

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

Krishnan Menon
Non-Independent Non-Executive Director

Mr. Krishnan Menon, aged 55, qualified as a Chartered Accountant in 1975. He is Fellow of the Institute of Chartered Accountants in England & Wales and also a member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants. Mr. Krishnan Menon started his career in 1975 with Hanafiah Raslan & Mohamad/Touche Ross where he became an Audit/Insolvency Partner till April 1987 after which he left to become the Head of Corporate Finance Group of Touche Ross, Leicester from August 1987 to December 1988. Thereafter, he joined Public Bank Berhad rising to the position of Executive Vice President where he served from January 1989 to December 1994. After a stint in the corporate sector, Mr. Krishnan Menon then became the Chief Operating Officer for Putrajaya Holdings Sdn Bhd until October 2000. Mr. Krishnan Menon brings with him extensive experience in audit, corporate finance, insolvency, banking and property management. He also sits on the board of SPK Sentosa Corporation Berhad, Malaysia International Shipping Corporation Berhad, AKN Messaging Technologies Berhad, AWC Facility Solutions Berhad and Putrajaya Holdings Sdn Bhd.

Nikolai Dobberstein
Independent Non-Executive Director

Dr. Nikolai Dobberstein, aged 40, holds a Ph. D. in Technology & Innovation Management and a diploma in Business Administration from the University of Keil, Germany. Dr. Nikolai Dobberstein started his career as a Research Assistant at the Institute of Technology and Innovation Management in Kiel, Germany. In 1992, he joined Mckinsey & Company in Italy for 12 years and since then he has been working for them in the German, Italian and Indian offices before moving to the Malaysian office of Mckinsey & Company in 1996 and to become the Managing Partner in 2002. His primary areas of responsibilities are telecommunications and high-tech, mergers and acquisitions and organisation and change management. He worked extensively with leading Malaysian companies and government entities and led engagements in Germany, India, Indonesia, Italy, Malaysia, Singapore, Taiwan, Thailand and the USA. In 2004, Dr. Nikolai Dobberstein left Mckinsey & Company and joined Maxis Communications Bhd as the Business Head of 3G and Wireless Broadband.

Dato' Mohd Salleh bin Hj Harun
Independent Non-Executive Director

Dato' Mohd Salleh bin Hj Harun, aged 61, started his career in Government service in 1971. He left the service in 1974 to join Aseambankers Malaysia Berhad, a merchant bank within the Malayan Banking Group. He served the merchant bank for 14 years before leaving to take a senior management position in Maybank, in August 1988. He became a Deputy Governor of Bank Negara Malaysia in May 2000 and held the position until May 2004. Dato' Salleh was also a member of Danaharta's Board of Directors from September 2000 until 28 October 2004. Dato' Salleh also sits on the boards of RHB Capital Berhad, RHB Bank Berhad, RHB Insurance Berhad, RHB Islamic Bank Berhad and Titan Chemicals Corp. Bhd. Dato' Salleh is a member of the Malaysian Institute of Certified Public Accountants.

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

(ii) Directors' Shareholdings in Scicom

The shareholdings of the Directors in Scicom are as follows:-

	Before Public Issue				After Public Issue			
	← No of Scicom Shares held →		← No of Scicom Shares held^ →		← No of Scicom Shares held^ →		← No of Scicom Shares held^ →	
	Direct	%	Indirect	%	Direct	%	Indirect	%
Dato' Ahmad Kabeer bin Mohamed Nagoor	-	-	^{*1} 36,347,400	38.10	-	-	^{*1} 36,347,400	28.40
Leo Suresh Ariyanayakam	19,080,000	20.00	-	-	19,080,000	14.91	-	-
Krishnan Menon	7,632,000	8.00	^{*2} 24,708,600	25.90	7,632,000	5.96	^{*2} 24,708,600	19.30
Nikolai Dobberstein	-	-	-	-	300,000	0.23	-	-
Dato' Mohd Salleh bin Hj Harun	-	-	-	-	300,000	0.23	-	-

Notes:-

[^] Assuming the eligible directors take up their respective entitlements to the pink form shares allocation and no exercise of ESOS options.

^{*1} Deemed interested by virtue of his shareholding in AKN Capital Sdn Bhd pursuant to Section 6A of the Act.

^{*2} Deemed interested by virtue his shareholdings in Netinsat Asia Sdn Bhd pursuant to Section 6A of the Act.

(iii) Directors' Directorships and Substantial Shareholdings in Other Public Corporations for the Past Two (2) Years

Save as disclosed below, none of the Directors hold or held any directorships or substantial shareholdings (5% or more of the issued and paid-up share capital) in other public corporations for the past two (2) years ended 24 August 2005:-

Name	Company	Designation	Direct		Indirect	
			No. of shares	%	No. of shares	%
			'000		'000	
Dato' Ahmad Kabeer bin Mohamed Nagoor	AKN Technology Bhd	Executive Chairman	6,330	5.47	^{*1} 14,281	12.35
	AKN Messaging Technologies Berhad	Chairman, Non-Independent Non-Executive Director	-	-	^{*1} 15,852	9.74
	AWC Facility Solutions Berhad	-	-	-	^{*2} 94,621	41.59

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

Name	Company	Designation	Direct		Indirect	
			No. of shares '000	%	No. of shares '000	%
	MEMS Technology Berhad	Non-Independent Non-Executive Director	-	-	³ 147,102	22.66
Krishnan Menon	Malaysia International Shipping Corporation Berhad	Independent Non-Executive Director	-	-	-	-
	SPK Sentosa Corporation Berhad	Independent Non-Executive Director	-	-	-	-
	AKN Messaging Technologies Berhad	Non-Executive Director	460	0.28	-	-
	AWC Facility Solutions Berhad	Executive Director and Group Chief Executive Director	300	0.13	-	-
	Symphony House Berhad ⁴	Independent Non-Executive Director	50	0.01	-	-
Dato' Mohd Salleh bin Hj Harun	RHB Capital Berhad	Director	15	*	-	-
	RHB Bank Berhad	Director	-	-	-	-
	RHB Insurance Berhad	Director	-	-	-	-
	RHB Islamic Bank Berhad	Director	-	-	-	-
	Titan Chemicals Corp. Bhd.	Independent Non-Executive Director	500	0.03	-	-

Notes:-

¹ Deemed interested by virtue of his shareholdings in AKN Capital Sdn Bhd pursuant to Section 6A of the Act.

