

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

### 5.1 PROMOTERS

#### 5.1.1 Particulars and Shareholdings

Details of the promoters of the Group and their shareholdings in SCAN Associates before and after the Public Issue are as follows: -

Promoters	Place of Incorporation/ Nationality	Before the Public Issue				After the Public Issue			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)
Aminuddin Baki @ Sabtu bin Esa	Malaysian	#53,311,700	35.66	-	-	53,311,700	26.66	-	-
Dato' Dr. Norbik Bashah bin Idris	Malaysian	38,378,060	25.67	-	-	38,378,060	19.19	-	-
Chong Sau Wei	Malaysian	3,488,910	2.33	-	-	3,488,910	1.74	-	-
Chong Siew Kok	Malaysian	3,488,910	2.33	-	-	3,488,910	1.74	-	-
Md. Nazri bin Ahmad	Malaysian	3,488,910	2.33	-	-	3,488,910	1.74	-	-
Norzakimi bin Zahari	Malaysian	3,488,910	2.33	-	-	3,488,910	1.74	-	-
Shaharil bin Abdul Malek	Malaysian	3,488,910	2.33	-	-	3,488,910	1.74	-	-
Ramli bin Jaafar	Malaysian	3,488,910	2.33	-	-	3,488,910	1.74	-	-
Nik Khairul bin Raja Abdullah	Malaysian	3,488,910	2.33	-	-	3,488,910	1.74	-	-
Nor Ramzani bin Abd Rahim	Malaysian	3,488,910	2.33	-	-	3,488,910	1.74	-	-
CAV	Malaysia	29,898,960	20.00	-	-	29,898,960	14.95	-	-

Note:

# Pursuant to the Call Option Agreement between CAV and Aminuddin Baki @ Sabtu bin Esa, Aminuddin Baki @ Sabtu bin Esa will own up to 26.7% of the enlarged share capital of SCAN Associates

#### 5.1.2 Profiles of Promoters

The profiles of Aminuddin Baki @ Sabtu bin Esa and Dato' Dr. Norbik Bashah bin Idris who are the Directors of SCAN Associates are set out in Section 5.3.2 of this Prospectus.

**Chong Sau Wei**, aged 32, is a co-founder and Project Manager in SCAN Associates. He holds a Bachelor's Degree in Computer Science and has been with the company since its incorporation in Sept 2000. He developed his core skills in systems and network security assessment and implementation in various platforms such as Windows NT, Windows 2000, Linux and Solaris since establishing the company, working with various clients in assessing, advising and securing their ICT infrastructure and information assets.

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

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In his initial role as a Security Consultant in SCAN he was involved in various penetration testing and network security assessment and implementation projects. He has also conducted training programs for various groups of professionals in the area of security and administration for Windows and Unix platform. He has also carried out incident response services, fundamental forensic analysis, evaluation and assessment of security products, technical due diligence, as well as conducting awareness talk to various government agencies, law enforcement and government related agencies in Malaysia.

His significant role and responsibilities in the company for the past 3 years has been the successful planning, development, implementation and operations of a MSS solution for a major federal Government client. In his primary role as Project Manager leading the development of the infrastructure and software systems, he has gained much hands-on experience in conceptualizing, architecting, designing, implementing, testing and deploying the comprehensive MSS solution covering the entire country including Sabah and Sarawak.

He is also a Certified Information System Security Professional (CISSP) that is currently continuing to lead the dedicated and experienced software development team in supporting the client and further enhancing the solution in the future.

**Chong Siew Kok**, aged 31, is a co-founder and Managing Consultant, Technical Security Services. He obtained a Diploma in Electrical Engineering from UTM in 1995. In 1998, he graduated from UTM with Bachelor of Science Degree in Computer Science.

His career started in 1999 as Security Consultant with SCAN Associates Sdn Bhd where he was responsible for penetration testing. In 2003, he was the Software Architect for the company and his responsibilities include the design of a large Intrusion Detection Setup.

Currently, he has been appointed as Managing Consultant, and his main responsibility is in internal security and management of consultants that are involved directly in consulting services such as Security Posture Assessment, Incident Response Handling, e-Forensic, Security, Training and Managed Security Services.

**Md. Nazri bin Ahmad**, aged 32, is a co-founder and the Head of Managed Security Services in SCAN Associates. He holds a degree in Computer Science from UTM with core skills in Internet Security in Linux Environment.

He has carried research involving designing intelligent security auditing trail and reporting system on UNIX platform. He has extensive experience in various ICT Security aspects, such as network monitoring, host integrity, operating systems security, firewall, virtual private network, intrusion detection, auditing and public key infrastructure. He has carried out security consultancies and incident response services to various government agencies and was also involved in security consultancies work for various private sector.

His current responsibilities include servicing clients and carry out research for technical improvement of the MSS. He also conducts security training for various government bodies and agencies. Nazri is a Certified Information System Security Professional (CISSP).

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

**Norzakimi bin Zahari**, aged 32, is a co-founder and the Assistant Manager of Information Risk and Advisory Services in SCAN Associates. He holds a degree in Computer Science (Security) from Universiti Teknologi Malaysia.

His focus is particularly on the people and management side of information security, where he is involved in risk management, risk assessment and IT security policy development, often as a team leader. Clients that have benefited from his consultation work range from government agencies to financial institutions.

As an educator, he has enlightened many with training sessions on risk management and risk assessment. Indirectly, he has mentored several personnel of his clients through his willingness to share his expertise and involve them every part of his work. His reach has been made much further through the numerous advisories, policies, roadmaps and frameworks that he has contributed to, and especially his work on the Malaysian Public Sector ICT Risk Assessment Methodology (MyRAM).

A Certified Information System Security Professional (CISSP) and a BS7799 lead auditor, Norzakimi is well versed on the CRAMM risk assessment methodology, OCTAVE and CoBIT.

**Shaharil bin Abdul Malek**, aged 34, is a co-founder and the Principal Consultant, Technology of the SCAN Group of Companies. He is also the Chief Security Officer for the SCAN Group of Companies.

He graduated from UTM with Diploma in Computer Science in 1993. In 1995, he obtained a Bachelor of Science Degree in Computer Science from UTM.

In year 2004, he achieved the Certified Information System Security Professional (CISSP) certification from International Information Systems Security Certification Consortium (ISC2). In year 2005, he's also certified as GIAC Security Essentials Certification (GSEC) under SANS (System Administration, Audit, Network, Security) Institute. Currently he sits as Advisory Board Members for SANS Institute. ISC2 and SANS Institute, both located in USA, are the two foremost internationally recognised organisations for ICT security. He also is a member for International Standard Organisation (ISO) Working Group on Requirements, Security Services and Guidelines under Sirim Berhad.

His career started in 1995 where he worked as an Analyst Programmer with Mobikom Sdn Bhd. In 1996, he joined Telekom Malaysia Berhad as Assistant Manager where he was responsible for network and system design and implementation for a few mega project such as Multimedia University in Cyberjaya.

In 1998, he was Network Security Consultant with Malaysian Computer Emergency Response Team (MyCERT) under MIMOS Berhad in charge of Incident Response Handling for Malaysia internet domain. He is also part of MIMOS Consulting Group (MCG) that provides IT Security Consulting services such as penetration test and E-Forensics.

As Principal Consultant, he assisted the Technical Director on the day-to-day technical operation of SCAN Group and is responsible for the management of SCAN Associates' Technical Division. As the Chief Security Officer, he is responsible to ensure the security of the company ICT infrastructure and enforcing the security policy.

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

He was appointed Director of SCAN Consulting Services Sdn Bhd in 2002 and as an alternate director of SCAN Associates to Dato' Dr. Norbik Bashah bin Idris in 2006.

**Ramli bin Jaafar**, aged 31, is a co-founder of SCAN Associates and an Assistant Manager in SCAN Associates. He holds a degree in Computer Science (Security) and his core skills are in vulnerabilities testing, penetration analysis, UNIX and Windows NT security informally.

As a former Computer Security Researcher in the Malaysian Computer Emergency Response Team (MyCERT), he was responsible then, of handling incident response for computer domain in Malaysia and evaluation of security products. He is also involved in various project in implementing network security and conduct penetration test. He was also a member of the MIMOS Consulting Group.

He is currently involved in a few government security project and conducting training and awareness talk to group of academicians and professionals and such as the law enforcement, military, government agencies and the universities.

His expertise encompasses of carrying out formal security assessments for various corporate clients as well as conducting computer security training. He is currently assigned as a Security Expert in the Government MSS project.

**Nik Khairul bin Raja Abdullah**, aged 33, is a co-founder and the Managing Consultant of Solution Development of the SCAN Group of Companies. He graduated from UTM with Diploma of Science in Computer Science in 1994. In 1997, he obtained a Bachelor of Science Degree from UTM. In 1999, he obtained a Masters of Science Degree in Computer Science (by research) from University Teknologi Malaysia.

His career started in 1999 as a Lecturer and Software Consultant for the Centre for Advanced Software Engineering (CASE), UTM. He was responsible for providing consultancy to the IT Industry in the areas of software development and software engineering methodology, and is an instructor for the software engineering courses to the IT Software Industry.

As a Managing Consultant at SCAN Associates, he is responsible for application security assessment, and oversees the consultant team for performing security risk management. He is also responsible for conceptualizing, designing and implementing security solutions related to cryptography development projects and leads the software engineer team to develop enterprise PKI solutions, enterprise encryption suite and customized cryptography applications. Currently, he is the Manager of the Solutions Development department where he manages 10 Software Engineers. He is also responsible for projects related to cryptography, development of the TRUSTMatrix® BE products, MATRIXNet PKI products, and Research and Development on applied cryptography solutions.

