary, Principal Banker, Solicitors, Registrars and Issuing House to the inclusion in this Prospectus of their names in the form and context in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their names, Accountants' Report and letters relating to the Proforma Consolidated Balance Sheets in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of Gartner Ireland Limited and Strategies Unlimited to the inclusion in this Prospectus of their names and quotations as set out in this Prospectus in the manner and form in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.

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14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)**14.9 DOCUMENTS FOR INSPECTION**

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

- (a) The Memorandum and Articles of Association of the Company;
- (b) The material contracts and material agreements referred to in Sections 14.4 and 14.5 of this Prospectus respectively;
- (c) The Directors' Report and Accountants' Report as included herein;
- (d) The Reporting Accountants' letters relating to the Proforma Consolidated Balance Sheets as at 31 December 2004 as included herein;
- (e) The audited financial statements of Elsoft Group as follows:-
 - (i) The audited financial statements of Elsoft for the financial period from 4 June 2003 (date of incorporation) to 31 December 2003 and financial year ended 31 December 2004;
 - (ii) The audited financial statements of STSB for the past five (5) financial years ended 31 December 2000 to 2004; and
 - (iii) The audited financial statements of AGS for the financial period from 3 November 1999 (date of incorporation) to 30 November 2000, financial years ended 30 November 2001 and 2002, financial period from 1 December 2002 to 31 December 2003 and financial year ended 31 December 2004; and
- (f) The letters of consent referred to in Section 14.8 of this Prospectus.

14.10 RESPONSIBILITY STATEMENTS

- (a) This Prospectus has been seen and approved by the Directors and Promoters of Elsoft and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement herein false or misleading.
- (b) AmMerchant Bank acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning the Public Issue.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE

15.1 OPENING AND CLOSING OF APPLICATIONS

Applications will be accepted from 10.00 a.m. on 29 June 2005 and will remain open until 5.00 p.m. on 13 July 2005 or for such other later date or dates as the Directors and/or Promoters of Elsoft together with the Managing Underwriter may in their absolute discretion mutually decide. **Late applications will not be accepted.**

In the event the closing date for the applications is extended, investors will be notified of the change in a widely circulated daily English and Bahasa Malaysia newspaper in Malaysia. Should the application period be extended, the dates for the balloting of the applications and the listing of and quotation for the entire enlarged issued and paid-up share capital of Elsoft on the MESDAQ Market of the Bursa Securities will be extended accordingly.

15.2 METHODS OF APPLICATIONS

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

- (a) Application Forms; or
- (b) Electronic Share Applications.

15.3 PROCEDURES FOR APPLICATIONS

The Applications shall be made in relation with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of Elsoft.

(a) Applications by the Public

Applications for the 2,500,000 Shares made available for applications by the Public must be made only on the **White** Application Forms provided or by way of Electronic Share Application.

(b) Applications by the Selected Investors by Way of Private Placement

Selected investors of the 21,750,000 Shares must be made on the **Yellow** Application Forms provided only and will be contacted directly by AmMerchant Bank and are requested to follow the instructions as communicated by AmMerchant Bank should they wish to accept the Shares offered to them. Application by way of Electronic Share Application and other Application Forms by the selected investors will not be accepted.

(c) Applications by Eligible Directors, Employees and Business Associates of Elsoft Group

Applications for the 7,500,000 Shares reserved for eligible Directors, employees and business associates of the Elsoft Group must be made on the **Pink** Application Forms provided only and not by way of other Application Forms or by way of Electronic Share Application.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**15.4 APPLICATIONS USING APPLICATION FORMS****15.4.1 Notes and Instructions**

The following relevant Application Forms issued with their Notes and Instructions are enclosed with this Prospectus:-

- (a) **White** Application Forms for application by the Public;
- (b) **Pink** Application Forms for applications by the eligible Directors, employees and business associates of Elsoft Group; and
- (c) **Yellow** Application Forms for applications by the selected investors by way of Private Placement.

White Application Forms together with copies of this Prospectus may be obtained, subject to availability, from AmMerchant Bank, member companies of the Bursa Securities, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia and MIH.

Only 1 Application Form from each applicant will be considered and applications must be for 100 Shares or multiples thereof. **Multiple applications will not be accepted. A person who submit multiple applications in his own name or by using the name of others, with or without their consents, commits an offence under Section 87A of the Securities Industry Act, 1983 ("SIA") and if convicted, may be punished with a minimum fine of RM1,000,000 and to a jail term of up to 10 years under Section 88B of the SIA.**

Persons submitting applications by way of Application Forms or Electronic Share Applications **must have a CDS account.**

The amount payable in full on application is RM0.60 per Public Issue Share. Persons submitting applications by way of Applications Forms may not submit applications by way of Electronic Share Applications and vice versa. A corporation or institution cannot apply for Shares by way of Electronic Share Application.

IN THE CASE OF AN INDIVIDUAL APPLICANT OTHER THAN A MEMBER OF THE ARMED FORCES OR POLICE, THE NAME, NATIONAL REGISTRATION IDENTITY CARD NUMBER AND ADDRESS OF THE APPLICANT MUST BE EXACTLY THE SAME AS STATED IN:-

- (a) (i) THE APPLICANT'S IDENTITY CARD ("NRIC");
- (ii) ANY VALID TEMPORARY IDENTITY DOCUMENT AS ISSUED BY THE NATIONAL REGISTRATION DEPARTMENT FROM TIME TO TIME; OR
- (iii) THE APPLICANT'S RESIT PENGENALAN SEMENTARA ("JPN 1/9") ISSUED PURSUANT TO PERATURAN 5(5), PERATURAN-PERATURAN PENDAFTARAN NEGARA 1990; AND

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**(b) THE RECORDS OF BURSA DEPOSITORY.**

WHERE THE APPLICANT IS A MEMBER OF THE ARMED FORCES OR POLICE, THE NAME AND THE ARMED FORCES OR POLICE PERSONNEL NUMBER, AS THE CASE MAY BE, MUST BE EXACTLY THE SAME AS THAT STATED IN THE APPLICANT'S AUTHORITY CARD.

IN THE CASE OF A CORPORATE/INSTITUTIONAL APPLICANT, THE NAME AND THE CERTIFICATE OF INCORPORATION NUMBER OF THE APPLICANT MUST BE EXACTLY THE SAME AS THAT STATED IN THE APPLICANT'S CERTIFICATE OF INCORPORATION.

No acknowledgement of the receipt of the Application Form or application monies will be made by the Company and/or the Issuing House.

15.4.2 Terms and Conditions

Applications by way of Application Forms shall be made on, and subject to, the terms and conditions appearing below:-

- (a) Applicant who is an individual must be a Malaysian citizen residing in Malaysia, with a CDS account and a Malaysian address or foreign citizens having a correspondence address in Malaysia.
- (b) Applicants which are corporations/institutions incorporated in Malaysia must have a CDS account and be subject to the following:
 - (i) If the corporation/institution has a share capital, more than half of the issued share capital (excluding preference share capital) is held by Malaysian citizens; and
 - (ii) There is a majority of Malaysian citizens on the board of Directors/trustee.
- (c) Applicant which is a superannuation, provident or pension fund must be established or operating in Malaysia and has a CDS account.
- (d) Applications will not be accepted from trustees, any person under 18 years of age, sole proprietorships, partnerships or other incorporated bodies or associations, other than corporations/institutions referred to in Sections 15.4.2 (b) and (c) above or the trustees thereof.
- (e) Application for the Public Issue Shares must be made on the respective Application Forms issued together with this Prospectus and must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Form and this Prospectus. In accordance with Section 41(2) of the Securities Commission Act, 1993, the Application Form together with the notes and instructions printed therein is accompanied by this Prospectus. Applications, which do not STRICTLY conform to the terms of this Prospectus or Application Form or Notes and Instructions printed therein or which are illegible will not be accepted.