² Deemed interested by virtue of his shareholdings in AKN Capital Sdn Bhd, K-Capital Sdn Bhd and Ilmu Mantap Sdn Bhd pursuant to Section 6A of the Act.

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

³ Deemed interested by virtue of his shareholding in AKN Equity Ventures Sdn Bhd pursuant to Section 6A of the Act.

⁴ Resigned on 6 April 2004.

* Negligible

(iv) Directors' Involvement in Other Businesses

None of the Executive Directors of Scicom are involved in other businesses and corporations.

(v) None of the Directors are or were involved in the following events whether in or outside Malaysia:-

(a) A petition under any bankruptcy or insolvency laws filed against such person or any partnership in which he was a partner or any corporation of which he was a director or key personnel;

(b) Conviction in a criminal proceedings or is a named subject of a pending criminal proceedings; and

(c) The subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or government body temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

(vi) Service agreements

There are no existing or proposed service agreements between the Group and its Directors which are not terminable by notice without payment or compensation other than statutory compensation.

(vii) Directors' remuneration and benefits

The remuneration paid to the Directors of the Company for services rendered in all capacities to the Group for the FYE 30 June 2005 amounted to RM617,587. For the FYE 30 June 2006, the remuneration payable to the Directors is estimated at RM757,992.

The number of Directors in the various remuneration bands are set out below:-

	← Aggregate Remuneration →					
	FYE ← 30 June 2005 →			FYE ← 30 June 2006 →		
	Executive Director	Non-Executive Director	Total	Executive Director	Non-Executive Director	Total
Up to RM100,000	-	-	-	-	4	4
Between RM100,001 and RM200,000	-	-	-	-	-	-
Above RM200,000	1	-	1	1	-	1

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

8.3 AUDIT COMMITTEE

The composition of the Audit Committee is as follows:-

Name	Designation	Directorship
Dato' Mohd Salleh bin Hj Harun	Chairman of the Audit Committee	Independent Non-Executive Director
Nikolai Dobberstein	Member of the Audit Committee	Independent Non-Executive Director
Krishnan Menon	Member of the Audit Committee	Non-Independent Non-Executive Director

The Audit Committee, comprising two (2) Independent Non-Executive Directors and a Non-Independent Non-Executive Director, is responsible for the recommendations to the Board regarding the selection of the external auditors, reviewing the results and scope of the audit and other services provided by the Company's external auditors. In addition, the Audit Committee reviews and evaluates the Company's internal audit and control functions. The Audit Committee is also responsible for the assessment of financial risk and matters relating to related party transactions and conflicts of interest. The Audit Committee may obtain advice from independent parties and other professionals in the performance of its duties.

8.4 KEY PERSONNEL

(i) Profile

The Board is assisted by a team of experienced management and professional personnel. The management team is headed by the Group Executive Director / Chief Executive Officer, Leo Suresh Ariyanayakam. Particulars of the key management personnel are as follows:-

Leo Suresh Ariyanayakam
Group Executive Director / Chief Executive Officer

Please refer to Section 8.2 of this Prospectus for his profile.

Lim Willie
Senior Vice President of Operations

Mr. Lim Willie, aged 51, completed his tertiary education in Business Administration at the University of Singapore in 1977. In his career, he has gained much experience in the corporate arena, having worked for companies like Electrolux, Tractors Malaysia, JM Creative Consultants, United Parcel Service, and Abric, eventually working his way up to the position of Executive Director in his last employment before Scicom. In 2000, Mr. Lim joined Scicom as Senior Vice President of Operations, where his main responsibilities include managing the daily operations of all the contact centres and the demanding expectations and needs of all clients. Mr. Lim brings with him extensive working experience in sales, marketing, operations and general management in diverse industries.

Jeyabalan A/L S.K. Parasingam
Senior Vice President of Corporate Planning

Mr. Jeyabalan Parasingam, aged 35, was admitted as a Certified Public Accountant (CPA) with the Malaysia Institute of Certified Public Accountants in 1995 and thereafter as a charter

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

holder of the Chartered Financial Analyst (CFA) in 2003, which is awarded by the CFA Institute. During his career, Mr. Jeyabalan has worked as an auditor with a Big-4 accounting firm and subsequently with a local Merchant Bank. He has also been employed by a foreign investment bank, which he left in 1998, to join a local satellite pay-TV group as Senior Manager for Strategic Planning & Business Development. In 2003, Mr. Jeyabalan joined Scicom as Senior Vice President for Corporate Planning, where his main responsibilities include the formulation of strategic plans, business development for strategic clients, project management, contract negotiations, corporate exercises and special projects. Mr. Jeyabalan brings to Scicom, valuable experience in the fields of accounting, corporate finance, strategic planning and business development.

**Radah Krishnan Vijaya
Country Manager, India**

Mr. Radah Krishnan Vijaya Gopal, aged 34, graduated with a professional accounting qualification from the Association of Chartered Certified Accountant, United Kingdom in 1997. He has worked in Malaysia and Ireland, in various accounting capacities, until mid-1997, when he joined the local arm of Coopers and Lybrand Consulting Services. In 2002, Radah joined Scicom as a Consultant in Corporate Planning, and was ultimately promoted to the position of Vice President of Corporate Planning in early-2004 where his responsibilities includes assisting the Senior Vice President of Corporate Planning to formulate strategic plans, execute business development initiatives for strategic clients, project management and liaise with key government authorities in Malaysia and India. He is also currently in charge of Scicom's Indian operations as the Country Manger and is primarily responsible for executing Scicom India's strategic direction and its day-to-day operations.