**Nor Ramzani bin Abd Rahim**, aged 32, a co-founder and an assistant manager in SCAN Associates, has vast experience in various types of real-time network monitoring system. He has involved in developing Network Fault Management System (NFMS), to monitor fault alarm from Telekom switching equipment through out Malaysia.

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

A Degree holder in Computer Science (Security), his core skills is in developing a real-time network monitoring system within LAN environment. Since then, he has conducted numerous security training such as Basic ICT Security, Windows - Security Administration and Auditing, Incident Handling and E-Forensic and Basic Penetration Testing. He also authored an article: Real-Time Network Monitoring System within LAN Environment.

In SCAN Associates he has been involved as a team member in Security Posture Assessment and various Security Consulting Services for government agencies. He has been involved with network security audit, vulnerabilities testing, penetration testing, UNIX and Windows security since 1997. He is one of the consultants for Government Computer Emergency Response Team (GCERT) for the past 4 years involving in handling various type of security incident in government agencies.

Ramzani was previously in charge of Security Training Program for the Company which delivers the training requirement of all projects delivered by the Company. He has also developed and has been teaching courses for government and private sectors in incident response, hacking, network and system security. Ramzani is Certified Information System Security Professional (CISSP). He is currently the Assistant Manager for Technical Security Services.

### Commerce Asset Ventures Sdn Bhd

#### (i) Background Information

CAV, a wholly-owned subsidiary of BCHB, was incorporated in Malaysia under the Companies Act, 1965 on 16 January 1995 as a private limited company under the name of Commerce Asset Managers Sdn Bhd. It changed its name to its present name on 13 June 1997. The principal activities of CAV are provision of equity and mezzanine capital to viable, innovative, high growth and emerging companies.

The authorised share capital of CAV is RM15,000,000 divided into 4,000,000 ordinary shares of RM1.00 each and 110,000,000 Preference Shares of RM0.10 each of which 500,000 ordinary shares of RM1.00 each and 67,000,000 Preference Shares Series A and 33,000,000 Preference Shares Series B of RM0.10 each have been issued and fully paid-up.

#### (ii) Directors and Substantial Shareholders

The particulars of CAV's Directors and their respective shareholdings in the company as at 31 July 2006, being the latest practicable date prior to the issuance of this Prospectus, are set out below: -

Name	Designation	No. of Ordinary Shares Held in CAV			
		Direct	(%)	Indirect	(%)
<b>Directors</b>					
Jamil Hajar bin Abdul Muttalib	Director	-	-	-	-
Dato' Dr Mohamad Zawawi Ismail	Director	-	-	-	-

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

Name	Designation	No. of Ordinary Shares Held in CAV			
		Direct	(%)	Indirect	(%)
Dato' Azizan bin Abd Rahman	Director	-	-	-	-
Dato' Cheong Keap Thai @ Cheong Keap Tai	Director	-	-	-	-
Raja Shamsul Kamal bin Raja Shahrizzaman	Director	-	-	-	-
<b>Substantial Shareholders</b>					
BCHB	-	500,000	100.00	-	-
EPF	-	-	-	* 500,000	100.00
Khazanah	-	-	-	* 500,000	100.00

Note:-

\* By virtue of its substantial shareholdings in BCHB.

## 5.2 SUBSTANTIAL SHAREHOLDERS

### 5.2.1 Particulars and Shareholdings

The details of the substantial shareholders of the Group and their shareholdings in SCAN Associates before and after the Public issue are as follows: -

Substantial shareholders	Before the Public Issue				After the Public Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)
Aminuddin Baki @ Sabtu bin Esa	#53,311,700	35.66	-	-	53,311,700	26.66	-	-
Dato' Dr. Norbik Bashah bin Idris	38,378,060	25.67	-	-	38,378,060	19.19	-	-
CAV	29,898,960	20.00	-	-	29,898,960	14.95	-	-
BCHB	-	-	<sup>(1)</sup> 29,898,960	20.00	-	-	<sup>(1)</sup> 29,898,960	14.95
EPF	-	-	<sup>(2)</sup> 29,898,960	20.00	-	-	<sup>(2)</sup> 29,898,960	14.95
Khazanah	-	-	<sup>(2)</sup> 29,898,960	20.00	-	-	<sup>(2)</sup> 29,898,960	14.95

Notes: -

# Pursuant to the Call Option Agreement between CAV and Aminuddin Baki @ Sabtu bin Esa, Aminuddin Baki @ Sabtu bin Esa will own up to 26.7% of the enlarged share capital of SCAN Associates

(1) Deemed interested pursuant to Section 6A of the Act by virtue of its substantial shareholding in CAV, which in turn has a substantial shareholding in SCAN Associates.

(2) Deemed interested pursuant to Section 6A of the Act by virtue of their substantial shareholdings in BCHB, which in turn has a substantial shareholding in CAV.

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

### 5.2.2 Profiles of Substantial Shareholders

The profiles of CAV (the Promoter of SCAN Associates) are set out in Section 5.1.2 of this Prospectus and the profiles of Aminuddin Baki @ Sabtu bin Esa and Dato' Dr. Norbik Bashah bin Idris (Directors of SCAN Associates) are set out in Section 5.3.2 in this Prospectus.

#### Bumiputra-Commerce Holdings Berhad

BCHB started in 1924 as a family bank in Kuching, Sarawak. On 24 December 1956, it was incorporated as Bian Chiang Bank Limited in Malaysia under the Sarawak Ordinance No. 38 of 1956. In 1979, its head office was transferred from Kuching to Kuala Lumpur and its name changed to Bank of Commerce Berhad ("BOC"). BOC was listed on the Main Board of Bursa Securities on 3 November 1987.

In 1991, the composite scheme of merger between BOC and United Asia Bank Berhad ("UAB") was successfully completed. With effect from 30 June 1991, the commercial banking businesses of BOC was transferred to UAB, which later changed its name to Bank of Commerce (M) Berhad. On 10 October 1991, BOC's name was changed to Commerce Asset-Holding Berhad and on 13 October 2005, it's name was changed to its present name, Bumiputra-Commerce Holdings Berhad. The main activity of the company is an investment holding company.

Details of the directors and substantial shareholders of BCHB and their respective shareholdings in BCHB as of 15 July 2006, (being the latest practicable date prior to the issuance of this Prospectus), are as follows:

Name	Place of Incorporation/ Nationality	No. of Ordinary Shares Held			
		Direct	%	Indirect	%
<b>Directors</b>					
Tan Sri Dato' Mohd Desa Pachi	Malaysian	-	-	-	-
Tan Sri Datuk Asmat Kamaludin	Malaysian	28,646	^	29,821	^
Dato' Anwar Aji	Malaysian	-	-	-	-
Mohd Salleh Mahmud	Malaysian	-	-	-	-
Dr. Roslan A. Ghaffar	Malaysian	-	-	-	-
Izlan Izhah	Malaysian	-	-	-	-
Mohd Shukri Hussin	Malaysian	121	^	-	-
Dato' Mohamed Nazir Razak	Malaysian	12,958,872	0.41	**19,644,389	0.62
<b>Substantial Shareholders</b>					
Khazanah	Malaysia	<sup>(1)</sup> 660,808,872	20.95	-	-
EPF	Malaysia	<sup>(2)</sup> 539,758,942	17.11	-	-

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

Notes:

- ^ Negligible
- \* 5,000 held under Riad Asmat (son), 12,546 under Dr Atasha Asmat (daughter), 7,729 under Sarah Asmat (daughter) and 4,546 under Ziad Asmat (son)
- \*\* Registered under Cimsec Nominees (Tempatan) Sdn Bhd (for CIMB CEO Share Scheme)
- (1) 640,808,872 BCHB shares are held directly, 20,000,000 BCHB shares are held under CIMSEC Nominees
- (2) 532,926,886 BCHB shares are held directly and the remaining 4,832,056 BCHB shares are held through nominees companies

### Employees Provident Fund Board

The Board established under the Employees Provident Fund Ordinance, 1951 which was later amended to the Employees Provident Fund Act, 1991 is the trustee of the Employees Provident Fund which is a defined contribution scheme. The principal activities of the Board are to receive and to collect contributions, to meet all withdrawals of savings and other benefits to members or their beneficiaries upon satisfaction of any condition for withdrawals and to invest its monies for the benefit of its members. Their principal members are the private and non-pensionable public sector employees.

### Khazanah Nasional Berhad

Khazanah Nasional Berhad was incorporated in Malaysia under the Companies Act as Kumpulan Khazanah Nasional Berhad on 3 September 1993 as a public limited company. It subsequently changed its name to Khazanah Holdings Berhad on 28 July 1994. It adopted its present name on 4 October 1994. The principal activity of Khazanah is that of investment holding.

## 5.3 DIRECTORS AND CHIEF EXECUTIVE OFFICER

### 5.3.1 Particulars and Shareholdings

Details of the directors of the Group and their shareholdings in SCAN Associates before and after the Public Issue are as follows: -

Directors	Before the Public Issue				After the Public Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)
Datuk Ir. Mohamed Al Amin bin Abdul Majid	-	-	-	-	<sup>(1)</sup> 125,000	0.06	-	-
Lt. Gen (R) Raja Dato' Abdul Rashid bin Raja Badiozaman	-	-	-	-	<sup>(1)</sup> 125,000	0.06	-	-
Aminuddin Baki @ Sabtu bin Esa	#53,311,700	35.66	-	-	53,311,700	26.66	-	-
Dato' Dr. Norbik Bashah bin Idris	38,378,060	25.67	-	-	38,378,060	19.19	-	-
Dato' Nasri bin Nasrun	-	-	-	-	-	-	-	-



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

	Before the Public Issue				After the Public Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)
<b>Directors</b>								
Raja Shamsul Kamal bin Raja Shahruzzaman	-	-	-	-	<sup>(1)</sup> 125,000	0.06	-	-
Mohd Jafni bin Mohd Alias	-	-	-	-	<sup>(1)</sup> 125,000	0.06	-	-
Shaharil bin Abdul Malek	3,488,910	2.33	-	-	3,488,910	1.74	-	-

Note: -

# Pursuant to the Call Option Agreement between CAV and Aminuddin Baki @ Sabtu bin Esa, Aminuddin Baki @ Sabtu bin Esa will own up to 26.7% of the enlarged share capital of SCAN Associates

(1) Being their pink form allocation only.