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

- (f) EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCE IN RINGGIT MALAYSIA FOR THE FULL AMOUNT PAYABLE BY EITHER:-
- BANKER'S DRAFT OR CASHIER'S ORDER PURCHASED WITHIN MALAYSIA ONLY AND DRAWN ON A BANK IN KUALA LUMPUR; OR
 - CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES IN MALAYSIA AND DRAWN ON A BANK IN KUALA LUMPUR; OR
 - MONEY ORDER OR POSTAL ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
 - GUARANTEED GIRO ORDER ("GGO") FROM BANK SIMPANAN NASIONAL MALAYSIA BERHAD; OR
 - ATM STATEMENT OBTAINED ONLY FROM:-
 - AFFIN-ACF FINANCE BERHAD (6521-U);
 - ALLIANCE BANK MALAYSIA BERHAD (88103-W);
 - AMBANK (M) BERHAD (8515-D);
 - BUMIPUTRA-COMMERCE BANK BERHAD (13491-P);
 - EON BANK BERHAD (92351-V);
 - EON FINANCE BERHAD (9692-K);
 - HONG LEONG BANK BERHAD (97141-X);
 - HONG LEONG FINANCE BERHAD (7797-V);
 - MALAYAN BANKING BERHAD (3813-K);
 - MAYBAN FINANCE BERHAD (3905-T);
 - PUBLIC BANK BERHAD (6463-H);
 - PUBLIC FINANCE BERHAD (6471-U);
 - RHB BANK BERHAD (6171-M);
 - SOUTHERN BANK BERHAD (5303-W); OR
 - SOUTHERN FINANCE BERHAD (3838-T).

AND MUST BE MADE OUT IN FAVOUR OF "MIH SHARE ISSUE ACCOUNT NO. 370" AND CROSSED "A/C PAYEE ONLY" (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT. APPLICATIONS ACCOMPANIED BY MODE OF PAYMENT OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES OR INAPPROPRIATE BANKER'S DRAFTS/ CASHIER'S ORDERS/ CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES/MONEY ORDERS/ATM STATEMENT/GGO WILL NOT BE ACCEPTED. DETAILS OF REMITTANCES MUST BE COMPLETED IN THE APPROPRIATE BOXES PROVIDED ON THE APPLICATION FORMS.

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

- (g) AN APPLICANT MUST STATE HIS CDS ACCOUNT NUMBER IN THE SPACE PROVIDED IN THE APPLICATION FORM AND HE SHALL BE DEEMED TO HAVE AUTHORISED BURSA DEPOSITORY TO DISCLOSE INFORMATION PERTAINING TO THE CDS ACCOUNT TO THE ISSUING HOUSE/COMPANY.
- (h) THE NAME AND ADDRESS OF THE APPLICANT MUST BE WRITTEN ON THE REVERSE SIDE OF THE BANKER'S DRAFT, CASHIER'S ORDER, ATM STATEMENT, MONEY ORDER, CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES OR GGO FROM BANK SIMPANAN NASIONAL MALAYSIA BERHAD.
- (i) The Directors of the Company reserve the right to require any successful applicant to appear in person at the registered office of MIH within 14 days of the date of the notice issued to him to ascertain the regularity or propriety of the application. The Directors of the Company shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (j) The Issuing House acting on the authority of the Directors of the Company reserves the right to reject applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.
- (k) The Issuing House acting on the authority of the Directors of the Company reserves the right not to accept any application or accept any application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the Shares to a reasonable number of applicants with a view to establishing an adequate market for the Shares.
- (l) Where an application is not accepted or accepted in part only, the full amount or the balance of the application monies, as the case may be, without interest, will be returned and despatched to the applicant within 10 Market Days from the date of the final ballot of the applications lists by ordinary post at the applicant's address last maintained with the Depository or where the application is not accepted due to the applicant not having provided a CDS account, to the address per the National Registration Identity Card or "Resit Pengenalan Sementara (JPN 1/9)" or any valid temporary identity document as issued by the National Registration Department from time to time or the Authority Card in the case of armed forces/police personnel, at the applicant's own risk.
- (m) The applicant shall ensure that his/her personal particulars stated in the Application Form are identical with the records maintained by Bursa Depository. The applicant must inform Bursa Depository promptly of any change in address failing which the notification letter of successful allocation will be sent to his/her registered or correspondence address last maintained with Bursa Depository.

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

- (n) MIH acting on the authority of the Directors of the Company reserves the right to bank in all application monies from unsuccessful applicants and partially successful applicants, which would subsequently be refunded without interest and shall be despatched to the applicant within ten (10) market days from the date of the final ballot of the application by registered post.
- (o) Each completed Application Form accompanied by the appropriate remittance and legible photocopy of the relevant documents must be despatched by **ORDINARY POST** in the official envelopes provided, to the following address:-

Malaysian Issuing House Sdn Bhd
27th Floor, Menara Multi-Purpose
Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
P.O. Box 13269
50804 Kuala Lumpur

or **DELIVERED BY HAND AND DEPOSITED** in the Drop-in Boxes provided at the back portion of Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, so as to arrive not later than 5.00 p.m. on 13 July 2005.

Applications may also be delivered in a drive-in-manner at Stadium Hoki Tun Razak, Jalan Duta, Kuala Lumpur on 13 July 2005 between 10.00 a.m. to 5.00 p.m. only.
- (p) Directors and employees of MIH and their immediate families are strictly prohibited from applying for the Public Issue Shares.
- (q) PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE **WHITE APPLICATION FORM** TO MIH.

15.5 APPLICATIONS USING ELECTRONIC SHARE APPLICATION

- (a) **Steps for Electronic Share Application through a Participating Financial Institution's ATM**
 - (i) Applicant must have an account with a Participating Financial Institution (as detailed in Section 15.5(b)(xv) below) and an ATM card issued by that Participating Financial Institution to access the account.
 - (ii) Applicant must have a CDS account.

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

(iii) Applicant is to apply for the Public Issue Shares, via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application are set out in Section 15.5 (b) below under the Terms and Conditions for Electronic Share Application. Applicant is to enter at least the following information through the ATM where the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so:-

- Personal Identification Number (PIN);
- MIH Share Issue Account Number 370;
- CDS Account Number;
- Number of Public Issue Shares, applied for and/or the Ringgit Malaysia amount to be debited from the account; and
- Confirmation of several mandatory statements.

(b) Terms and Conditions for Electronic Share Application

The procedures for Electronic Share Application at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions (the "Steps"). For illustration purposes, the procedures for Electronic Share Application at ATMs are set out in "Steps for Electronic Share Application through a Participating Financial Institution's ATM" in Section 15.5(a) above. The Steps set out the actions that the applicant must take at the ATM to complete an Electronic Share Application. Please read carefully the terms of this Prospectus, the Steps and the terms and conditions for Electronic Share Application set out below before making an Electronic Share Application. Any reference to "applicant" in the terms and conditions for Electronic Share Application and the Steps shall mean the applicant who applies for Shares through an ATM of any of the Participating Financial Institutions.