**Jaya Kumar A/L Narayana Pillai Sreedharan Nair
Senior Vice President of Finance**

Mr. Jaya Kumar A/L Narayana Pillai Sreedharan Nair, aged 46, was admitted as a Associate of the Chartered Association of Certified Accountants in 1985 and thereafter as an associate of the Institute of Chartered Secretaries and Administrators in 1986. Mr. Jaya Kumar has worked with a variety of organizations ranging from corporations like Sime Darby Plantations and Halim Rasip Group (Integrax Bhd), specializing in accounting and finance positions, to the NGO sector where he worked for Wetlands International as a Manager for Projects and Administration. In 1998, Mr. Jaya Kumar joined Scicom as an Accountant, rising to his current position as Senior Vice President of Finance, where his main responsibilities include financial management, corporate exercises, administrative and facilities management.

**Vijiyasundram a/l Rajasundram
Senior Vice President of Technology**

Mr. Vijayasundram a/l Rajasundram, aged 45, graduated in 1985 from an Australian university. In 1995, he pursued Boston University's MBA program and graduated Magna cum Laude. During his career, he has worked for a wide variety of multinational organizations including, Honeywell Systems, and others such as a licensed gaming concern, a local satellite pay-TV group, and a regional satellite communications firm. Mr. Viji has also done independent technology consulting for small medium enterprises ("SMEs") in a wide variety of industries. In 2005, Mr. Viji joined Scicom as Senior Vice-President of Technology, where his main responsibilities include ensuring the smooth day-to-day running of the technical infrastructure of Scicom, the development of software and other systems to improve the organizations' competitive edge in meeting customer requirements and any other strategic IT concerns.

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

Benny Phillip
Senior Vice President of Projects and Planning

Mr. Benny Philip, aged 36, qualified with a master's degree in Human Resources Management and a Bachelor's degree in Mathematics from the University of Madras, India. He has worked with companies like Unilever, Indo Matsushita, and Ford India, and HSBC – his most recent employment before he joined Scicom in 2004, as Vice President of Projects & Planning, where his main responsibilities include the development of the Company's HR Strategic Plan and the management of the HR function for the Scicom Group, which include its operations in India. Mr. Philip was promoted to the position of Senior Vice President in 2005.

Anthony Jerard Rajendram
Vice President of scicomacademySM

Mr. Anthony Jerard Rajendram, aged 43, qualified as a BSc (Hons) from the UK and MSc (Hons) from the USA. He has worked in organizations like the Stamford College Group, J.Walter Thompson, Dentsu, Young and Rubicam, and the Inter Public Group. In 2003, Mr. Rajendram joined Scicom as Vice President of scicomacademySM. His main responsibilities include the corporate re-branding of scicomSM and its intellectual properties, as well as formulating an integrated marketing arm to Scicom's existing service offerings. In addition, he is also responsible for Scicom's corporate communications and Public Relations initiatives. Mr. Rajendram brings with him the experience in managing both local and international brands as well as his experience in the education industry.

Linda D'Anca
Vice President of Operations

Ms Linda D'Anca, aged 45, earned her degree in English Education at the University of South Florida in 1990 after having worked at American Express and Piper Aircraft Corporation during the 1980's. After graduating, she entered the teaching profession until she was involved in a software start-up firm in Florida, USA. Ms D'Anca then joined SYKES Enterprises, a global call centre company where she began in Project Management, implementing new and expanding accounts. After gaining additional experience in Sales Support and Response, she implemented projects in Philippines and India. During her tenure, she also held positions such as the Performance Management and Implementation Head and Call Centre Director as well. In 2005, Ms. D'Anca joined Scicom as Vice President of Operations for the Nokia APAC contact centre project, where her responsibilities include, total operational management of the contact centre, client management and strategic planning.

William Tosh
Vice President of Operations

Mr. William Tosh, aged 51, began his career in 1969 with the British Military and served with them until 1993 when he retired. He then worked as a consultant during which time he was employed by Northern Telecomm, Mercury and GEC Marconi. Since then he has worked with organizations like Solsis , Nortel Networks, OfficeTiger Database Systems in India. Mr. Tosh then joined Scicom in 2004 as a consultant, rising to Vice President of Operations, where his main responsibilities include the profitability and operational management of an Insourced Contact Centre. Mr. William Tosh brings with him 25 years of experience in the management and implementation of Support Services, from the technical, implementation, quality and the customer support point of view. This experience has been gained through his many years of work throughout Europe and South East Asia.

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

Khaled Ahmed Adel El-Sherief
Vice President of Operations

Mr. Khaled, aged 41, completed his tertiary education with B. SC. in Electrical and Computer Engineering from Ohio University, USA, in 1987. He began working for an oil and gas company in Abu Dhabi, Indah Water, the Malaysian Communications & Multimedia Commission, and Tricubes, all in an IT capacity. In 2005, he joined Scicom as the Vice President of Operations for the NOKIA MENA project, where his main responsibilities include the operational management and growth of the project, while enhancing Scicom's reputation as a first choice BPO service provider in the Middle East region by providing customer-oriented, controlled, compliant, cost effective, customer facing and contact services.

Martin Shaw
Vice President of Operations

Mr. Martin Shaw, aged 30, qualified as a BA (Hons) in International Business Studies from the Kingston Business School, UK. Mr. Shaw started his career in 1996 with SITEL Corporation where he became a Team Manager, moving on to become Business Analyst from 1998 to 2000. In early 2000, Martin joined Scicom as the Operations Manager, rising to Vice President of Operations, where his main responsibilities included the operational and client relationship management of the Nokia APAC Careline Operations and Client Relationship Management, covering 10 Countries, 15 languages and 260 employees. In 2005, Mr. Shaw was laterally transferred to head up Scicom's Hilton Group's operations. Mr. Shaw brings with him experience in all aspects of the set-up and operational management of Outsourced Multi Channel International Contact Centres, as well as experience in training and consulting for the scicomacademySM.

Shanti Jacqueline A/P K Jeya Raj
Vice President of Total Quality Management

Ms. Jeya Raj, aged 40, completed her tertiary education in Business Studies at the Ballarat College of Advanced Education in Victoria, Australia in 1988. During her career, she has worked with both corporations and NGOs like Kiwanis Down's Syndrome, Rediffusion, the Sungei Way Group, and Software A.G. Malaysia, primarily in the areas of PR and marketing. In 2000, Ms Jeya Raj joined Scicom as a Customer Relationship Executive for the Nokia APAC project. She subsequently moved on to be a Trainer in 2001 and was then promoted to head the Customer Experience team within the project. Following a subsequent promotion into ScicomAcademy where her role as an Operations & Training consultant has seen her involved in numerous projects. Ms Jeya Raj was recently promoted to Vice President of Total Quality Management, with a responsibility and focus in enhancing operational effectiveness and efficiencies across Scicom.