### 5.3.2 Profiles of Directors and Chief Executive Officer

**Datuk Ir. Mohamed Al Amin bin Abdul Majid**, aged 51, is the Chairman and Independent Director of the SCAN Group of Companies. He is qualified with a Diploma in Technology from Oxford College of Further Education and holds a degree in Bachelor of Science in Civil Engineering from the University of Aston, Birmingham, United Kingdom. He is also a professional engineer.

Datuk Ir. Al Amin began his career as a project engineer with the Perak State Development Corporation in 1979. He was made the Executive Director of its subsidiary, Maju Bangun Sdn Bhd two years later. In 1982, he set up his own business and is currently a director of several private companies which are involved in the range of businesses such as construction, investment, distributorship, general trading and project management. Datuk Ir. Al Amin is also the Chairman of the Chemical Industrial Council of Malaysia (CICM) and a Corporate Member of Institute of Engineers Malaysia (MIEM), the Executive Chairman of Country View Berhad and Chairman of Nylex (Malaysia) Berhad.

He is active in the field of politics and voluntary organisations where he has served, amongst others, as Head of Perak UMNO Youth and National UMNO Youth Exco and Secretary of Badminton Association of Malaysia.

**Lt. Gen. (R) Raja Dato' Abdul Rashid Bin Raja Badiozaman**, aged 66, is the Deputy Chairman and Independent Director of the SCAN Group of Companies. Born in Kuala Kangsar, Perak in 1940, he served in the Malaysian Armed Forces for more than 34 years (1961-1995) until his retirement. His last appointment was the Chief of Intelligence Staff, a post he held for more than seven (7) years.

Since his retirement, he has held the appointment as Chairman of one of the oldest public listed companies, The Ayer Molek Rubber Company Berhad from 1995 to date. For the last ten years he has also been Chairman of Desaru Development Corporation Sdn Bhd. He is also a Director on the Board of Directors of Lam Soon Sdn Bhd since late 1995 to date. He is also Executive Chairman of MOCOM Corporation Sdn Bhd, a small trading company. Since 2003, he is also Executive Chairman of Realm Energy Sdn Bhd, a company dealing with Power Line Communications.

For his services to the nation, Lt. Gen. (R) Raja Dato' Abdul Rashid has been conferred the PSAT (Panglima Setia Angkatan Tentera), DPTS (Darjah Panglima Taming Sari), DPKK (Datuk Paduka Kesatria Mahkota Kelantan) and JMN (Johan Mangku Negara).

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

He is a graduate of Lancaster University, United Kingdom with a masters degree in International Relations and Strategic Studies. He writes on security issues occasionally in the media and comments on similar topics on TV. On selective basis, he has been invited as a guest lecturer in the Malaysian Police College and the International Islamic University.

**Aminuddin Baki @ Sabtu bin Esa**, aged 39, has been appointed as Chief Executive Officer and Executive Director of SCAN in 2004 after he completed a Management Buy-In exercise with the assistance from Commerce Asset Ventures. Before he was appointed as CEO, Aminuddin was the Executive Director of the Company responsible in managing its operations. Aminuddin obtained his early secondary and high school educations in Malaysia before pursuing his education in Accountancy & Finance in London.

Prior to his appointment in SCAN, Aminuddin has been involved and served in various strategic initiatives at National level such as the Open Source Initiative for the Malaysian Public Sector, MSC Telehealth Flagship and also served in one of the subsidiaries of National car maker, Perusahaan Otomobil Nasional Berhad ("PROTON").

Aminuddin started his career as an auditor with a local medium size firm in 1992 before moving onto ICT Consultancy specialising in Systems Implementation & Integration in 1994. In the beginning of his consultancy tenure, he worked in various assignments especially with the DRB-HICOM Group and was instrumental in the implementation of the SAP R/3 Solution in the Group since 1997. As Senior Manager of Information Technology then, he was personally responsible in managing the implementation of the same solution throughout Usahasama Proton-DRB Sdn Bhd (USPD) (currently known as Proton Edar Sdn Bhd) involving more than 60 offices, sales & service branches in the Country. In 1999, whilst in USPD, Aminuddin was chosen by SAP to share the success story of USPD's SAP R/3 implementation in the SAP Conference for Asia that year.

In early 2001, Aminuddin decided to leave Proton Edar and served as Project Director for the MSC Telehealth Flagship, working closely with the Multimedia Development Corporation and Ministry of Health. He was responsible in managing the implementation of the Telehealth Flagship to 3 Hospitals including Kuala Lumpur General Hospital and 27 Health Clinics in Selangor, Negeri Sembilan & the Federal Territory. Upon completion of Phase 1 of the Telehealth Flagship Project, Aminuddin moved to SCAN and worked as an external business consultant for the Company beginning July 2003 and also for the Open Source Initiative Project. As consultant, Aminuddin was instrumental in streamlining the business processes and the operation of SCAN. Having won the heart of the management & employees of SCAN, he then crafted a management buy-in of the Company which was completed in August 2004.

Besides SCAN, Aminuddin also sits as member of the Board of Directors of PT SCAN Nusantara, MSC-Status Profilic Venture Sdn Bhd and few others private limited Companies in Malaysia.

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

**Dato' Dr. Norbik Bashah bin Idris**, aged 47, is the Technical Director and Executive Director of the SCAN Group of Companies. He graduated in 1982 from the University of New South Wales in Australia with Bachelor of Science Degree majoring in Computer Science. Later, he obtained a Masters Degree in Computer Science from the University of Queensland Australia in 1985. He also has a Diploma in Translation from the Dewan Bahasa dan Pustaka which he obtained in 1986. In 1995, he received a Doctorate in Computer Security from the University of Wales in Cardiff, United Kingdom and a Certificate in Software Engineering, Universite' Thales Paris (formerly known as Campus Thomson) in 1996. As a professional, Norbik obtained his certification as a CSSP as early as 1987 from the Computer Systems Security Professional Inc, Rhode Island USA, and more recently, the CISSP (Certification for Information System Security Professional) from ISC2, Florida, USA.

His career started as an academician at UTM in 1983 where he was involved in lecturing and research. In 2000, he was the visiting Lecturer for University of Technology Petronas and University Tenaga Nasional with the responsibility of lecturing ICT Security & Software Engineering. He was Professor and Director in the CASE between 1996 and 2004 where he was responsible for lecturing and research supervision to Masters and PhD students.

He was also an Adjunct Professor at the International Islamic University Malaysia between 2001 and 2002 and was responsible for lecturing and examination of post-graduate thesis.

As one of the founders, he has contributed significantly to the growth and success of the SCAN Group. He has more than 20 years experience in the Information Technology Industry. His main responsibilities are to strategically engineer the SCAN Group of companies to be a leading technology partner and in guiding and enabling its IT endeavours. He is also involved in the overall management and developing the strategic direction of the SCAN Group of companies. He joined SCAN Associates as Technical Director in 2000.

Dato' Dr. Norbik Bashah bin Idris is also an Independent Director and a shareholder and director of SCAN Consulting Services Sdn Bhd.

**Dato' Nasri bin Nasrun**, aged 37, is the co-founder and Non-Executive Non-Independent Director of the SCAN Group of Companies. He graduated with an Advanced Diploma in Accountancy from Universiti Teknologi Mara (UiTM) in Shah Alam in 1992. He is a Chartered Accountant and a Member of the Malaysian Institute of Accountants.

His career started as an Audit Assistant at KPMG Desa Megat & Co in Kuala Lumpur in 1992. In 1996, he joined Schlumberger Technical Services Inc in Dubai, UAE, as a Tax Accountant. He was responsible for financial accounting and regional consolidation. In 1997, he was appointed Finance Manager in Kumpulan Pinang Sdn Bhd, an investment holding company, where he was responsible for group financial accounting. His interest in ICT and technology has led him to endeavour into business by setting up Hijrah Solutions Sdn Bhd in 1997. He later founded SCAN Associates in 2000, and as one of the main founders of the SCAN Group, he has contributed significantly to the success of the SCAN Group. He comes with more than 15 years experience in the Finance and Accounting Industry.

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

He holds several directorships in other companies and is the Executive Chairman of Setegap Ventures Corporation Sdn Bhd and its group of companies. He is also the Independent Non-Executive Director of MOL Access Portal Bhd.

**Raja Shamsul Kamal bin Raja Shahrुzzaman**, aged 45, was appointed to the Board of the Company on 1 October 2005 as a Non-Executive Non-Independent Director. He obtained a Bachelor of Science degree with Honours in Civil Engineering from the University of Newcastle upon Tyne, England.

He joined Shah Alam Properties Sdn Bhd as a project engineer in 1984 to 1987. He left in 1987 to join Bank of Commerce Bhd before leaving as Vice President & Group Head of Corporate Banking Department in 1991 to join Commerce-Asset Holding Berhad. Since joining Commerce-Asset Holding Berhad, he has been in numerous positions including the General Manager & CEO of Commerce Asset Leasing Sdn Bhd (1991 to 1996), General Manager of Commerce Asset Fund Managers Sdn Bhd (1996 to 1997) before assuming his current position as the Executive Director and CEO of CAV.