Only an applicant who is an individual with a CDS account is eligible to utilise the facility.

The applicant must have an existing bank account with, and be an ATM cardholder of, one of the Participating Financial Institutions before he can make an Electronic Share Application at an ATM of that Participating Financial Institutions. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for Shares at an ATM belonging to other Participating Financial Institutions. Upon completion of his Electronic Share Application transaction, the applicant will receive a computer-generated transaction slip ("Transaction Record"), confirming the details of his Electronic Share Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Share Application or any data relating to such an Electronic Share Application by the Company or MIH. The Transaction Record is for retention by the applicant and should not be submitted with any Application Form.

Upon the closing of the offer for the application for the Public Issue Shares, on 13 July 2005 at 5.00 p.m. ("Closing Date and Time"), the Participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the Public Issue Shares to MIH as soon as practicable but not later than 12.00 p.m. of the 2nd business day after the Closing Date and Time.

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

An applicant will be allowed to make an Electronic Share Application for Shares via an ATM that accepts the ATM cards of the Participating Financial Institution with which he has an account and its branches, subject to the applicant making only one application. An applicant who has a bank account with a Participating Financial Institution and has been issued an ATM card will be allowed to apply for Shares via an ATM of that Participating Financial Institution which is situated in another country or place outside of Malaysia, subject to the applicant making only one application.

AN APPLICANT MUST ENSURE THAT HE USES HIS OWN CDS ACCOUNT NUMBER WHEN MAKING AN ELECTRONIC SHARE APPLICATION. AN APPLICANT OPERATING A JOINT ACCOUNT WITH ANY PARTICIPATING FINANCIAL INSTITUTION MUST ENSURE THAT HE ENTERS HIS OWN CDS ACCOUNT NUMBER WHEN USING AN ATM CARD ISSUED TO HIM IN HIS OWN NAME. HIS APPLICATION WILL BE REJECTED IF HE FAILS TO COMPLY WITH THE FOREGOING.

The Electronic Share Application shall be made on, and subject to, the terms and conditions contained herein as well as the terms and conditions appearing below:-

- (i) The Electronic Share Application shall be made in connection with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of the Company.
- (ii) The applicant is required to confirm the following statement (by depressing pre-designated keys or buttons on the ATM keyboard) and undertake that the following information given is true and correct:-
 - I have attained 18 years of age as at the closing date of the share application;
 - I am a Malaysian citizen residing in Malaysia;
 - I have read the relevant Prospectus and understood and agreed with the terms and conditions of this application;
 - This is the only application that I am submitting; and
 - I hereby give consent to the Participating Financial Institution and Bursa Depository to disclose information pertaining to myself and my account with the Participating Financial Institution and Bursa Depository to MIH and other relevant authorities.

The application will not be successfully completed and cannot be recorded as a completed transaction at the ATM unless the applicant completes all the steps required by the Participating Financial Institution. By doing so, the applicant shall be treated as signifying his confirmation of each of the above statements as well as giving consent in accordance with the relevant laws of Malaysia including Section 97 of the Banking and Financial Institutions Act, 1989 and Section 45 of the Securities Industry (Central Depositories) Act, 1991 to the disclosure by the relevant Participating Financial Institution or Bursa Depository, as the case may be, of any of the applicant's particulars to MIH, or any relevant regulatory bodies.

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

- (iii) THE APPLICANT CONFIRMS THAT HE IS NOT APPLYING FOR SHARES AS NOMINEE OF ANY OTHER PERSONS AND THAT ANY ELECTRONIC SHARE APPLICATION THAT HE MAKES IS MADE BY HIM AS BENEFICIAL OWNER. THE APPLICANT SHALL ONLY MAKE ONE ELECTRONIC SHARE APPLICATION AND SHALL NOT MAKE ANY OTHER APPLICATION FOR THE PUBLIC ISSUE SHARES, WHETHER AT THE ATMS OF ANY PARTICIPATING FINANCIAL INSTITUTION OR ON THE PRESCRIBED APPLICATION FORMS.
- (iv) The applicant must have sufficient funds in his account with the relevant Participating Financial Institution at the time he makes his Electronic Share Application, failing which his Electronic Share Application will not be completed. Any Electronic Share Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Share Application is being made will be rejected.
- (v) The applicant agrees and undertakes to subscribe for or purchase and to accept the number of Shares applied for as stated on the Transaction Record or any lesser number of Shares that may be allotted or allocated to him in respect of his Electronic Share Application. In the event that the Company decides to allot or allocate any lesser number of such Shares or not to allot or allocate any Shares to the applicant, the applicant agrees to accept any such decision as final. If the applicant's Electronic Share Application is successful, his confirmation (by his action of pressing the designated key or button on the ATM) of the number of Shares applied for shall signify, and shall be treated as, his acceptance of the number of Shares that may be allotted or allocated to him and to be bound by the Memorandum and Articles of Association of the Company.
- (vi) The Issuing House acting on the authority of the Directors of the Company reserves the right to reject any Electronic Share Application or accept any Electronic Share Application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the Shares to a reasonable number of applicants with a view to establishing an adequate market for the Shares.
- (vii) Where an Electronic Share Application is not successful or successful in part only, the relevant Participating Financial Institution will be informed of the non-successful or partially successful applications. Where the Electronic Share Application is not successful, the relevant Participating Financial Institution will credit the full amount of the application monies without interest into the applicant's account with that Participating Financial Institution within 2 Market Days after the receipt of confirmation from MIH. MIH shall inform the Participating Financial Institutions of the non-successful or partially successful applications within 2 Market Days after the balloting date. The applicants may check their accounts on the fifth market day from the balloting date.

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

Where an Electronic Share Application is accepted in part only, the relevant Participating Financial Institution will credit the balance of the application monies without interest into the applicant's account with the Participating Financial Institution within 2 Market Days after the receipt of confirmation from MIH. A number of applications will, however, be held in reserve to replace any successfully balloted applications which are subsequently rejected. For such applications which are subsequently rejected, the application monies without interest will be refunded to applicants by MIH by way of cheques issued by MIH. The cheques will be issued to the applicants not later than 10 Market Days from the day of the final ballot of the application list. Should applicants encounter any problems in their applications, they may refer to the Participating Financial Institutions.

- (viii) The applicant requests and authorises the Company:-
- (aa) to credit the Shares allotted or allocated to the applicant into the CDS account of the applicant; and
 - (bb) to issue share certificate(s) representing such Shares allotted or allocated in the name of Bursa Malaysia Depository Nominees Sdn Bhd and sends the same to Bursa Depository.
- (ix) The applicant, acknowledging that his Electronic Share Application is subject to the risks of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond the control of the Company, MIH or the Participating Financial Institution, irrevocably agrees that if:-
- (aa) the Company or MIH does not receive the applicant's Electronic Share Application; or
 - (bb) data relating to the applicant's Electronic Share Application is wholly or partially lost, corrupted or not otherwise accessible, or not transmitted or communicated to the Company or MIH,
- the applicant shall be deemed not to have made an Electronic Share Application and the applicant shall not claim whatsoever against the Company, MIH or the Participating Financial Institutions for the Shares applied for or for any compensation, loss or damage.
- (x) All particulars of the applicant in the records of the relevant Participating Financial Institution at the time he makes his Electronic Share Application shall be deemed to be true and correct and the Company, MIH and the relevant Participating Financial Institution shall be entitled to rely on the accuracy thereof.
- (xi) The applicant shall ensure that his personal particulars as recorded by both Bursa Depository and relevant Participating Financial Institution are correct and identical. Otherwise, his Electronic Share Application is liable to be rejected. The applicant must inform Bursa Depository promptly of any change in address failing which the notification letter of successful allotment or allocation will be sent to his registered or correspondence address last maintained with Bursa Depository.