Family relationship and association between the Directors, substantial shareholders, Promoters and key personnel

There are no family relationship or association among the Directors, substantial shareholders, Promoters and key personnel.

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

(ii) Shareholdings in Scicom

Save as disclosed below, none of the key personnel have any shareholdings (both direct and indirect) in Scicom:-

Name	Nationality	Designation	No. of Scicom Shares held after Public Issue [^]			
			Direct	%	Indirect	%
Leo Suresh Ariyanayakam	Sri Lanka	Group Executive Director / Chief Executive Officer	19,080,000	14.91	-	-
Lim Willie	Malaysian	Senior Vice President of Operations	300,000	0.23	-	-
Jeyabalan A/L S.K. Parasingam	Malaysian	Senior Vice President of Corporate Planning	200,000	0.16	-	-
Radah Krishnan A/L Vijaya Gopal	Malaysian	Country Manager, India	150,000	0.12	-	-
Jaya Kumar A/L Narayana Pillai Sreedharan Nair	Malaysian	Senior Vice President of Finance	300,000	0.23	-	-
Vijiyasundram A/L Rajasundram	Malaysian	Senior Vice President of Technology	50,000	0.04	-	-
Benny Phillip	Indian	Senior Vice President of Projects and Planning	200,000	0.16	-	-
Anthony Jerard Rajendram	Malaysian	Vice President of scicomacademy SM	150,000	0.12	-	-
Linda D'Anca	American	Vice President of Operations	50,000	0.04	-	-
William Tosh	British	Vice President of Operations	-	-	-	-
Khaled Ahmed Adel El-Sherief	Egyptian	Vice President of Operations	50,000	0.04	-	-
Martin Shaw	British	Vice President of Operations	100,000	0.08	-	-
Shanti Jacqueline A/P K Jeya Raj	Malaysian	Vice President of Total Quality Management	50,000	0.04	-	-

Note:-

[^] Assuming the eligible key personnel take up their respective entitlements to the pink form shares allocation and no exercise of ESOS options.

(iii) Key personnel's directorships and substantial shareholdings in all other public corporations for the past two (2) years

None of the key personnel holds or has held any directorships and/or substantial shareholdings (5% or more of the issued and paid-up share capital) in any other public corporations during the past two (2) years ended 24 August 2005.

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

(iv) None of the key personnel are or were involved in the following events:-

- (a) A petition under any bankruptcy laws filed against such person or any partnership in which he was a partner or any corporation in which he was a director or key personnel;
- (b) Conviction in a criminal proceedings or is a named subject of a pending criminal proceedings; or
- (c) The subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or government body temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

(v) **Service agreements**

None of the key personnel has entered into any service agreements, which is not terminable by notice without payments or compensation other than statutory compensation, with the Group.

(vi) **Key personnel's involvement in other businesses / corporations**

As at 24 August 2005, being the latest practicable date prior to the printing of this Prospectus, save as disclosed below, none of the other key personnel of the Group is involved in the operations of other business or corporations, save and except for the operations of the Group:-

Key Personnel	Corporations which key personnel have interest	Designation	Remarks
Lim Willie	Quality Region Sdn Bhd	Director and shareholder	Participation minimal

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

8.5 CHANGES IN PROMOTERS/SUBSTANTIAL SHAREHOLDERS AND THEIR RESPECTIVE SHAREHOLDINGS IN SCICOM FOR THE PAST THREE (3) YEARS

The changes in the shareholdings of Promoters/substantial shareholders for the past three (3) years are as follows:-

Names	As at 30.10.2002		As at 11.06.2003		As at 16.06.2003		As at 17.06.2003	
	No. of ordinary shares of RM1.00 each	%	No. of ordinary shares of RM1.00 each	%	No. of ordinary shares of RM1.00 each	%	No. of ordinary shares of RM1.00 each	%
	Direct	Indirect	Direct	Indirect	Direct	Indirect	Direct	Indirect
Leo Suresh Ariyanayakam	1	50.00	1	14.29	567,283	100.00	567,284	100.00
Krishnan Menon	-	-	-	-	-	-	-	-
Seow Lun Hoo	-	-	-	-	-	-	-	-
Sreekumar A/L P. Narayana Pillai	-	-	-	-	-	-	-	-
Dato' Ahmad Kabear bin Mohamed Nagoor	-	-	-	-	-	-	-	-
Ooi Boon Leong	-	-	-	-	-	-	-	-
Jasmine Joseph Raj	1	50.00	1	14.29	-	-	-	-
Eugene Remesh Ariyanayakam	-	-	5	71.42	-	-	-	-
Netinsat Asia Sdn Bhd	-	-	-	-	-	-	-	-
AKN Capital Sdn Bhd	-	-	-	-	-	-	-	-

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

Names	As at 07.04.2004		As at 09.04.2004		As at 30.05.2004		As at 29.06.2004	
	No. of ordinary shares of RM1.00 each Direct	% Indirect	No. of ordinary shares of RM1.00 each Direct	% Indirect	No. of ordinary shares of RM1.00 each Direct	% Indirect	No. of ordinary shares of RM1.00 each Direct	% Indirect
Leo Suresh Ariyanayakam	113,458	20.00	600,000	20.00	600,000	20.00	600,000	20.00
Krishnan Menon	-	*453,832	80.00	-	240,000	8.00	240,000	8.00
Seow Lun Hoo	-	-	-	*2,400,000	80.00	72.00	240,000	8.00
Srockumar A/L P. Narayana Pillai	-	*453,832	80.00	-	240,000	8.00	240,000	8.00
Dato' Alimad Kabeer bin Mohamed Nagoor	-	-	-	*2,400,000	80.00	72.00	-	*1,777,000
Ooi Boon Leong	-	-	-	-	-	-	-	*1,143,000
Jasmine Joseph Raj	-	-	-	-	-	-	-	*1,143,000
Eugene Remesh Ariyanayakam	-	-	-	-	-	-	-	-
Neinsat Asia Sdn Bhd	453,832	80.00	2,400,000	80.00	2,160,000	72.00	777,000	25.90
AKN Capital Sdn Bhd	-	-	-	-	-	-	1,143,000	38.10