He is also the Director of Carotech Berhad and Hovid Berhad.

**Mohd Jafni bin Mohd Alias**, aged 40, is the Associate Director of CAV Private Equity Management Sdn Bhd. He studied Chartered Institute of Management Accountants in the United Kingdom from 1986 to 1991.

His career started in 1989 as Junior Auditor for Bates & Dewell in London, an audit and tax consultancy. He returned to Malaysia and joined Bank Bumiputra Berhad as an Accounts Manager in 1991 where his main responsibilities are in banking and credit matters. In 1994, he was Assistant Manager, Capital Market at Commerce International Merchant Bankers Berhad. His responsibilities were as financial advisor and arranger for the private debt securities and project financing. He later joined CAV in 2000 as Manager, Business Development. He was responsible for business development particularly in fund raising and investment. In 2001, he was also appointed as an Associate for CAV Private Equity Management Sdn Bhd and was later appointed Associate Director. His current responsibilities are in fund and investment management.

He was appointed as an alternate director of SCAN Associates to Raja Shamsul Kamal bin Raja Shahrुzzaman in 2006.

**Shaharil bin Abdul Malek**

The profile of Shaharil bin Abdul Malek, who is also the Alternate Director to Dato' Dr. Norbik Bashah bin Idris, is set out in Section 5.1.1.

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

### 5.3.3 Directors' Remuneration and Benefits

The aggregate remuneration and benefits paid to the Directors and CEO of SCAN Associates for services rendered in all capacities to the Group for the financial year ended 31 December 2005 and the current financial year ending 31 December 2006 are as follows: -

Remuneration Band (RM'000)	Financial Year Ended 31 December 2005		Financial Year Ending 31 December 2006	
	Name of Directors	Number of Directors	Name of Directors	Number of Directors
Up to 50,000	<ul style="list-style-type: none"> <li>• Lt. Gen (R) Raja Dato' Abdul Rashid bin Raja Badiozaman</li> <li>• Raja Shamsul Kamal bin Raja Shahruzzaman</li> <li>• Mohd Jafni bin Mohd Alias</li> </ul>	3	<ul style="list-style-type: none"> <li>• Lt. Gen (R) Raja Dato' Abdul Rashid bin Raja Badiozaman</li> <li>• Raja Shamsul Kamal bin Raja Shahruzzaman</li> <li>• Mohd Jafni bin Mohd Alias</li> <li>• Datuk Ir. Mohamed Al Amin Abdul Majid</li> <li>• Dato' Nasri bin Nasrun</li> </ul>	5
50,001 – 100,000	<ul style="list-style-type: none"> <li>• Dato' Dr. Norbik Bashah bin Idris</li> </ul>	1	-	-
100,001-150,000 150,001-200,000	<ul style="list-style-type: none"> <li>• Dato' Nasri bin Nasrun</li> </ul>	1	-	-
Above 200,000	<ul style="list-style-type: none"> <li>• Aminuddin Baki @ Sabtu bin Esa</li> </ul>	1	<ul style="list-style-type: none"> <li>• Aminuddin Baki @ Sabtu bin Esa</li> </ul>	1
<b>Total</b>		<b>6</b>		<b>7</b>

### 5.3.4 Directors' Term in Office

Name	Designation	Date of expiration of current office term	Period of service served up to the Latest Practicable Date (Approximately)
Datuk Ir. Mohamed Al Amin bin Abdul Majid	Chairman / Independent Director	In accordance with Article 88 of the Articles of Association	11 months
Lt. Gen. (R) Raja Dato' Abdul Rashid bin Raja Badiozaman	Deputy Chairman / Independent Director	In accordance with Article 88 of the Articles of Association	11 months
Aminuddin Baki @ Sabtu bin Esa	CEO / Executive Director	In accordance with Article 88 of the Articles of Association	1 year and 11 months
Dato' Dr. Norbik Bashah bin Idris	Technical Director / Executive Director	In accordance with Article 88 of the Articles of Association	5 years and 11 months
Dato' Nasri bin Nasrun	Non-Executive Non-Independent Director	In accordance with Article 88 of the Articles of Association	5 years and 11 months

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

Name	Designation	Date of expiration of current office term	Period of service served up to the Latest Practicable Date (Approximately)
Raja Shamsul Kamal bin Raja Shahruzzaman	Non-Executive Non-Independent Director	In accordance with Article 88 of the Articles of Association	1 year and 11 months
Mohd Jafni bin Mohd Alias	Alternate Director to Raja Shamsul Kamal bin Raja Shahruzzaman	In accordance with Article 108 of the Articles of Association	2 months
Shaharil bin Abdul Malek	Alternate Director to Dato' Dr. Norbik Bashah bin Idris	In accordance with Article 108 of the Articles of Association	2 months

**Note:-**

The following Articles are applicable to the Directors' Term in office provided that there is no change in the directorship from the date of issue of prospectus to the next Annual General Meeting.

**Article 81**

The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

**Article 88**

At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3) then the number nearest one-third (1/3) shall retire from office, and an election of Directors shall take place PROVIDED ALWAYS that each Director shall retire once in every three (3) years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting whether adjourned or not.

**Article 89**

The Directors to retire shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall, in the absence of agreement be selected from among them by lot. A retiring Director shall be eligible for re-election, and shall act as a Director throughout the meeting at which he retires.

**Article 108**

Any Director may by writing under his hand or under the hand of his agent, duly authorised in writing appoint any person (who shall be subject to the approval of a majority of the other Directors of the Company) to be an alternate Director and every such alternate Director, shall be entitled to receive notices of all meetings of the Directors to attend and vote at all such meetings at which the Director appointing him is not personally present, and shall have and exercise all the powers, duties and authorities, as a Director, or his appointor in his absence. Provided always that a Director or his agent duly authorised may at any time by writing under his hand revoke the appointment of any alternate Director appointed by him or his agent duly authorised, and appoint another person approved as aforesaid in his place as such Director or his agent may think fit; and if a Director shall die or otherwise cease to hold the office of Director, the appointment of his alternate Director shall thereupon cease and determine. Provided further that no such alternate Director shall be required to hold any share qualification or be entitled to any remuneration from the Company except that any fee paid by the Company to the alternate Director shall be deducted from that Director's remuneration.

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

### 5.4 COMMITTEES

#### Audit Committee

The main functions of the Audit Committee fall within the ambit of the Listing Requirements, which include the review of audit plans and audit reports with the Group's auditors, review of the auditors' evaluation of internal accounting controls and management information systems, review of the scope of internal audit procedures, review of the balance sheet and profit and loss accounts, and nomination of the auditors. The Audit Committee comprises of the following individuals: -

Name	Designation	Directorship
Lt. Gen (R) Raja Dato' Abdul Rashid bin Raja Badiozaman	Chairman of Audit Committee	Independent Director
Datuk Ir. Mohamed Al Amin bin Abdul Majid	Member of Audit Committee	Independent Director
Dato' Nasri bin Nasrun	Member of Audit Committee	Non-Executive Non-Independent Director

#### Remuneration Committee

The Remuneration Committee is principally responsible for developing the remuneration policy for Executive Directors for the Board of Director's approval and to recommend remuneration packages and terms of employment of Executive Directors to the Board of Directors. The Remuneration Committee comprises the following individuals:-

Name	Designation	Directorship
Lt. Gen (R) Raja Dato' Abdul Rashid bin Raja Badiozaman	Chairman of Remuneration Committee	Independent Director
Dato' Dr. Norbik Bashah bin Idris	Member of Remuneration Committee	Executive Director
Raja Shamsul Kamal bin Raja Shahrizzaman	Member of Remuneration Committee	Non-Executive Non-Independent Director

#### Nomination Committee

The Nomination Committee is principally responsible for recommending the candidates for appointment as new Directors and members of board committees to the Board of Directors and assess effectiveness of the board and board committees. The Nomination Committee comprises the following individuals:-

Name	Designation	Directorship
Lt. Gen (R) Raja Dato' Abdul Rashid bin Raja Badiozaman	Chairman of Nomination Committee	Independent Director
Dato' Nasri bin Nasrun	Member of Nomination Committee	Non-Executive Non-Independent Director
Raja Shamsul Kamal bin Raja Shahrizzaman	Member of Nomination Committee	Non-Executive Non-Independent Director

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

### 5.5 KEY MANAGEMENT AND TECHNICAL PERSONNEL

#### 5.5.1 Particulars and Shareholdings of the Key Management and Technical Personnel

Details of the key management and technical personnel of the Group and their shareholdings in SCAN Associates before and after the Public Issue are as follows: -

Key Management and Technical Personnel	Before the Public Issue				After the Public Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	(%)
Aminuddin Baki @ Sabtu bin Esa	#53,311,700	35.66	-	-	53,311,700	26.66	-	-
Dato' Dr. Norbik Bashah bin Idris	38,378,060	25.67	-	-	38,378,060	19.19	-	-
Shaharil bin Abdul Malek	3,488,910	2.33	-	-	3,488,910	1.74	-	-
Khairil Anuar bin Haji Aziz	-	-	-	-	<sup>(1)</sup> 127,386	0.06	-	-
Haji Ramlan bin Rosli	-	-	-	-	<sup>(1)</sup> 334,518	0.17	-	-
Mohamed Faizal bin Kasim @ Abdul Aziz	-	-	-	-	<sup>(1)</sup> 323,202	0.16	-	-
Mohd Abdul Razak bin Abdullah @ Zakaria	-	-	-	-	<sup>(1)</sup> 361,708	0.18	-	-
Nik Khairul bin Raja Abdullah	3,488,910	2.33	-	-	3,488,910	1.74	-	-
Chin Yau Kong	-	-	-	-	<sup>(1)</sup> 323,202	0.16	-	-
Chong Siew Kok	3,488,910	2.33	-	-	3,488,910	1.74	-	-

Note: -

# Pursuant to the Call Option Agreement between CAV and Aminuddin Baki @ Sabtu bin Esa, Aminuddin Baki @ Sabtu bin Esa will own up to 26.7% of the enlarged share capital of SCAN Associates

(1) Being their pink form allocation only.