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

- (xii) By making and completing an Electronic Share Application, the applicant agrees that:-
- (aa) in consideration of the Company agreeing to allow and accept the making of any application for Shares via the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, his Electronic Share Application is irrevocable;
 - (bb) the Company, the Participating Financial Institutions, Bursa Depository and MIH shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his Electronic Share Application to the Company due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
 - (cc) notwithstanding the receipt of any payment by or on behalf of the Company, the acceptance of the offer made by the applicant to subscribe for and purchase the Shares for which the applicant's Electronic Share Application has been successfully completed shall be constituted by the issue of notices of successful allotment for prescribed securities, in respect of the said Shares;
 - (dd) the applicant irrevocably authorises Bursa Depository to complete and sign on his behalf as transferee or renounee any instrument of transfer and/or other documents required for the issue or transfer of the Shares allotted or allocated to the applicant; and
 - (ee) the Company agrees that, in relation to any legal action or proceedings arising out of or in connection with the contract between the parties and/or the Electronic Share Application Scheme and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that the Company irrevocably submits to the jurisdiction of the Courts of Malaysia.
- (xiii) The Directors of the Company reserve the right to require any successful applicant to appear in person at the registered office of MIH within 14 days of the date of the notice issued to him to ascertain the regularity or propriety of the application. The Directors of the Company shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (xiv) The Issuing House acting on the authority of the Directors of the Company reserves the right to reject applications which do not conform to these instructions.
- (xv) Electronic Share Applications may be made through an ATM of the following Participating Financial Institutions and their branches:-
- AMBANK (M) BERHAD;
 - BANK MUAMALAT MALAYSIA BERHAD;
 - BUMIPUTRA-COMMERCE BANK BERHAD;

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

- HSBC BANK MALAYSIA BERHAD;
- MALAYAN BANKING BERHAD;
- MAYBAN FINANCE BERHAD;
- OCBC BANK (MALAYSIA) BERHAD; OR
- STANDARD CHARTERED BANK MALAYSIA BERHAD (at selected branches only).

(xvi) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institution.

15.6 APPLICATIONS AND ACCEPTANCES

The Issuing House acting on the authority of the Directors of the Company reserves the right not to accept any application which does not strictly comply with the instructions or to accept any application in part only without assigning any reason therefor.

The submission of an Application Form does not necessarily mean that the application will be successful.

ALL APPLICATIONS MUST BE FOR 100 SHARES OR MULTIPLES THEREOF.

In the event of an over-subscription, acceptance of applications shall be subject to ballot to be conducted in a fair and equitable manner approved by the Directors of the Company. Due consideration will be given to the desirability of distributing the Public Issue Shares, to a reasonable number of applicants with a view to broadening the shareholding base and establishing an adequate market in the Shares of the Company. Pursuant to the Listing Requirements, at least 25% but not more than 49% of the total number of shares of the Company for which listing is sought must be held by a minimum number of 200 public shareholders holding not less than 100 Shares each upon completion of the Public Issue and at the point of Listing. In the event that the above requirement is not met pursuant to the Public Issue, the Company may not be allowed to proceed with the Listing. In the event thereof, monies paid in respect of all applications will be returned without interest if the said permission for listing and quotation is not granted. Applicants will be selected in a manner to be determined by the Directors of the Company.

Directors and employees of MIH and their immediate families are strictly prohibited from applying for the Public Issue Shares.

WHERE AN APPLICATION IS NOT ACCEPTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED BY ORDINARY POST OR REGISTERED POST RESPECTIVELY TO THE APPLICANT WITHIN 10 MARKET DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS TO THE ADDRESS REGISTERED WITH BURSA DEPOSITORY AT THE APPLICANT'S OWN RISK.

NO APPLICATION SHALL BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCES HAVING BEEN PRESENTED FOR PAYMENT.

MIH RESERVES THE RIGHT TO BANK IN ALL APPLICATION MONIES FROM UNSUCCESSFUL APPLICANTS AND FROM PARTIALLY SUCCESSFUL APPLICANTS. REFUND MONIES IN RESPECT OF UNSUCCESSFUL APPLICANTS WHOSE MONIES HAVE BEEN BANKED-IN AND PARTIALLY SUCCESSFUL APPLICANTS WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANTS WITHIN 10 MARKET DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS BY REGISTERED POST TO THE ADDRESS REGISTERED WITH BURSA DEPOSITORY AT THE APPLICANTS' OWN RISK.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**15.7 CDS ACCOUNTS**

Pursuant to Section 29 of the Securities Industry (Central Depositories) Act, 1991, all dealings in the Company's Shares will be by book entries through CDS accounts. No share certificates will be issued to successful applicants.

Only an applicant who has a CDS account can make an application by way of an Application Form. An applicant should state his CDS account number in the space provided on the Application Form and he/she shall be deemed to have authorised the Depository to disclose information pertaining to the CDS account to MIH/the Company. Where an applicant does not presently have a CDS account, he/she should open a CDS account at an ADA prior to making an application for the Public Issue Shares.

In the case of an application by way of Electronic Share Application, only an applicant who has a CDS account can make an Electronic Share Application and the applicant shall furnish his CDS account number to the Participating Financial Institution by way of keying in his CDS account number if the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so.

Failure to comply with these specific instructions or inaccuracy in the CDS account number, arising from use of invalid, third party or nominee accounts, may result in the application being rejected. If a successful applicant fails to state his/her CDS account number, the Issuing House on the authority of the Company will reject the application. The Issuing House on the authority of the Directors of the Company also reserves the right to reject any incomplete and inaccurate application. Applications may also be rejected if the applicants' particulars provided in the Application Forms, or in the case of Electronic Share Application, if the records of the Participating Financial Institutions at the time of making the Electronic Share Application differ from those in Bursa Depository's records, such as the identity card number, names and nationalities.

15.8 NOTICE OF ALLOTMENT

Shares allotted to all successful or partially successful applicants will be credited to their respective CDS accounts. A notice of allotment will be despatched to the successful or partially successful applicant at his address last maintained with Bursa Depository at the applicant's own risk prior to the Listing of Elsoft. For Electronic Share Application, the notice of allotment will be despatched to the successful or partially successful applicant at his address last maintained with Bursa Depository at the applicant's own risk prior to the Listing of Elsoft. This is the only acknowledgement of acceptance of the application.

All applicants must inform Bursa Depository of his/her updated address promptly by adhering to certain rules and regulation of Bursa Depository, failing which, the notification letter on successful allotment shall be sent to the applicant's address last maintained with Bursa Depository.