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

Names	As at 03.09.2004 (Subdivision of Shares)		As at 06.09.2004 (Bonus Issue)		As at 18.08.2005 (Rights Issue)	
	No. of ordinary shares of RM0.10 each	%	No. of ordinary shares of RM0.10 each	%	No. of ordinary shares of RM0.10 each	%
Leo Suresh Ariyanayakam	6,000,000	20.00	15,000,000	20.00	19,080,000	20.00
Krishnan Menon	2,400,000	8.00	6,000,000	8.00	7,632,000	8.00
Seow Lun Hoo	2,400,000	8.00	6,000,000	8.00	7,632,000	8.00
Sreekumar A/L P. Narayana Pillai	-	-	-	-	-	-
Dato' Ahmad Kabecr bin Mohamed Nagoor	-	-	-	-	-	-
Ooi Boon Leong	-	-	-	-	-	-
Jasmine Joseph Raj	-	-	-	-	-	-
Eugene Remesh Ariyanayakam	-	-	-	-	-	-
Netinsat Asia Sdn Bhd	7,770,000	25.90	19,425,000	25.90	24,708,600	25.90
AKN Capital Sdn Bhd	11,430,000	38.10	28,575,000	38.10	36,347,400	38.10

Notes:-

*1 Deemed interested by virtue of his shareholdings in Netinsat Asia Sdn Bhd pursuant to Section 6A of the Act.

*2 Deemed interested by virtue of his shareholdings in AKN Capital Sdn Bhd pursuant to Section 6A of the Act.

9. APPROVALS AND CONDITIONS

9.1 CONDITIONS TO THE APPROVALS AND COMPLIANCE THEREOF

SC approved the Public Issue on 6 July 2005. The conditions imposed by SC together with the status of compliance are set out as follows:

No.	Conditions imposed	Status of compliance
1.	The promoters of Scicom to adhere to the moratorium requirement under Rule 2.10 of the Listing Requirements.	Complied. The Promoters have given their letter of undertaking to adhere to the moratorium requirement under Rule 2.10 of the Listing Requirements.
2.	Scicom to disclose the status of utilisation of proceeds from the listing exercise in its quarterly and annual reports until the proceeds are fully utilised.	Will be complied.
3.	The Reporting Accountants to provide confirmation to the SC that the Group has sufficient cash from its internally-generated fund to pay the proposed dividend without the need to incur new borrowings ("Condition").	Submitted an application to the SC to vary the term of the Condition such that the Board to confirm the Condition instead of the Reporting Accountants. The Board has confirmed the Condition and the variation of the Condition has been approved by the SC via a letter dated 5 September 2005.
4.	Kenanga / Scicom to comply with all the relevant requirements in relation to the implementation of the proposals, as stipulated in the Listing Requirements.	Complied.
5.	Kenanga / Scicom to inform the SC upon completion of the proposed floatation scheme.	Will be complied.

9.2 MORATORIUM ON PROMOTERS' SHARES

The Scicom Shares held by the Promoters amounting to 45% of the enlarged share capital of Scicom at the date of admission, as tabulated below, and any interest therein may not be sold, transferred, assigned or otherwise disposed of, within one (1) year from the date of admission of Scicom to the Official List of the MESDAQ Market. Thereafter, they are permitted to sell, transfer, assign or otherwise dispose of up to a maximum of one third per annum on a straight line basis of their respective shareholdings in the Company which is under moratorium.

The Scicom Shares held by the Promoters which are under moratorium are as follows:-

Promoters	No. of Scicom Shares held after Public Issue		No. of Scicom Shares held under moratorium	
	Direct	%	Direct	%
Leo Suresh Ariyanayakam	19,080,000	14.91	13,600,000	10.62
Krishnan Menon	7,632,000	5.96	7,000,000	5.47
Netinsat Asia Sdn Bhd	24,708,600	19.30	18,000,000	14.06
AKN Capital Sdn Bhd	36,347,400	28.40	19,000,000	14.85
	87,768,000	68.57	57,600,000	45.00

The above restriction is specifically endorsed on the share certificates of Scicom representing the shareholding of the aforesaid shareholders, which are under moratorium to ensure that the Company's Share Registrars will not register any transfer not in compliance with the aforesaid restriction.

10. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS

10.1 Save as disclosed below, there are no other subsisting or proposed related-party transactions or arrangement between the Scicom Group and its existing substantial shareholders and/or existing Directors of the Group preceding 24 August 2005, being the latest practicable date prior to the printing of this Prospectus:-

Newfields Advisors Sdn Bhd, a company in which Seow Lun Hoo, a substantial shareholder of Scicom, has an interest, is the co-ordinator for the Listing exercise.

10.2 None of the existing Directors and/or existing substantial shareholders of the Company and/or person(s) connected with any of them has any interest, direct or indirect, in the promotion of or in any material assets which have, within the two (2) years preceding 24 August 2005, being the latest practicable date prior to the printing of this Prospectus, been acquired or disposed of by or leased to any of the Scicom Group, or are proposed to be acquired, or disposed of by or leased to any of the Scicom Group.

10.3 None of the existing Directors and/or existing substantial shareholders of Scicom has any interest, direct or indirect, in any businesses and corporations carrying on a similar trade as any of the Scicom Group.

10.4 There is no existing or potential related party transactions (otherwise than transactions with/between wholly-owned subsidiary) entered into or to be entered by any of the Scicom Group with the existing Directors and/or existing substantial shareholders of Scicom and/or existing key management of the Scicom Group and/or person(s) connected with any of them.

10.5 Declaration of Advisers

- (i) Kenanga hereby confirms that there are no existing or potential conflicts of interest in its capacity as the Adviser, Underwriter and Placement Agent for the Public Issue.
- (ii) Messrs. Cheah Teh & Su have given their confirmation that there are no existing or potential conflicts of interest in its capacity as the Due Diligence Solicitors for the Public Issue.
- (iii) Messrs. PricewaterhouseCoopers have given their confirmation that there are no existing or potential conflicts of interest in its capacity as Auditors and Reporting Accountants for the Public Issue.