#### 5.5.2 Profiles of the Key Management and Technical Personnel

The day-to-day management of the Group is headed by Aminuddin Baki @ Sabtu bin Esa, the CEO, and assisted by a team of experienced and dedicated management and technical personnel as set out below: -

The respective profiles of Aminuddin Baki @ Sabtu bin Esa and Dato' Dr. Norbik Bashah bin Idris are disclosed in section 5.3.2 and the profile of Shaharil bin Abdul Malek in Section 5.1.2 of this Prospectus.

The respective profiles of Chong Siew Kok, Nik Khairul bin Raja Abdullah and Shaharil bin Abdul Malek are disclosed in section 5.1.2 of this Prospectus.



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

**Khairil Anuar bin Haji Aziz**, aged 39, a Malaysian is the Director, International Business of Scan Associates Berhad. He graduated with a Bachelor of Business Administration (Honours) Majoring in Marketing Management in 1993 from Coventry University, United Kingdom. He started his career with the England National Health Service (NHS) in Wakefield, Northern England as part of his degree course.

He started his corporate career in Malaysia as Management Trainee with Renong Berhad in 1993. He was posted to several companies in Renong Berhad group of companies namely the Cement Industries of Malaysia Berhad (CIMA), a subsidiary of United Engineers (Malaysia) Berhad, Pemasaran Simen Negara Sdn. Bhd. (PSN) and TIMEDotCom Berhad gaining extensive experience in sales and marketing management in various industries including the Information & Communication Technology (ICT) sector.

He left Renong Berhad in 2000 to join JARING (currently known as Jaring Communications Sdn. Bhd), the then Internet Unit of MIMOS Berhad where he was the Senior Manager / Head of Sales and Channel Management Division. He had a short stint as the General Manager, Marketing at Atlas One Sdn Bhd before joining Multimedia Research Lab Sdn. Bhd. as the Vice President, Government & Enterprise Sales in 2004 and was later promoted to the Chief Executive Officer of Mlabs Systems Berhad (MLABS ) in 2005.

He currently sits on the Board of MLABS and assumed his position as Director, International Business with SCAN Associates in May 2006. He is no longer employed by MLABS and is currently assisting the Directors' Office in the overall overseas sales activities and strategic business development for SCAN Associates.

**Haji Ramlan bin Rosli**, aged 46, is the Project Director and Head of Project Management Division of the SCAN Group of Companies. He graduated in 1983 from Universiti Kebangsaan Malaysia with Bachelor of Science Degree in Mathematics.

He has more than 20 years experience in the Information Technology Industry. His career started in February 1983 as System Analyst with Malaysia Airlines where he was responsible for application development. Later in August 1983 he joined Kwong Yik Bank where he spent 15 years working in various areas of PC application development, branch computerization implementations and finally as Head of IT Operations overseeing the Branch Implementations, Data Centre 24x7 Operations and Help Desk Support. During the merger exercise he was the Y2K Project Manager for RHB Bank and Group of Companies. In 1999, he joined PaduNet Sdn Bhd to project manage a nationwide Immigration Department Office-Automation implementation at all Entry-Exit points. He held several positions throughout the years and was later Head of DMS Operations where he was responsible for desktop management operations. Finally he was made the Head of Corporate Services and was responsible for corporate communications, human resource, administration and training.

He joined SCAN Group in 2004 and his main responsibilities are to oversee and manage all projects undertaken by SCAN Group. He is also responsible to manage project office that house all the Government MSS project team members, managers and management executives.

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

**Mohamed Faizal bin Kasim @ Abdul Aziz**, aged 35, is the Head of Corporate Services and Legal Department of the SCAN Group of Companies. He graduated in 1995 from International Islamic University Malaysia with a Degree in Law.

His career started in 1996 as a Legal Assistant with Messrs Lua & Mansur. He joined BBMB Futures Sdn Bhd in December 1996 as a Legal and Compliance Officer where his main responsibility was to ensure compliance with regulatory regulations. In 1997, he was Company Secretary and Legal Manager at Bumi Armada Berhad and was responsible for secretarial, legal and compliance matters in the company. In 2004, he joined Ingress Fabricators Sdn Bhd as Senior Manager, Legal and Secretarial. He was responsible for all legal and secretarial matters of the company. He joined SCAN Group in March 2005 as Head of Corporate Services where his main responsibilities are on the matter relating to legal, secretarial, compliance and human resources of the Group.

**Mohd Abdul Razak bin Abdullah @ Zakaria**, aged 36, is the Head of Finance & Accounts Division of the SCAN Group of Companies. He graduated in 1994 from the International Islamic University Malaysia with a Bachelor of Accounting (Hons) Degree. He is a Chartered Accountant and is a Member of Malaysian Institute of Accountants since 1998.

His career started as an Audit Assistant with Atarek Kamil & Co in September 1994. In December 1994 he joined Rohas Sdn Bhd, an investment holding company, as an Accounts Executive. He was promoted to Assistant Accountant in August 1997. His responsibilities were to handle secretarial matters of Rohas Group of companies and preparation of monthly accounts of the subsidiaries which business activities involved in manufacturing, property developer, property investment and general trading. In January 1999, he was seconded to its affiliate company, Wisma Perkasa Sdn Bhd and took up the position of Finance Manager.

He was responsible for all financial matters and accounts of the company. He joined Kumpulan Peredar Sdn Bhd, another investment holding company as Finance Manager in February 2001 and was responsible for the Group's financial matters and reviewing of accounts for the Group.

He joined SCAN Associates in September 2001 with the responsibilities of overseeing all financial matters of the Group and reviewing the consolidated financial statements. He has also been appointed as company secretary for its subsidiary.

**Chin Yau Kong**, aged 41, is the Head of Corporate Communication and Public Relations for the SCAN Group of Companies. He graduated from University of Adelaide in South Australia with a Bachelor of Economics Degree in 1989.

His career started in 1989 as an Executive in PricewaterhouseCoopers, Malaysia, where he was responsible for taxation services. In 1991, he joined Asian International Merchant Bankers Berhad as Senior Executive, Corporate Banking. Subsequently, he joined BHLB Asset Management Sdn Bhd as an Assistant Fund Manager in 1995 and was in charge of investment management.

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

In 1997, he was Manager at Sime Merchant Bankers Berhad where he was responsible for business development. In 1999, he was appointed Deputy Vice President at Thong & Kay Hian Securities Sdn Bhd, where he was responsible for institutional sales and marketing. In 2003, he joined TA Securities Holdings Berhad as Vice President and was responsible for business development. As Head of Corporate Communication and Public Relations, he is responsible for all issues pertaining to corporate communications and publicity of the SCAN Group. He joined SCAN Associates in March 2005.

### 5.6 INVOLVEMENT OF EXECUTIVE DIRECTORS / KEY MANAGEMENT/ TECHNICAL PERSONNEL IN OTHER BUSINESSES / CORPORATIONS

Save as disclosed below, none of the Executive Directors or key management is involved in other businesses or corporations:

Name	Businesses/Corporations	Position	Remarks
<b><u>Executive Directors</u></b>			
Aminuddin Baki @ Sabtu bin Esa	GCI MSC Sdn Bhd	Non-Executive Director	Attend board meeting half yearly
	Integrasi Erat Sdn Bhd	Non-Executive Director	Attend board meeting half yearly
	GCI Infosys Solution (M) Sdn Bhd	Non-Executive Director	Attend board meeting half yearly
Dato' Dr. Norbik Bashah bin Idris	SCAN Consulting Services Sdn Bhd	Director	Attend board meeting quarterly
<b><u>Key Management</u></b>			
Khairil Anuar bin Haji Aziz	Mlabs Systems Berhad	Non-Executive Non-Independent Director	Attend board meeting quarterly
Shaharil bin Abdul Malek	SCAN Consulting Services Sdn Bhd	Director	Attend board meeting quarterly

Apart from attending board meetings as mentioned above, Aminuddin Baki @ Sabtu bin Esa, Dato' Dr. Norbik Bashah bin Idris, Khairil Anuar bin Haji Aziz and Shaharil bin Abdul Malek principally spend their time and effort on activities relating to the Group.

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

**5.7 DECLARATION OF PROMOTERS, DIRECTORS AND KEY MANAGEMENT/ TECHNICAL PERSONNEL**

No promoter, director or key management/ technical personnel is or has been involved in any of the following events: -

- (a) a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or key personnel;
- (b) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (c) charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (d) any judgement entered involving a breach of any law or regulatory requirement that relates to the securities or future industries; or
- (e) the subject of any order, judgement or ruling of any court of competent jurisdiction temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

**5.8 FAMILY RELATIONSHIPS**

There is no family relationship (as defined in Section 122A of the Act) or association between the substantial shareholders, promoters, directors, key management or key technical personnel.

**5.9 EXISTING OR PROPOSED SERVICE AGREEMENTS**

Save as disclosed below, none of the other Directors and key management personnel of the Company and its subsidiaries and associated company have any existing or proposed service contracts with the Company and its subsidiaries and or associated company:-

- (a) Service Agreement dated 27 May 2005 between SCAN Associates and Dato' Dr. Norbik Bashah bin Idris, Aminuddin Baki @ Sabtu bin Esa, Chong Siew Kok, Nik Khairul bin Raja Abdullah, Shaharil bin Abdul Malek and other persons named therein, in relation to their respective employments in SCAN Associates, as follows:
  - (i) Dato' Dr. Norbik Bashah bin Idris – Technical Director of the Company;
  - (ii) Aminuddin Baki @ Sabtu bin Esa – Chief Executive Officer;
  - (iii) Chong Siew Kok – Assistant Manager, Technology Division;
  - (iv) Nik Khairul bin Raja Abdullah – Senior Manager, Technology Division; and
  - (v) Shaharil bin Abdul Malek – Senior Manager, Technology Division.