Applicants may also check the status of their application by logging on to the MIH website at www.mih.com.my or by calling their respective ADAs at the telephone number as stated in Section 15.9 of this Prospectus or MIH Enquiry Services at 03-2693 2075 (10 lines) between 5 to 10 Market Days (during office hours only) after the balloting date.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**15.9 LIST OF AUTHORISED DEPOSITORY AGENTS**

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

Name	Address Telephone Number	and Broker Code	Name	Address Telephone Number	and Broker Code
KUALA LUMPUR			KUALA LUMPUR (Cont'd)		
AFFIN SECURITIES SDN BHD	Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No : 03-21438668	028-001	HWANG-DBS SECURITIES BERHAD	Suite 7-03, 7 th Floor Suite 12-02 & Part of Suite 12-01, 12 th Floor, Menara Keck Seng, 203 Jalan Bukit Bintang 55100 Kuala Lumpur Tel No : 03-27112775	068-014
AMSECURITIES SDN BHD	15th Floor, Bangunan AmBank Group 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No : 03-20782788	086-001	INTER-PACIFIC SECURITIES SDN BHD	West Wing, Level 13 Berjaya Times Square No.1, Jalan Imbi 55100 Kuala Lumpur Tel No: 03-21171888	054-001
AVENUE SECURITIES SDN BHD	Ground Floor & Level 1 THB Satu, Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur Tel No : 03-20891800	052-001	JUPITER SECURITIES SDN BHD	7th-9th Floor Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No : 03-20341888	055-001
BIMB SECURITIES SDN BHD	1st & 2nd Floor Podium Block AMDB Building No. 1, Jalan Lumut 50400 Kuala Lumpur Tel No : 03-40433533	024-001	K & N KENANGA BHD	8th Floor Kenanga International Jalan Sultan Ismail 50250 Kuala Lumpur Tel No : 03-21649080	073-001
CIMB SECURITIES SDN BHD	9th Floor, Commerce Square Jalan Semantan, Damansara Heights 50490 Kuala Lumpur Tel No : 03-20849999	065-001	KAF-SEAGROATT & CAMPBELL SECURITIES SDN BHD	30th Floor, Menara Weld No. 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No : 03-20201600	053-001
ECM LIBRA SECURITIES SDN BHD	8A Floor, Wisma Genting Jalan Sultan Ismail 50250 Kuala Lumpur Tel No : 03-21781888	099-001	KUALA LUMPUR CITY SECURITIES SDN BHD	No. 8, Jalan Binjai Off Jalan Ampang 50450 Kuala Lumpur Tel No : 03-21667922	076-001
HLG SECURITIES SDN BHD	Level 5, Wisma Kia Peng No. 3, Jalan Kia Peng 50450 Kuala Lumpur Tel No : 03-21681168	066-001	KUALA LUMPUR CITY SECURITIES SDN BHD	Ground, 1st & 2nd Floor No. 33, Plaza Crystaville Jalan 23/70A Desa Sri Hartamas 50480 Kuala Lumpur Tel No : 03-62033366	076-010
HWANG-DBS SECURITIES BERHAD	2nd Floor, Bangunan AHP No. 2, Jalan Tun Mohd Fuad 3 Taman Tun Dr. Ismail 60000 Kuala Lumpur Tel No : 03-77106688	068-009	EONCAP SECURITIES SDN BHD	Level 18 Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No : 03-26928899	061-001
HWANG-DBS SECURITIES BERHAD	Nos. 34-5, 36-5, 38-5, 40-5, 42-5 & 44-5 5th Floor, Cheras Commercial Centre Jalan 5/101C Off Jalan Kaskas, 5th Mile Cheras 56100 Kuala Lumpur Tel No : 03-91303399	068-012	M & A SECURITIES SDN BHD	Level G-2, No. 45 & 47 The Boulevard, Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur Tel No : 03-22821820	057-002
			MAYBAN SECURITIES SDN BHD	Level 5-13 MaybanLife Tower Dataran Maybank No. 1, Jalan Maarof 59000 Kuala Lumpur Tel No : 03-22978888	098-001

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

Name	Address and Telephone Number	and Broker Code	Name	Address and Telephone Number	Broker Code
KUALA LUMPUR (Cont'd)			SELANGOR DARUL EHSAN		
MERCURY SECURITIES SDN BHD	Lot 6-05, Level 6, Tower Block Menara Milenium 8, Jalan Damanlela, Bukit Damansara 50490 Kuala Lumpur Tel No : 03-20942828	093-002	AFFIN SECURITIES SDN BHD	2nd, 3rd & 4th Floor Wisma Amsteel Securities No. 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No : 03-33439999	028-002
MIDF SISMA SECURITIES SDN BHD	17th & 18th Floor Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel No : 03-21668888	026-001	HWANG-DBS SECURITIES BERHAD	16th, 18th-20th Floor, Plaza Masalam No. 2, Jalan Tengku Ampuan Zabedah E9/E Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No : 03-55133288	068-002
OSK SECURITIES BERHAD	20th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No : 03-21624388	056-001	HWANG-DBS SECURITIES BERHAD	East Wing & Centre Link Floor 3A, Wisma Consplant 2 No. 7, Jalan SS 16/1 47500 Subang Jaya Selangor Darul Ehsan Tel No : 03-56356688	068-010
OSK SECURITIES BERHAD	No. 62 & 64, Vista Magna Jalan Prima Metro Prima 52100 Kuala Lumpur Tel No : 03-62575869	056-028	JF APEX SECURITIES BERHAD	6th Floor, Menara Apex Off Jalan Semenyih, Bukit Mewah 43000 Kajang Selangor Darul Ehsan Tel No : 03-87361118	079-001
OSK SECURITIES BERHAD	Ground Floor, No. M3-A-7 & M3-A-8 Jalan Pandan Indah 4/3A Pandan Indah 55100 Kuala Lumpur Tel No : 03-42804798	056-054	JF APEX SECURITIES BERHAD	15th & 16th Floor Menara Choy Fook On No. 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No : 03-76201118	079-002
OSK SECURITIES BERHAD	Ground, 1 st , 2 nd & 3 rd Floor No.55, Zone J4 Jalan Radin Anum Bandar Baru Seri Petaling 57000 Kuala Lumpur Tel No : 03-90587222	056-058	K & N KENANGA BHD	13th Floor, Menara Yayasan Selangor No. 18A, Jalan Persiaran Barat Off Jalan Timur 46000 Petaling Jaya Selangor Darul Ehsan Tel No : 03-79562169	073-005
PB SECURITIES SDN BHD	27th Floor, Public Bank Building No. 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No : 03-20313011	051-001	K & N KENANGA BHD	1st Floor, Wisma UEP Pusat Perniagaan USJ 10 Jalan USJ 10/1A 47620 Subang Jaya Selangor Darul Ehsan Tel No : 03-80241682	073-006
PM SECURITIES SDN BHD	Ground & 1st Floor MUI Plaza Jalan P. Ramlee 50250 Kuala Lumpur Tel No : 03-21463000	064-001	K & N KENANGA BHD	Room 7.02, Level 7 Menara ING Intan Millenium Square No. 68, Jalan Batal Laut 4 Taman Intan 41300 Klang Selangor Darul Ehsan Tel No : 03-30057550	073-007
RHB SECURITIES SDN BHD	Level 9, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No : 03-92852233	087-001	OSK SECURITIES BERHAD	24, 24M, 24A, 26M, 28M, 28A & 30 Jalan SS 2/63 47300 Petaling Jaya Selangor Darul Ehsan Tel No : 03-78736366	056-011
SIME SECURITIES SDN BHD	21st Floor, Sime Bank Building 4, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No : 03-22749288	097-001			
TA SECURITIES HOLDINGS BERHAD	Floor 13, 15-18, 20, 23, 28-30, 34 & 35 Menara TA One No. 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel No : 03-20721277	058-003			