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11. OTHER INFORMATION CONCERNING THE GROUP

11.1 LANDED PROPERTIES

The Group does not own any landed property.

11.2 MSC-STATUS

Scicom obtained its MSC status on 7 November 2002. Having qualified for MSC status, Scicom is expected to operate according to the inter-alia following conditions to maintain the preferential status:-

Conditions	Status of compliance
(a) Commence operations of and undertake the MSC-Qualifying Activities within six (6) months from the date of approval or by such date(s) as may be specified in the Company's approved business plan, with any proposed changes being first consented to by MDC;	Complied.
(b) Locate the Company's headquarters and the implementation and operation of the MSC-Qualifying Activities in Cyberjaya within six months from the date of the approval;	For the time being, the Company proposes to maintain and operate its headquarters out of Menara TA One. Currently, only part of the scicopartner activity is being performed out of Cyberjaya. Outsourcing client contract pertaining to Nokia for example is still being performed out of Menara TA One. The MDC has issued a letter to the Company dated 3 August 2004 acknowledging that notwithstanding the Company's headquarters being located at Menara TA One, the Company has fulfilled its conditional relocation compliance as the Company has already relocated new export based activities within Cyberjaya. However future business expansions of the Company are required to be undertaken within a designated cybercity.
(c) Ensure that at all times at least 15% of the total number of employees (excluding support staff) of the Company shall be "knowledge workers" (as defined by MDC);	Complied.
(d) Continuously comply with the MSC's environmental guidelines;	Not applicable.
(e) Submit to MDC a copy of the Company's Annual Report and Audited Statements in parallel with submission to the Companies Commission of Malaysia; and	Complied.
(f) Comply with all such statutory, regulatory and/or licensing requirements as may be applicable.	Complied.

11. OTHER INFORMATION CONCERNING THE GROUP (Cont'd)

The MSC status granted to Scicom shall not be transferable or assignable in any way whatsoever without the written consent of MDC.

MSC status entitles Scicom to the incentives, rights and privileges provided for under the Bill of Guarantees subject to the Company's continued adherence to the necessary set of criteria. The incentives, rights and privileges as set out in the Bill of Guarantees, inter alia, are as follows:-

- (a) To provide a world-class physical and information infrastructure;
- (b) To allow unrestricted employment of local and foreign knowledge workers;
- (c) To ensure freedom of ownership by exempting companies with MSC Status from local ownership requirements;
- (d) To give the freedom to source capital globally for MSC infrastructure, and the right to borrow funds globally; and
- (e) To provide competitive financial incentives, including Pioneer status (100 percent tax exemption) for up to ten (10) years or an investment tax allowance for up to five (5) years and no duties on the importation of multimedia equipment.

Scicom intends to capitalise on this prestigious credential not only as a marketing tool but also to benefit from the various incentives provided as set out in the Bill of Guarantees above.

11.3 APPROVALS, MAJOR LICENSES AND PERMITS

Approval, major licenses and permits under the possession of the Group are as follows:-

Scicom (India)

- (i) Any person who desires to carry out the business of import or export in India is mandatorily required to register under the Foreign Trade (Development & Regulation) Act, 1992 of India. Scicom (India) has obtained an Importer Exporter Code ("IEC") Certificate dated 2 February 2004 from the Joint Director General of Foreign Trade of India to facilitate its business in compliance with the aforesaid Act.
- (ii) It is a requirement for every commercial establishment situated in the State of Karnataka, India to compulsorily register with the Department of Labour, Government of Karnataka, under the Karnataka Shops and Commercial Establishments Act, 1961 ("KSCE Act"). The KSCE Act governs and regulates the conditions of work and employment in shops and commercial establishments and other incidental matters. Vide a Registration Certificate dated 28 February 2004, Scicom (India) has obtained registration in compliance with the KSCE Act.
- (iii) Scicom (India) has registered with the Software Technology Park of India ("STPI") for the purpose of acquiring 100% Export Oriented Unit ("EOU") status. By virtue of the aforesaid status, Scicom (India) can import capital goods, raw material, spares and consumable etc., free of import duty for development of computer software for export through satellite data link.

12. DIRECTORS' REPORT
(Prepared for the inclusion in this Prospectus)



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No. 1 Jalan SS21/58
Damansara Uptown
47400 Petaling Jaya
Selangor Darul Ehsan

05 SEP 2005


The Shareholders of Scicom (MSC) Berhad

Dear Sir/ Madam

On behalf of the Board of Directors of Scicom (MSC) Berhad ("Scicom"), I report after due enquiry that during the period from financial year ended 30 June 2005 (being the date the last audited accounts of Scicom were made up-till) to **05 SEP 2005** (being a date not earlier than fourteen (14) days before the issuance of this Prospectus) :-

- (i) the business of Scicom and its subsidiaries ("Group") have, in the opinion of the Directors, been satisfactorily maintained;
- (ii) in the opinion of the Directors, no circumstances have arisen subsequent to the last audited accounts of the Group which have adversely affected the trading or the value of the assets of the Group;
- (iii) the current assets of the Group appear in the books at values, which are believed to be realisable in the ordinary course of business;
- (iv) no contingent liabilities have arisen by reason of any guarantees or indemnities given by the Group;
- (v) the Group has no default or any known event that could give rise to a default situation, in respect of payments of either interest and/or principal sums in relation to any borrowings in which they are aware of; and
- (vi) save as disclosed in the Accountants' Report and proforma consolidated balance sheets in this Prospectus, there have been no material changes in the published reserves nor any unusual factors affecting the profits of the Group.