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

The respective employments will commence from 27 May 2005 for a minimum period of three (3) years to be calculated from the Effective Date (if MESDAQ listing occurs on or after 1 April 2006) or the Listing Date (if MESDAQ listing occurs on or before 31 March 2006). Subject to the minimum period of three (3) years above, the respective employments may be terminated by either party by the giving of twelve (12) months' notice in writing to the other or without notice, by the paying of a sum equal to the amount of salary during the term of such required notice. In the event that a written notice had been given, the employment may be terminated by the paying of a sum equal to the amount of salary during the unexpired term of such notice. Other salient terms of the respective employments are contained in the letters of appointment to be issued to each of the employees named therein prior to the signing to this Service Agreement.

(b) Mohd Abdul Razak bin Abdullah @ Zakaria

On 15 September 2001, the Company issued a letter of appointment to Mohd Abdul Razak bin Abdullah @ Zakaria ("Mohd Abdul Razak") in relation to his employment as Finance & Admin Manager of the Company. Some terms of this letter were subsequently amended vide two letters dated 31 March 2003 and 26 October 2004. The salient terms of the employment of Mohd Abdul Razak are as follows:-

- i. the employment of Mohd Abdul Razak will commence on 17 September 2001;
- ii. the scope of the employment of Mohd Abdul Razak includes, amongst others, to review and maintain matters pertaining to the accounting and financial policies of the Company; and
- iii. the employment of Mohd Abdul Razak may be terminated by either party by the giving of two (2) months' notice, or payment of salary in lieu of such notice.

(c) Tuan Hj. Ramlan bin Rosli

On 14 June 2002, the Company issued a letter of appointment to Tuan Hj. Ramlan bin Rosli ("Hj Ramlan") in relation to his employment as Project Director of the Company. Some terms later were subsequently amended vide a letter dated 31 March 2003. The salient terms of the employment of Hj Ramlan are as follows:-

- i. the employment of Hj Ramlan will commence on 8 July 2002;
- ii. the scope of the employment of Hj Ramlan includes, amongst others, to develop and implement the Company's long-term strategy and to take full responsibility in project completion and quality; and
- iii. the employment of Hj Ramlan may be terminated by either party by the giving of two (2) months' notice, or payment of salary in lieu of such notice.

(d) Mohamed Faizal bin Kasim @ Abdul Aziz

On 1 March 2005, the Company issued a letter of appointment to Mohamed Faizal bin Kasim @ Abdul Aziz ("Mohamed Faizal") in relation to his employment as Head of Corporate Services in the Company. The salient terms of this letter are as follows:-

- i. the employment of Mohamed Faizal will commence on 16 March 2005 for two (2) years and subject to renewal for another two (2) years;

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

- ii. the scope of the employment of Mohamed Faizal includes, amongst others, to set up the overall philosophy and strategy of the organization regarding matters and ensuring that all practices, policies and business activities of the Company and the Group fall within the bounds of the Group's legal posture; and
- iii. the employment of Mohamed Faizal may be terminated by either party by the giving of two (2) months' notice, or payment of salary in lieu of such notice.

(e) Chin Yau Kong

On 1 March 2005, the Company issued a letter of appointment to Anthony Chin Yau Kong ("Anthony Chin") in relation to his employment as Head of Corporate Communication and Public Relations in the Company. The salient terms of this letter are as follows:-

- i. the employment of Anthony Chin will commence on 16 March 2005 for two (2) years and subject to renewal for another two (2) years;
- ii. the scope of the employment of Anthony Chin includes, amongst others, being responsible for a range of corporate communication and public relations programmes and initiatives designed to raise and increase corporate visibility and investor relations; and
- iii. the employment of Anthony Chin may be terminated by either party by the giving of two (2) months' notice, or payment of salary in lieu of such notice.

(f) Khairil Anuar bin Haji Aziz

On 14 April 2006, the Company issued a letter of appointment to Khairil Anuar bin Haji Aziz (Khairil Anuar") in relation to his employment as Sales Director of International in the Company. The salient terms of this letter are as follows:-

- i. the employment of Khairil Anuar will commence on 5 May 2006 for two (2) years and subject to renewal for another two (2) years;
- ii. the scope of the employment of Khairil Anuar includes, amongst others, being responsible for a range for planning, developing, managing and monitoring the selling and marketing plans for the Company and its group of companies and their overseas market.; and
- iii. the employment of Khairil Anuar may be terminated by either party by the giving of two (2) months' notice, or payment of salary in lieu of such notice.

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

**5.10 CHANGES IN SHAREHOLDINGS IN THE COMPANY FOR THE PAST THREE (3) YEARS**

The Company was incorporated in 9 September 2000. The significant changes of the promoters' and substantial shareholders' shareholdings in the Company for the past three (3) years preceding 31 July 2006, being the latest practicable date prior to the issuance of the Prospectus, are as follows :-

Name	Balance as at 31.12.02		From 1.1.03 to 31.12.03				From 1.1.04 to 31.12.04				From 1.1.05 to 31.7.06			
	Direct	Indirect	Acquisition	Disposal	Direct	Indirect	Acquisition	Disposal	Direct	Indirect	Acquisition	Disposal	Direct <sup>e</sup>	Indirect
Promoters Aminuddin Baki @ Sabtu bin Esa #	-	-	-	-	-	-	-	-	-	*1,528,031	-	-	53,311,700	-
Dato' Dr. Norbik Bashah bin Idris	1,500,000	-	-	-	1,500,000	-	1,000,000	-	500,000	-	1,000,000 <sup>^</sup>	400,000 <sup>^</sup>	38,378,060	-
Chong Sau Wei	-	-	-	-	-	-	-	-	-	-	100,000 <sup>^</sup>	-	3,488,910	-
Chong Siew Kok	-	-	-	-	-	-	-	-	-	-	100,000 <sup>^</sup>	-	3,488,910	-
Md. Nazri bin Ahmad	-	-	-	-	-	-	-	-	-	-	100,000 <sup>^</sup>	-	3,488,910	-
Norzakimi bin Zahari	-	-	-	-	-	-	-	-	-	-	100,000 <sup>^</sup>	-	3,488,910	-
Shaharil bin Abdul Malek	-	-	-	-	-	-	-	-	-	-	100,000 <sup>^</sup>	-	3,488,910	-
Ramli bin Jaafar	-	-	-	-	-	-	-	-	-	-	100,000 <sup>^</sup>	-	3,488,910	-
Nik Khairul bin Raja Abdullah	-	-	-	-	-	-	-	-	-	-	100,000 <sup>^</sup>	-	3,488,910	-
Nor Ramzani bin Abd Rahim	-	-	-	-	-	-	-	-	-	-	100,000 <sup>^</sup>	-	3,488,910	-
CAV	-	-	-	-	-	-	2,385,000	-	2,385,000	-	-	-	83,210,660	-

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

Name	Balance as at 31.12.02		From 1.1.03 to 31.12.03			From 1.1.04 to 31.12.04			From 1.1.05 to 31.7.06					
	Direct	Indirect	Acquisition	Disposal	Direct	Indirect	Acquisition	Disposal	Direct	Indirect	Acquisition	Disposal	Direct*	Indirect
Substantial Shareholders Aminuddin Baki @ Sabtu bin Esa #	-	-	-	-	-	-	-	-	-	-	-	-	53,311,700	-
Dato' Dr. Norbik Bashah bin Idris	1,500,000	-	-	-	1,500,000	-	-	1,000,000	500,000	-	1,000,000^	400,000^	38,378,060	-
Dato' Nasri bin Nasrun	1,500,000	-	-	-	1,500,000	-	2,285,000	2,385,000	1,400,000	-	-	1,400,000^	-	-
Mayban Venture Capital Company Sdn Bhd	*1,290,000	-	-	5,000 preference shares	1,285,000	-	-	1,285,000	-	-	-	-	-	-
CAV	-	-	-	-	-	-	2,385,000	-	2,385,000	-	-	-	83,210,660	-

Notes: -

- \* Inclusive of 5,000 preference shares  
 @ After Bonus Issue and Rights Issue and subdivision of shares  
 ^ Pursuant to the Service Agreements, the Share Transfer and Supplementary Services Agreements and the Reaffirmation of Intent Agreement, whereby Pursuant to the Call Option Agreement between CAV and Aminuddin Baki @ Sabtu bin Esa  
 # (1) Service Agreements comprise:-  
 (a) Service Agreement dated 10 October 2000 between SCAN and Nor Ramzani bin Abd Rahim;  
 (b) Service Agreement dated 10 October 2000 between SCAN and Nik Khairul bin Raja Abdullah;  
 (c) Service Agreement dated 10 October 2000 between SCAN and Ramli bin Jaafar;  
 (d) Service Agreement dated 10 October 2000 between SCAN and Shahari bin Abdul Malek;  
 (e) Service Agreement dated 10 October 2000 between SCAN and Md. Nazri bin Ahmad;  
 (f) Service Agreement dated 10 October 2000 between SCAN and Norzakimi bin Zahari;  
 (g) Service Agreement dated 10 October 2000 between SCAN and Chong Siew Kok; and  
 (h) Service Agreement dated 10 October 2000 between SCAN and Chong Sau Wai.