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

Name	Address and Telephone Number	Broker Code	Name	Address and Telephone Number	Broker Code
SELANGOR DARUL EHSAN (Cont'd)			PERAK DARUL RIDZUAN		
OSK SECURITIES BERHAD	No. 37, Jalan Semenyih 43000 Kajang Selangor Darul Ehsan Tel No : 03-87363378	056-045	AVENUE SECURITIES BHD	No. 63 Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No : 05-2422828	052-002
OSK SECURITIES BERHAD	Ground & 1 st Floor No.15, Jalan Bandar Rawang 4 48000 Rawang Selangor Darul Ehsan Tel No : 03-60928916	056-047	HWANG-DBS SECURITIES BERHAD	21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No : 05-8060888	068-003
OSK SECURITIES BERHAD	Ground & Mezzanine Floor No.87 & 89, Jalan Susur Pusat Perniagaan NBC Batu 1 1/2, Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No : 03-33439180	056-048	HWANG-DBS SECURITIES BERHAD	Ground & 1 st Floor No.22, Persiaran Greentown 1 Greentown Business Centre 30450 Ipoh Perak Darul Ridzuan Tel No : 05-2559988	068-015
PM SECURITIES SDN BHD	No. 157 & 159, Jalan Kenari 23/A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No : 03-80700773	064-003	KUALA LUMPUR CITY SECURITIES SDN BHD	No. 43 & 44, Ground Floor Taman Sentosa Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No : 05-6910910	076-008
PM SECURITIES SDN BHD	No. 18 & 20, Jalan Tiara 2 Bandar Baru Klang 41150 Klang Selangor Darul Ehsan Tel No : 03-33415300	064-007	M & A SECURITIES SDN BHD	M & A Building, 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No : 05-2419800	057-001
SJ SECURITIES SDN BHD	Level 3, Holiday Villa No. 9, Jalan SS 12/1, Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No : 03-56340202	096-001	MAYBAN SECURITIES SDN BHD	55, 57 & 63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No : 05-2558233	098-002
SBB SECURITIES SDN BHD	1st, 2nd & 3rd Floor Plaza Damansara Utama No. 2, Jalan SS 21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No : 03-77297345	090-002	OSK SECURITIES BERHAD	21-25, Jalan Seenivasagam Greentown 30450 Ipoh Perak Darul Ridzuan Tel No : 05-2415100	056-002
MELAKA			OSK SECURITIES BERHAD	Ground & 1 st Floor No. 17, Jalan Intan 2 Bandar Baru 36000 Teluk Intan Perak Darul Ridzuan Tel No : 05-6236498	056-014
MALACCA SECURITIES SDN BHD	No. 1, 3 & 5, Jalan PPM9 Plaza Pandan Malim (Business Park) Balai Panjang, P. O. Box 248 75250 Melaka Tel No : 06-3371533	012-001	OSK SECURITIES BERHAD	1 st Floor, No. 23 & 25 Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No : 05-6921228	056-016
OSK SECURITIES BERHAD	579, 580 & 581 Taman Melaka Raya 75000 Melaka Tel No : 06-2825211	056-003	OSK SECURITIES BERHAD	Ground Floor 28, Jalan Maharaja Taman Bagan Serai Baru 34300 Bagan Serai Perak Darul Ridzuan Tel No : 05-7231888	056-018
PM SECURITIES SDN BHD	No. 11 & 13, Jalan PM2 Plaza Mahkota 75000 Melaka Tel No : 06-2866008	064-006	OSK SECURITIES BERHAD	Ground Floor, No. 40, 42 & 44 Jalan Berek 34000 Taiping Perak Darul Ridzuan Tel No : 05-8088229	056-034
RHB SECURITIES SDN BHD	Lot 9 & 10, 1st Floor Tabung Haji Building Jalan Bandar Kaba 75000 Melaka Tel No : 06-2833622	087-002			

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

Name	Address and Telephone Number	Broker Code	Name	Address and Telephone Number	Broker Code
PERAK DARUL RIDZUAN (Cont'd)			PULAU PINANG (Cont'd)		
OSK SECURITIES BERHAD	72, Ground Floor Jalan Idris 31900 Kampar Perak Darul Ridzuan Tel No : 05-4671801	056-044	K&N KENANGA BHD	Lot 1.02, Level 1 Menara KWSP 38, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No : 04-2106666	073-013
OSK SECURITIES BERHAD	Ground & 1 st Floor No. 181, Jalan Besar 31100 Sungai Siput Perak Darul Ridzuan Tel No : 05-5951001	056-049	MERCURY SECURITIES BHD	Ground, 1st, 2nd & 3rd Floor Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai, Pulau Pinang Tel No : 04-3322123	093-001
OSK SECURITIES BERHAD	Ground Floor No. 2, Jalan Wawasan 4 Taman Wawasan 34200 Parit Buntar Perak Darul Ridzuan Tel No : 05-7170888	056-052	OSK SECURITIES BERHAD	64, Bishop Street 20E, 20F & 20G Penang Street 10200 Pulau Pinang Tel No : 04-2634222	056-004
SBB SECURITIES SDN BHD	51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No : 05-2530888	090-001	OSK SECURITIES BERHAD	Ground, 1 st & 2 nd Floor No. 2677, Jalan Chain Ferry Taman Inderawasih 13600 Prai Pulau Pinang Tel No : 04-3900022	056-005
TA SECURITIES HOLDINGS BERHAD	Ground, 1 st & 2 nd Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No : 05-2531313	058-001	OSK SECURITIES BERHAD	Ground & Upper Floor 11A, Jalan Keranji Off Jalan Padang Lallang 14000 Bukit Mertajam Pulau Pinang Tel No : 04-5402888	056-015
PULAU PINANG			OSK SECURITIES BERHAD	834 Jalan Besar Sungai Bakap 14200 Sungai Jawi Seberang Perai Selatan Pulau Pinang Tel No : 04-5831888	056-032
A.A. ANTHONY SECURITIES BHD	No. 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No : 04-2299318	078-002	OSK SECURITIES BERHAD	Ground & 1st Floor No. 15-G-5, 15-G-6, 15-1-5 & 15-1-6 Medan Kampung Relau (Bayan Point) 11950 Pulau Pinang Tel No : 04-6404888	056-042
AVENUE SECURITIES BHD	No. 111, Jalan Macalister 10400 Pulau Pinang Tel No : 04-2281868	052-003	PM SECURITIES SDN BHD	Level 25, Menara BHL 51, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No : 04-2273000	064-004
ECM SECURITIES BHD	LIBRA 7 th Floor, Menara PSCI 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No : 04-2283355	099-002	THONG & KAY HIAN SECURITIES BHD	Wisma Sri Pinang Level 5 & 6 60, Green Hall 10200 Pulau Pinang Tel No : 04-2635481	070-001
HWANG-DBS SECURITIES BERHAD	Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No : 04-2636996	068-001	PERLIS INDRA KAYANGAN		
HWANG-DBS SECURITIES BERHAD	Ground, 1st & 2nd Floor 1620 & 1621, Jalan Permatang Batu Taman Industri Permatang Batu 14000 Bukit Mertajam Pulau Pinang Tel No : 04-5372882	068-006	KUALA LUMPUR CITY SECURITIES SDN BHD	2nd Floor, Podium Block KWSP Building 01000 Kangar Perlis Indra Kayangan Tel No : 04-9765200	076-003
INTER-PACIFIC SECURITIES BHD	6th, 10th & 12th Floor Mayban Trust Building 3, Penang Street 10200 Pulau Pinang Tel No : 04-2626644	054-002			