Yours faithfully
For and on behalf of the Board of Directors
Scicom (MSC) Berhad


Leo Suresh Ariyanayakam
Group Executive Director / Chief Executive Officer

13. REPORTING ACCOUNTANTS' LETTERS AND REPORT

13.1 CONSOLIDATED PROFIT FORECAST FOR THE FYE 30 JUNE 2006 TOGETHER WITH THE NOTES AND ASSUMPTIONS AND REPORTING ACCOUNTANTS' LETTER THEREON



The Board of Directors
Scicom (MSC) Berhad
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47400 Petaling Jaya
Selangor Darul Ehsan

PricewaterhouseCoopers
(AF 1146)
Chartered Accountants
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Facsimile +60 3 2693 0997
www.pwc.com/my

2 September 2005

**SCICOM (MSC) BERHAD
CONSOLIDATED PROFIT FORECAST
FOR THE FINANCIAL YEAR ENDING 30 JUNE 2006**

Dear Sirs,

1. We have reviewed the accounting policies and calculations for the consolidated profit forecast of Scicom (MSC) Berhad ("Scicom MSC") and its subsidiaries, hereinafter referred to as Scicom Group, for the financial year ending 30 June 2006, for which the Directors are solely responsible, as set out in Section 13.1 of the Prospectus. The consolidated profit forecast has been prepared for inclusion in the Prospectus in connection with:
 - (i) the public issue of 32,600,000 new ordinary shares of RM0.10 each at an issue price of RM0.60 per ordinary share to the public, selected investors, eligible Directors, employees and business associates of Scicom Group raising proceeds of RM19,560,000;
 - (ii) the listing of and quotation for the entire enlarged issued and paid-up share capital comprising 128,000,000 ordinary shares of RM0.10 each on the MESDAQ Market of the Bursa Securities; and
 - (iii) the proposed implementation of an employee share option scheme ("ESOS") including up to 10% of Scicom MSC's issued and paid-up share capital at any time during the existence of the ESOS, to be issued pursuant to the options to be granted under the ESOS to eligible Directors and employees of the Scicom Group.

13. REPORTING ACCOUNTANTS' LETTERS AND REPORT (Cont'd)



The Board of Directors
Scicom (MSC) Berhad
2 September 2005

2. In our opinion, the consolidated profit forecast, so far as the accounting policies and calculations are concerned, has been properly compiled on the basis of the assumptions made by the Directors, as set out in Section 13.1 of the Prospectus and is presented on a basis consistent with the accounting policies adopted by the Scicom Group.

Yours faithfully,


PRICEWATERHOUSECOOPERS
(No. AF: 1146)
Chartered Accountants



ERIC OOI LIP AUN
(No. 1517/06/06 (J))
Partner of the firm

13. REPORTING ACCOUNTANTS' LETTERS AND REPORT (Cont'd)

SCICOM (MSC) BERHAD

CONSOLIDATED PROFIT FORECAST FOR THE FINANCIAL YEAR ENDING 30 JUNE 2006 TOGETHER WITH THE ASSUMPTIONS THEREON

- 1 The Directors of Scicom (MSC) Berhad ("Scicom MSC") forecast that the consolidated profit after taxation of Scicom MSC and its subsidiaries (the "Scicom Group") for the financial year ending 30 June 2006, will be as follows:

	<u>After the Listing Scheme Forecast 2006</u> RM'000
Revenue	71,645
Consolidated profit before taxation	8,938
Less: Taxation	399
Consolidated profit after taxation	<u>8,539</u>
<u>Calculation of earnings per share</u>	
Basic earnings per ordinary share on weighted average number of ordinary shares in issue during the financial year ⁽¹⁾ (sen)	7.1
Diluted earnings per ordinary share on adjusted weighted average number of ordinary shares in issue during the financial year ⁽²⁾ (sen)	<u>6.6</u>

⁽¹⁾ Based on the weighted average number of ordinary shares in issue during the financial year of 120,408,220 ordinary shares of RM0.10 each. In calculating the weighted average number of ordinary shares in issue, the rights issue of 20,400,000 new ordinary shares of RM0.10 each to the existing shareholders on the basis of approximately 0.27 new ordinary share for every one (1) existing ordinary share held and, the public issue of 32,600,000 new ordinary shares of RM0.10 completed on 18 August 2005 and 23 September 2005 respectively.

⁽²⁾ Based on the adjusted weighted average number of ordinary shares in issue during the financial year of 128,894,796 ordinary shares of RM0.10 each. The weighted average number of shares is adjusted for share options of 12,800,000 ordinary shares of RM0.10 each which represents dilutive potential shares. The share options are assumed to be granted under the ESOS and fully converted on 31 October 2005.

13. REPORTING ACCOUNTANTS' LETTERS AND REPORT (Cont'd)

SCICOM (MSC) BERHAD

CONSOLIDATED PROFIT FORECAST FOR THE FINANCIAL YEAR ENDING 30 JUNE 2006 TOGETHER WITH THE ASSUMPTIONS THEREON (CONTINUED)

Scicom MSC's principal activities are the provision of customer contact centre management and customer related services within the Business Process Outsourcing space. The customer contact centre management services industry is a competitive market environment where changes to the factors impacting principal bases and assumptions underlying the consolidated profit forecast, especially in computer technology and improvements in telecommunication equipment, software capability and telecommunication facilities and regulations may have a significant effect on Scicom MSC's market and the achievement of the consolidated profit forecast.

2 Listing Scheme

The Listing Scheme is as follows:

- (i) the public issue of 32,600,000 new ordinary shares of RM0.10 each at an issue price of RM0.60 per ordinary share to the public, selected investors, eligible Directors, employees and business associates of Scicom Group raising proceeds of RM19,560,000;
- (ii) the listing of and quotation for the entire enlarged issued and paid up share capital comprising 128,000,000 ordinary shares of RM0.10 each on the MESDAQ Market of the Bursa Securities; and
- (iii) the proposed implementation of an employee share option scheme ("ESOS") including up to 10% of Scicom MSC's issued and paid-up share capital at any time during the existence of the ESOS, to be issued pursuant to the options to be granted under the ESOS to eligible Directors and employees of the Scicom Group.

3 Principal bases and assumptions

The consolidated profit forecast of Scicom Group for the financial year ending 30 June 2006 has been prepared based on the Directors' assessment of the present economic and operating conditions, and a number of best estimate assumptions regarding future events and actions which, at the date the forecast was prepared, the Directors expect to take place. These future events may or may not take place. The principal assumptions are set out below and the risk factors which may impact their achievement are set out in Section 3 of the Prospectus.