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

- (2) Share Transfer and Supplementary Service Agreements comprise:-
- (a) Share Transfer Agreement and Supplementary Services Agreement dated 28 March 2003 between SCAN Associates and Nasri bin Nasrun and Chong Sau Wei;
  - (b) Share Transfer Agreement and Supplementary Services Agreement dated 28 March 2003 between SCAN Associates and Nasri bin Nasrun and Md Nazri bin Ahmad;
  - (c) Share Transfer Agreement and Supplementary Services Agreement dated 28 March 2003 between SCAN Associates and Nasri bin Nasrun and Norzakimi bin Zahari;
  - (d) Share Transfer Agreement and Supplementary Services Agreement dated 28 March 2003 between SCAN Associates and Nasri bin Nasrun and Chong Siew Kok;
  - (e) Share Transfer Agreement and Supplementary Services Agreement dated 28 March 2003 between SCAN Associates and Norbik Bashah bin Idris and Shahani bin Abdul Malek;
  - (f) Share Transfer Agreement and Supplementary Services Agreement dated 28 March 2003 between SCAN Associates and Norbik Bashah bin Idris and Ramli bin Jaafar;
  - (g) Share Transfer Agreement and Supplementary Services Agreement dated 28 March 2003 between SCAN Associates and Norbik Bashah bin Idris and Nik Khairul bin Raja Abdullah; and
  - (h) Share Transfer Agreement and Supplementary Services Agreement dated 28 March 2003 between SCAN Associates and Norbik Bashah bin Idris and Nor Ramzani bin Abd Rahim.
- (3) Reaffirmation of Intent Agreement comprise:-
- (a) Reaffirmation of Intent dated 15 July 2004 between SCAN Associates Sdn Bhd, Nasri bin Nasrun, Dato' Dr. Norbik Bashah bin Idris, Shahani bin Abdul Malek, Ramli bin Jaafar, Nik Khairul bin Raja Abdullah, Nor Ramzani bin Abd Rahim, Chong Sau Wei, Chong Siew Kok, Md Nazri bin Ahmad, and Norzakimi bin Zahari.

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

**5.11 DIRECTORSHIPS AND SUBSTANTIAL SHAREHOLDINGS IN ALL OTHER PUBLIC CORPORATIONS FOR THE PAST TWO YEARS**

The directorships and substantial shareholdings of the promoters, substantial shareholders, directors and Chief Executive Officer in other public corporations for the past two years preceding 31 July 2006, being the latest practicable date prior to the issuance of this Prospectus, are as follows: -

Name	Name of Corporation Involved	Year of Appointment/ (Resignation) to the Board	Substantial Shareholdings (No. of shares held)		Principal Activities
			Direct	Indirect (%)	
<b>Promoters and Substantial Shareholders</b>					
Dato' Bashah bin Idris	Norbik Ingenuity Solutions Berhad	21 October 2003 / (resigned on 27 February 2006)	-	-	Investment holding, consultancy and management services
CAV	Goodyway Integrated Industries Berhad	-	3,044,620	3.81	Manufactures rubber compound products and tire retreading
	Carotech Berhad	-	14,549,512	3.19	Production of palm based pharmaceutical products
	SBBS Konsortium Berhad	-	3,000,000	7.27	Trading, manufacture and sale of moulded and sawn timber and other wood-based products
	NTI International Ltd (Singapore corporation)	-	-	-	Management, design, implementation and integration of components of information systems solutions
	Opensys (M) Bhd	-	3,701,903	1.67	Develops and markets banking machines and enterprise software products
	Tricubes Berhad	-	-	-	Designs and develops hand held computers and software solutions
	Wimems Corporation Berhad	-	-	-	Designs and develops semiconductor products and electronic components

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

Name	Name of Corporation Involved	Year of Appointment/ (Resignation) to the Board	Substantial Shareholdings (No. of shares held)		Principal Activities
			Direct (%)	Indirect (%)	
<b><u>Directors and Chief Executive Officer</u></b>					
Datuk Mohamed Amin bin Abdul Majid	Country View Berhad	1 February 2001	950,000 0.95	-	Property development
	Nylex (Malaysia) Berhad	30 July 2003	-	-	Producer of industrial chemical/ polymer
	Ancorn Berhad	16 June 1997	-	-	Agro-chemical/ shipping/ oil & gas/ IT
	Gabongan Pemborong Bumiputra Perak Berhad	8 January 1988	158,608 8.00	-	Construction (Class A)
	MCIS Zurich Insurance Berhad	1 December 1989	-	-	Insurance provider (general & life)
Dato' Dr. Bashah bin Idris	Notbik Ingenuity Solutions Berhad	21 October 2003 / (resigned on 27 February 2006)	-	-	Investment holding, consultancy and management services
Raja Shamsul bin Shahruzzaman	Kamal Raja Works (KL) Berhad	11 January 2002 (resigned on 30 May 2005)	196,000 0.15	-	Manufacturer of steel bars – standard component of all concrete structures including buildings and infrastructure.
	Goodway Integrated Industries Berhad	20 May 2004 (resigned on 9 May 2005)	149,000 0.19	-	Manufactures rubber compound products and tire retreading
	Carotech Berhad	22 November 2004	-	-	Production of palm based pharmaceutical products
	Hovid Berhad	22 December 2004	-	-	Pharmaceutical manufacturer of high quality and innovative medicinal preparations and health supplements

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

Name	Name of Corporation Involved	Year of Appointment/ (Resignation) to the Board	Substantial Shareholdings (No. of shares held)		Principal Activities
			Direct	Indirect	
Dato' Nasri bin Nasrun	MOL Access Portal Bhd	20 October 2003	50,000	0.10	Specialising in Internet media and e-commerce, leveraging on a network of physical outlets via a cybercafes membership alliance programme that will act as physical media and cash-based payment collection centers for online transactions
Mohd Jafri bin Mohd Alias (Alternate Director to Raja Shamsul Kamal bin Raja Shahrizzaman)	Goodway Integrated Industries Berhad	25 February 2005 (resigned on 9 May 2005)	98,000	0.12	Manufactures rubber compound products and tire retreading
	SBBS Konsortium Berhad	3 February 2001 (resigned on 3 October 2003)	-	-	Trading, manufacture and sale of moulded and sawn timber and other wood-based products.

Note:

Deemed interested by virtue of its 100% shareholdings in Commerce Technology Ventures Berhad

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## 6. APPROVAL AND CONDITIONS

### 6.1 APPROVALS AND CONDITIONS

Bursa Securities had vide its letter dated 22 July 2005 subject to certain conditions, approved in-principle the admission to the Official List of Bursa Securities and the listing and quotation of the entire enlarged issued and paid-up share capital of SCAN Associates of 200,000,000 ordinary Shares on the MESDAQ Market or such variation to the enlarged issued and paid-up share capital as may be imposed by the SC.

The SC and MITI have approved the proposed Listing of SCAN Associates on 10 March 2006 and on 1 September 2005 respectively. No equity conditions were imposed on SCAN Associates under the FIC's Guidelines on the Acquisition of Interests, Mergers and Take-overs by Local and Foreign Interests, in relation to the proposed Listing as the Company has obtained MSC status on 24 December 2002. The details of the conditions imposed by the SC and MITI and their respective status of compliance are set out below:-