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

Name	Address and Telephone Number	Broker Code	Name	Address and Telephone Number	Broker Code
KEDAH DARUL AMAN			NEGERI SEMBILAN DARUL KHUSUS (Cont'd)		
HWANG-DBS SECURITIES BERHAD	No. 70A, B, C Jalan Mawar 1 Taman Pekan Baru 08000 Sungai Petani Kedah Darul Aman Tel No : 04-4256666	068-011	OSK SECURITIES BERHAD	Ground & Mezzanine Floor No. 346 & 347, Batu ½ Jalan Pantai 71000 Port Dickson Negeri Sembilan Darul Khusus Tel No : 06-6461234	056-046
KUALA LUMPUR CITY SECURITIES SDN BHD	2nd Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No : 04-7317088	076-004	PM SECURITIES SDN BHD	1st, 2nd & 3rd Floor 19-21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No : 06-7623131	064-002
OSK SECURITIES BERHAD	Ground Floor Swiss Inn Hotel 1, Jalan Pahlawan 08000 Sungai Petani Kedah Darul Aman Tel No : 04-4204888	056-017	JOHOR DARUL TAKZIM		
OSK SECURITIES BERHAD	No. 35, Ground Floor Jalan Suria 1, Jalan Bayu 09000 Kulim Kedah Darul Aman Tel No : 04-4964888	056-019	A.A. ANTHONY SECURITIES SDN BHD	Suite 8.2, Level 8 Menara Sarawak Enterprise No. 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No : 07-3332000	078-001
OSK SECURITIES BERHAD	Ground & 1st Floor 215-A & 215-B Medan Putra, Jalan Putra 05150 Alor Setar Kedah Darul Aman Tel No : 04-7209888	056-021	AMSECURITIES SDN BHD	2nd & 3rd Floor Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No : 07-4342282	086-002
NEGERI SEMBILAN DARUL KHUSUS			AVENUE SECURITIES SDN BHD	No. 57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel No : 06-9532222	052-004
HWANG-DBS SECURITIES BERHAD	Ground & 1st Floor 105, 107 & 109 Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No : 06-7612288	068-007	ENG SECURITIES SDN BHD	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No : 07-2231211	081-001
HWANG-DBS SECURITIES BERHAD	No. 6, Upper Level Jalan Mahligai 72100 Bahau Negeri Sembilan Darul Khusus Tel No : 06-4553188	068-013	HWANG-DBS SECURITIES BERHAD	Level 7, Johor Bahru City Square (Office Tower) 106-108 Jalan Wong Ah Fook 80000 Johor Bahru Johor Darul Takzim Tel No : 07-2222692	068-004
OSK SECURITIES BERHAD	Ground, 1st & 2nd Floor No. 33, Jalan Dato' Bandar Tunggal 70000 Seremban Negeri Sembilan Darul Khusus Tel No : 06-7641641	056-024	K & N KENANGA BHD	Level 2, Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No : 07-3333600	073-004
OSK SECURITIES BERHAD	1st Floor, No. 3601 Jalan Besar 73000 Tampin Negeri Sembilan Darul Khusus Tel No : 06-4421000	056-037	K & N KENANGA BHD	No. 31 Lorong Dato' Ahmad Jalan Khalidi 84000 Muar Johor Darul Takzim Tel No : 06-9542711	073-008
OSK SECURITIES BERHAD	1st & 2nd Floor No. 168, Jalan Mewah (Pusat Perniagaan UMNO Bahagian Jempol) 72100 Bahau Negeri Sembilan Darul Khusus Tel No : 06-4553011	056-040	K & N KENANGA BHD	No. 34 Jalan Genuang 85000 Segamat Johor Darul Takzim Tel No : 07-9333515	073-009

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

Name	Address and Telephone Number	Broker Code	Name	Address and Telephone Number	Broker Code
JOHOR DARUL TAKZIM (Cont'd)			JOHOR DARUL TAKZIM (Cont'd)		
K & N KENANGA BHD	No. 33 & 35 (Ground & 1st Floor A&B) Jalan Syed Abdul Hamid Sagaff 86000 Kluang Johor Darul Takzim Tel No : 07-7771161	073-010	OSK SECURITIES BERHAD	240 & 240A, Jalan Besar 83700 Yong Peng Johor Darul Takzim Tel No : 07-4675388	056-033
K & N KENANGA BHD	No. 4, Jaian Dataran 1 Taman Bandar Tangkak 84900 Tangkak Johor Darul Takzim Tel No : 06-9782292	073-011	OSK SECURITIES BERHAD	Ground, 1st & 2nd Floor No. 10, Jalan Anggerik 1 Taman Kulai Utama 81000 Kulai Johor Darul Takzim Tel No : 07-6626288	056-035
KUALA LUMPUR CITY SECURITIES SDN BHD	No. 46 & 48 Jalan Dato' Kapten Ahmad 86000 Kluang Johor Darul Takzim Tel No : 07-7717922	076-006	OSK SECURITIES BERHAD	Ground Floor, No. 7 Jalan Jaya 81900 Kota Tinggi Johor Darul Takzim Tel No : 07-8822018	056-036
OSK SECURITIES BERHAD	6 th Floor, Wisma Tiong-Hua 8, Jalan Keris Taman Seri Tebrau 80050 Johor Bahru Johor Darul Takzim Tel No : 07-2788821	056-006	OSK SECURITIES BERHAD	Ground, 1st & 2nd Floor No. 343, Jalan Muar 84900 Tangkak Johor Darul Takzim Tel No : 06-9787180	056-038
OSK SECURITIES BERHAD	53, 53-A & 53-B Jalan Sultanah 83000 Batu Pahat Johor Darul Takzim Tel No : 07-4380288	056-009	OSK SECURITIES BERHAD	1st Floor, No. 2 Jalan Makmur Taman Sri Aman 85300 Labis Johor Darul Takzim Tel No : 07-9256881	056-039
OSK SECURITIES BERHAD	No. 33-1, 1 st & 2 nd Floor Jalan Ali 84000 Muar Johor Darul Takzim Tel No : 06-9538262	056-023	OSK SECURITIES BERHAD	Ground & 1 st Floor No. 1 & 1-01, Jalan Rosmerah 2/11 Taman Johor Jaya 81100 Johor Bahru Johor Darul Takzim Tel No : 07-3522293	056-043
OSK SECURITIES BERHAD	Ground & 1st Floor No. 19, Jalan Pesta 1-1 Taman Tun Dr. Ismail 1, Jalan Bakri 84000 Muar Johor Darul Takzim Tel No : 06-9538262	056-025	PM SECURITIES SDN BHD	Suite 5.1, Level 5, Menara Pelangi Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No : 07-2781813	064-005
OSK SECURITIES BERHAD	Ground & 1st Floor 10, Jalan Bendahara 12 Taman Ungku Tun Aminah 81300 Skudai Johor Darul Takzim Tel No : 07-5577628	056-029	PM SECURITIES SDN BHD	Ground & 1 st Floor No. 43 & 43A, Jalan Penjaja 3 Taman Kim's Park Business Centre 83000 Batu Pahat Johor Darul Takzim Tel No : 07-4333608	064-008
OSK SECURITIES BERHAD	Ground & 1st Floor No. 28 Jalan Tengku Ahmad 85000 Segamat Johor Darul Takzim Tel No : 07-9321543	056-030	PM SECURITIES SDN BHD	Ground Floor No. 118, Jalan Genuang 85000 Segamat Johor Darul Takzim Tel No : 07-9333418	064-009
OSK SECURITIES BERHAD	Ground, 1st & 2nd Floor No. 17 Jalan Manggis 86000 Kluang Johor Darul Takzim Tel No : 07-7769655	056-031	PAHANG DARUL MAKMUR		
			KUALA LUMPUR CITY SECURITIES SDN BHD	A-397, A-399 & A-401 Taman Sri Kuantan III, Jalan Beserah 25300 Kuantan Pahang Darul Makmur Tel No : 09-5660800	076-002