A forecast, by its very nature, is subject to business, economic and competitive uncertainties and unexpected events, many of which may be outside the control of Scicom MSC and its Directors, and assumptions with respect to future business decisions, which are subject to change. Also, events and circumstances often do not occur as anticipated, and therefore actual results are likely to differ from the forecast, and the differences may be material.

13. REPORTING ACCOUNTANTS' LETTERS AND REPORT (Cont'd)

SCICOM (MSC) BERHAD

CONSOLIDATED PROFIT FORECAST FOR THE FINANCIAL YEAR ENDING 30 JUNE 2006 TOGETHER WITH THE ASSUMPTIONS THEREON (CONTINUED)

3 Principal bases and assumptions (Continued)

The consolidated profit forecast has been prepared based on the following principal bases and assumptions and is presented on a basis consistent with the accounting policies adopted by the Scicom Group:

General Assumptions

- 3.1 There will be no significant change to the existing Scicom Group structure and principal activities and services offered by the Scicom Group.
- 3.2 There will be no significant change in the prevailing economic and political conditions in Malaysia, India and elsewhere that will materially affect the activities or performance of the Scicom Group.
- 3.3 There will be no material change in the present local and foreign government regulations and legislation, rates and basis of duties, levies, taxes and tax incentives which may materially affect the activities or performance of the Scicom Group. There will be no removal, suspension or reduction in the tax incentives currently enjoyed by the Scicom Group.
- 3.4 There will be no major industrial disputes or any other abnormal factors, which may materially affect the activities or performance of the Scicom Group.
- 3.5 There will be no significant change in existing strategic and operating policies as well as composition of existing key management personnel of the Scicom Group, which will materially affect the activities or performance of the Scicom Group.
- 3.6 There will be no significant change in the accounting policies adopted by the Scicom Group in its consolidated financial statements for the financial year ended 30 June 2005.
- 3.7 There will be no barriers, regulations or other forms of trade barriers that will prevent or materially affect the Scicom Group's ability to service customers within Asia Pacific, India and Europe.
- 3.8 There will be no major disruption of the Scicom Group's operations in its contact centres, computers, telecommunication equipment, software systems and telecommunications facilities nor will there be any other abnormal factors or deterioration in the telecommunications network quality, which will materially affect the operations of the Scicom Group.
- 3.9 There will be no unusual events or transactions that will materially affect the operations and results of the Scicom Group and its subsidiary companies.

Inflation Assumption

- 3.10 Inflation rate will remain at the present level.

13. REPORTING ACCOUNTANTS' LETTERS AND REPORT (Cont'd)

SCICOM (MSC) BERHAD

CONSOLIDATED PROFIT FORECAST FOR THE FINANCIAL YEAR ENDING 30 JUNE 2006 TOGETHER WITH THE ASSUMPTIONS THEREON (CONTINUED)

3 Principal bases and assumptions (Continued)

Foreign Currency Exchange Rate Assumption

- 3.11 There will be no significant fluctuation in exchange rates of foreign currencies from prevailing rates against Ringgit Malaysia. The principal exchange rates used in the translation of foreign currency amounts are as follows:

<u>Foreign currency</u>	<u>RM</u>
United States Dollar	3.7758
Pound Sterling	6.86
100 Indian Rupees	8.86

Revenue Assumptions

- 3.12 There will be no significant change in customer demand, selling prices and services from those assumed in the forecast.
- 3.13 There will be no significant change in revenue per head count, revenue per call answered and call volume from those assumed in the forecast.
- 3.14 Existing contracts with customers that will expire during the forecast year will be renewed as expected.
- 3.15 Gross revenue from new customers for which contracts have yet to be entered into, amounting to approximately RM14.7 million, is expected to be acquired during the forecast year. The gross revenue is based on the forecasted number of customers, volume and rates as detailed in 3.13.

The Scicom Group will be able to secure their new business volume as expected and there will be no delays in the roll-out of services from those assumed in the forecast.

Operating Expenses Assumptions

- 3.16 There will be no significant change in labour costs, administration and overhead expenses other than those already assumed.
- 3.17 The Scicom Group will have adequate manpower resources to support its forecasted growth in business. The employees will be adequately trained and there will be no deterioration in the service quality of its employees which will materially affect the operations of the Scicom Group.
- 3.18 Existing trading relationships with major service providers will be maintained and expanded accordingly. There will be no limitation or delay in the provision of services that will significantly affect the activities or performance of the Scicom Group.

13. REPORTING ACCOUNTANTS' LETTERS AND REPORT (Cont'd)

SCICOM (MSC) BERHAD

CONSOLIDATED PROFIT FORECAST FOR THE FINANCIAL YEAR ENDING 30 JUNE 2006 TOGETHER WITH THE ASSUMPTIONS THEREON (CONTINUED)

3 Principal bases and assumptions (Continued)

3.19 All purchases procured and contracts and agreements entered into, will be based on terms and conditions, as assumed in the forecast.

Borrowing Assumption

3.20 Existing financing facilities will continue to be made available to the Scicom Group at interest rates presently prevailing. The Scicom Group will also be able to obtain additional financing facilities as and when required at interest rates approximating those currently available to the Scicom Group.

Capital Expenditure Assumption

3.21 Capital expenditure will be incurred as planned and there will be no significant changes to the acquisition price of new assets other than forecasted and there will be no significant disposal of plant and equipment which gives rise to significant profit or loss on disposal.

Contingent Liability Assumption

3.22 The Scicom Group will not be engaged in any material litigation and there will be no legal proceedings against the Scicom Group which will materially affect the activities or performance of the Scicom Group or give rise to any contingent liabilities which will materially affect the position or business of the Scicom Group.

Utilisation of Proceeds

3.23 The gross proceeds from the public issue of 32,600,000 new ordinary shares of RM0.10 each at an issue price of RM0.60 per ordinary share amounting to RM19,560,000 will be received on October 2005 and utilised within 24 months from the date of listing as follows:

	RM'000
Estimated share issue expenses	1,500
Working capital	13,060
Capital expenditure	5,000
	19,560
	19,560