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

Name	Address and Telephone Number	Broker Code	Name	Address and Telephone Number	Broker Code
PAHANG DARUL MAKMUR (Cont'd)			TERENGGANU DARUL IMAN (Cont'd)		
OSK SECURITIES BERHAD	A-27 & A-29, Lorong Tun Ismail 9 Seri Dagangan Kuantan Business Centre 25000 Kuantan Pahang Darul Makmur Tel No : 09-5163811	056-007	OSK SECURITIES BERHAD	Ground Floor, 9651, Cukai Utama Jalan Kubang Kurus 24000 Kemaman Terengganu Darul Iman Tel No : 09-8502730	056-027
OSK SECURITIES BERHAD	Ground Floor, 98 Jalan Pasdec 28700 Bentong Pahang Darul Makmur Tel No : 09-2234943	056-022	OSK SECURITIES BERHAD	31A, Ground Floor 31A & 31B, 1 st Floor Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No : 09-6261816	056-055
OSK SECURITIES BERHAD	Ground Floor No. 43 Jalan Bunga Tanjung 28400 Mentakab Pahang Darul Makmur Tel No : 09-2771541	056-026	SARAWAK		
OSK SECURITIES BERHAD	Ground Floor No. 76-A, Persiaran Camelia 4 Tanah Rata 39000 Cameron Highlands Pahang Darul Makmur Tel No : 05-4914913	056-041	HWANG-DBS SECURITIES BERHAD	Lot 328, Jalan Abell 93100 Kuching Sarawak Tel No : 082-236999	068-005
KELANTAN DARUL NAIM			HWANG-DBS SECURITIES BERHAD	192, Bintulu Packcity Commerce Square Lot 3478, Bintulu Town District 97000 Bintulu Sarawak Tel No : 086-330008	068-016
KUALA LUMPUR CITY SDN BHD	Lot 6 & 7, Section 25 Jalan Sultan Yahya Petra Bandar Kota Bharu 15200 Kota Bharu Kelantan Darul Naim Tel No : 09-7432588	076-007	K & N KENANGA BHD	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel No : 085-435577	073-002
OSK SECURITIES BERHAD	Ground & 1st Floor No. 3953-H Jalan Kebun Sultan 15350 Kota Bharu Kelantan Darul Naim Tel No : 09-7430077	056-020	K & N KENANGA BHD	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No : 082-338000	073-003
TA SECURITIES HOLDINGS BERHAD	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No : 09-7432288	058-004	K & N KENANGA BHD	No. 11-12 (Ground & 1 st Floor) Lorong Kampung Datu 3 96000 Sibu Sarawak Tel No : 084-313855	073-012
TERENGGANU DARUL IMAN			OSK SECURITIES BERHAD	Ground, 1st & 6 th Floor Wisma Chinese Chambers Lot 357, Section 47, K.T.L.D. Jalan Bukit Mata Kuching 93100 Kuching Sarawak Tel No : 082-422252	056-008
FA SDN BHD	No. 51 & 51A Ground, Mezzanine & 1st Floor Jalan Tok Lam 20100 Kuala Terengganu Terengganu Darul Iman Tel No : 09-6238128	021-001	OSK SECURITIES BERHAD	Lot 1168, Ground Floor Wisma Interhill Miri Waterfront Commercial Centre 98008 Miri Sarawak Tel No : 085-422788	056-012
KUALA LUMPUR CITY SDN BHD	No. 1D, Ground & Mezzanine No. 1E, Ground, Mezzanine 1st & 2nd Floor, Jalan Air Jerneh 20300 Kuala Terengganu Terengganu Darul Iman Tel No : 09-6317922	076-009	OSK SECURITIES BERHAD	101 & 102, Pusat Pedada Jalan Pedada 96000 Sibu Sarawak Tel No : 084-329100	056-013

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

Name	Address and Telephone Number	Broker Code	Name	Address and Telephone Number	Broker Code
SARAWAK (Cont'd)			SABAH (Cont'd)		
OSK SECURITIES BERHAD	Ground Floor No. 10, Jalan Bersatu 96100 Sarikei Sarawak Tel No : 084-654100	056-050	OSK SECURITIES BERHAD	5 th Floor Wisma BSN Sabah Jalan Kemajuan Karamuning 88000 Kota Kinabalu Sabah Tel No : 088-269788	056-010
OSK SECURITIES BERHAD	Ground Floor No. 11, Lorong Maju 96500 Bintangor Sarawak Tel No : 084-693100	056-051	OSK SECURITIES BERHAD	1 st Floor, TB-3338 Wisma Jin Ho Town Extension No. 2 Jalan St. Patrick 91008 Tawau Sabah Tel No : 089-779815	056-056
OSK SECURITIES BERHAD	Ground Floor No. 177, Taman Sri Dagang 97000 Bintulu Sarawak Tel No : 086-311770	056-053	OSK SECURITIES BERHAD	Ground Floor, Block 2 Lot 4 & 5, Bandar Indah Mile 4 North Road 91000 Sandakan Sabah Tel No : 089-222275	056-057
OSK SECURITIES BERHAD	No. 299, Ground & 1 st Floor Lot 373, Jalan Serian-By- Pass Serian Town District 94700 Serian Sarawak Tel No : 082-872118	056-059			
OSK SECURITIES BERHAD	Ground & 1 st Floor Lot 1085, Jalan Buangsiol 98700 Limbang Sarawak Tel No : 085-213188	056-060			
TA SECURITIES HOLDINGS BERHAD	12G,H&I, Jalan Kampung Datu 96000 Sibul Sarawak Tel No : 084-319998	058-002			
SABAH					
HWANG-DBS SECURITIES BERHAD	Room Nos. 106-109, Mezzanine Floor Room Nos. 207-212, 2nd Floor Gaya Centre, Jalan Tun Fuad Stephens 88400 Kota Kinabalu Sabah Tel No : 088-311688	068-008			
INNOSABAH SECURITIES BERHAD	11, Equity House, Block K Sadong Jaya Karamuning 88100 Kota Kinabalu Sabah Tel No : 088-234090	020-001			
KUALA LUMPUR CITY SECURITIES SDN BHD	Suite 1-9-E1, 9th Floor, CPS Tower No. 1, Jalan Centre Point 88000 Kota Kinabalu Sabah Tel No : 088-253922	076-005			