Authority	Conditions Imposed	Status of Compliance																																																																					
Bursa Securities  (Admission to the Official List on MESDAQ Market of Bursa Securities and the Proposed Bonus Issue of 8,570,000 New Shares in SCAN Associates)	<p><b>Bursa Securities' letter dated 22 July 2005</b></p> <p>(i) Approval from the SC being obtained and where there are conditions and/or variations imposed by the SC, compliance of the said conditions and/or variations in relation to the issuance and listing of the securities of the Company; and</p> <p>(ii) In the event that SC approval affects or varies the issued and paid-up capital of the Listing and/or in relation to the Bonus Issue, the reserves to be capitalised or the number of shares submitted in the application to Bursa Securities, compliance of the variations with the Listing Requirements of Bursa Securities for the MESDAQ Market, and the submission of certain documents to Bursa Securities</p>	<p>Complied/ to be complied where applicable. As stated above, the SC's approval was obtained via its letter dated 10 March 2006. Please refer to the information set out below for the status of compliance with the conditions imposed by the SC.</p> <p>Not applicable; the SC's approval did not affect the proposed issued and paid-up share capital of SCAN Associates.</p>																																																																					
SC (including approval under the Foreign Investment Committee's Guidelines on the Acquisitions of Interests, Mergers and Takeovers by Local and Foreign Interests)	<p><b>SC's letter dated 10 March 2006</b></p> <p>(i) The promoters of SCAN should adhere to the moratorium conditions on the disposal of SCAN shares as stated in Paragraph 2.10 of the Listing Requirements of Bursa Malaysia for the MESDAQ Market (MMLR). The shareholders of SCAN whose shares are subjected to the moratorium are as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2">Shareholders</th> <th colspan="2">Shareholdings after proposed flotation</th> <th colspan="2">Shareholdings under moratorium</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Aminuddin Baki @ Sabtu bin Esa</td> <td>53,311,700</td> <td>26.66</td> <td>32,094,000</td> <td>16.05</td> </tr> <tr> <td>Dato' Dr. Norbik Bashah bin Idris</td> <td>38,378,060</td> <td>19.19</td> <td>23,103,849</td> <td>11.55</td> </tr> <tr> <td>Chong Sau Wei</td> <td>3,488,910</td> <td>1.74</td> <td>2,100,347</td> <td>1.05</td> </tr> <tr> <td>Chong Siew Kok</td> <td>3,488,910</td> <td>1.74</td> <td>2,100,347</td> <td>1.05</td> </tr> <tr> <td>Md. Nazri bin Ahmad</td> <td>3,488,910</td> <td>1.74</td> <td>2,100,347</td> <td>1.05</td> </tr> <tr> <td>Norzakimi bin Zahari</td> <td>3,488,910</td> <td>1.74</td> <td>2,100,347</td> <td>1.05</td> </tr> <tr> <td>Shaharil bin Abdul Malek</td> <td>3,488,910</td> <td>1.74</td> <td>2,100,347</td> <td>1.05</td> </tr> <tr> <td>Ramli bin Jaafar</td> <td>3,488,910</td> <td>1.74</td> <td>2,100,347</td> <td>1.05</td> </tr> <tr> <td>Nik Khairul bin Raja Abdullah</td> <td>3,488,910</td> <td>1.74</td> <td>2,100,347</td> <td>1.05</td> </tr> <tr> <td>Nor Ramzani bin Abd Rahim</td> <td>3,488,910</td> <td>1.74</td> <td>2,100,347</td> <td>1.05</td> </tr> <tr> <td>Commerce Asset Ventures Sdn Bhd</td> <td>29,898,960</td> <td>14.95</td> <td>17,999,375</td> <td>9.00</td> </tr> <tr> <td><b>Total</b></td> <td><b>149,500,000</b></td> <td><b>74.75</b></td> <td><b>90,000,000</b></td> <td><b>45.00</b></td> </tr> </tbody> </table>	Shareholders	Shareholdings after proposed flotation		Shareholdings under moratorium		No. of Shares	%	No. of Shares	%	Aminuddin Baki @ Sabtu bin Esa	53,311,700	26.66	32,094,000	16.05	Dato' Dr. Norbik Bashah bin Idris	38,378,060	19.19	23,103,849	11.55	Chong Sau Wei	3,488,910	1.74	2,100,347	1.05	Chong Siew Kok	3,488,910	1.74	2,100,347	1.05	Md. Nazri bin Ahmad	3,488,910	1.74	2,100,347	1.05	Norzakimi bin Zahari	3,488,910	1.74	2,100,347	1.05	Shaharil bin Abdul Malek	3,488,910	1.74	2,100,347	1.05	Ramli bin Jaafar	3,488,910	1.74	2,100,347	1.05	Nik Khairul bin Raja Abdullah	3,488,910	1.74	2,100,347	1.05	Nor Ramzani bin Abd Rahim	3,488,910	1.74	2,100,347	1.05	Commerce Asset Ventures Sdn Bhd	29,898,960	14.95	17,999,375	9.00	<b>Total</b>	<b>149,500,000</b>	<b>74.75</b>	<b>90,000,000</b>	<b>45.00</b>	<p>Complied. Please refer to Section 6.2 of this Prospectus.</p>
Shareholders	Shareholdings after proposed flotation		Shareholdings under moratorium																																																																				
	No. of Shares	%	No. of Shares	%																																																																			
Aminuddin Baki @ Sabtu bin Esa	53,311,700	26.66	32,094,000	16.05																																																																			
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**6. APPROVAL AND CONDITIONS (Cont'd)**

Authority	Conditions Imposed	Status of Compliance
	The shareholders and ultimate shareholders of CAV are required to comply with moratorium condition based on paragraph 2.10.4 of the Mesdaq Market Listing Requirements.	Waiver has been sought from the SC and approved on 10 March 2006.
	<p>(ii) With regard to the trade debtors, SCAN is required to:</p> <p>(a) fully disclose the trade debtors position, ageing analysis and comments by its directors on the recoverability of debts exceeding the credit period in its prospectus;</p> <p>(b) Make full provision for all overdue trade debtors (if any), which are in dispute or under legal action, or for amounts, which have been outstanding for more than 6 months (if any). The directors of SCAN should confirm to the SC that this condition has been complied with prior to the issuance of the prospectus; and</p> <p>(c) The directors of SCAN should submit a declaration to the SC that debts exceeding the credit period which have not been provided for as doubtful debts, excluding those under paragraph (b) above, are recoverable;</p> <p>(iii) AmMerchant Bank should submit to the SC the following information upon completion of the placement of public-issue shares:</p> <p>(a) Name of placees/ultimate beneficiaries for nominee companies (if any);</p> <p>(b) Identification card/Passport/Company registration number of the placees;</p> <p>(c) Central Depository System number of the placees;</p> <p>(d) Home/Business address of the placees;</p> <p>(e) Occupation/principal activities of the placees;</p> <p>(f) Date of listing of placement shares;</p> <p>(g) Number of placement shares allocated to each placees;</p> <p>(h) Issue price of the placement shares; and</p> <p>(i) Name of the placement agent;</p> <p>(iv) AmMerchant and SCAN should confirm to the SC that the proceeds from the listing proposal will not be used either directly or indirectly for the payment of dividends by SCAN;</p>	<p>Complied. Please refer to Section 9.3 (iv) of this Prospectus.</p> <p>The Board of Directors of SCAN Associates have confirmed that there are no overdue trade debtors which are in dispute or under legal action.</p> <p>Application has been made to the SC for the waiver to make full provision for any amount outstanding for more than 6 months on 22 August 2006. The waiver application was approved on 29 August 2006 subject to conditions stated below in the SC letter dated 29 August 2006.</p> <p>Complied via the letter dated 10 August 2006 to the SC.</p> <p>To be complied upon completion and full payment of the placement portion.</p> <p>Complied via the letter dated 10 August 2006 to the SC.</p>

## 6. APPROVAL AND CONDITIONS (Cont'd)

Authority	Conditions Imposed	Status of Compliance																																
	<p>(v) Full disclosure should be made in the listing prospectus of SCAN with regard to the following:</p> <p>a. Conflict of interest between SCAN and SCAN Consulting Services Sdn Bhd and the steps taken/to be taken to address the conflict; and</p> <p>b. Dependency of SCAN on Government contracts;</p> <p>(vi) AmMerchant and SCAN should inform the SC upon the completion of the listing proposals;</p> <p>(vii) AmMerchant and SCAN should ensure that all provisions under MMLR are complied with; and</p> <p>(viii) SCAN should obtain other relevant approvals from other authorities if any, with regard to the listing proposals.</p>	<p>Complied. Please refer to Section 3(x) of this prospectus.</p> <p>Complied. Please refer to Section 3(k) of this prospectus.</p> <p>To be complied upon completion.</p> <p>To be complied upon completion.</p> <p>Complied. Approval has been obtained from MITI vide its letter dated 1 September 2005 and approval-in-principle from Bursa Securities vide its letter dated 22 July 2005.</p>																																
<p>SC (under Practice Note 2.9.6 of the Malaysian Code on Takeovers and Mergers 1998 (Takeovers Code))</p>	<p><b>SC's letter dated 13 June 2006</b></p> <p>AmMerchant and Encik Aminuddin are to ensure that the call option is exercised prior to the listing of SCAN i.e. while SCAN remains as an unlisted entity.</p>	<p>To be complied prior to listing.</p>																																
<p>MITI</p>	<p><b>MITI's letter dated 1 September 2005</b></p> <p>SCAN shall obtain the approval from the SC for the listing proposals and compliance with the Guidelines on the Acquisitions of Interests, Mergers and Takeovers by Local and Foreign Interests.</p>	<p>Complied. Approval has been obtained from the SC vide its letter dated 10 March 2006.</p>																																
<p>SC (Revision on utilisation of proceeds)</p>	<p><b>SC's letter dated 19 June 2006</b></p> <p>The approval by the SC for the proposed revision to the plan for the utilization of proceeds raised pursuant to the flotation of SCAN Associates on the MESDAQ Market of Bursa Securities, as contained in the SC's letter dated 19 June 2006, is subject to the following terms:</p> <table border="1" data-bbox="472 1518 1161 1917"> <thead> <tr> <th colspan="2">Previously disclosed utilization schedule</th> <th colspan="2">Revised utilisation schedule</th> </tr> <tr> <th>Utilisation</th> <th>RM'000</th> <th>Utilisation</th> <th>RM'000</th> </tr> </thead> <tbody> <tr> <td>R&amp;D Expenditure</td> <td>13,000</td> <td>R&amp;D Expenditure</td> <td>13,000</td> </tr> <tr> <td>Overseas Project</td> <td>3,500</td> <td>Overseas Project</td> <td>3,500</td> </tr> <tr> <td>Overseas Expansion</td> <td>5,000</td> <td>Overseas Expansion</td> <td>5,000</td> </tr> <tr> <td>Working Capital</td> <td>10,030</td> <td>Working Capital</td> <td>3,970</td> </tr> <tr> <td>Estimated Listing Expenses</td> <td>1,875</td> <td>Estimated Listing Expenses</td> <td>1,875</td> </tr> <tr> <td><b>Total</b></td> <td><b>33,405</b></td> <td><b>Total</b></td> <td><b>27,345</b></td> </tr> </tbody> </table>	Previously disclosed utilization schedule		Revised utilisation schedule		Utilisation	RM'000	Utilisation	RM'000	R&D Expenditure	13,000	R&D Expenditure	13,000	Overseas Project	3,500	Overseas Project	3,500	Overseas Expansion	5,000	Overseas Expansion	5,000	Working Capital	10,030	Working Capital	3,970	Estimated Listing Expenses	1,875	Estimated Listing Expenses	1,875	<b>Total</b>	<b>33,405</b>	<b>Total</b>	<b>27,345</b>	<p>Complied and SCAN Associates shall make necessary disclosure regarding the utilisation of proceeds.</p>
Previously disclosed utilization schedule		Revised utilisation schedule																																
Utilisation	RM'000	Utilisation	RM'000																															
R&D Expenditure	13,000	R&D Expenditure	13,000																															
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**6. APPROVAL AND CONDITIONS (Cont'd)**

<b>Authority</b>	<b>Conditions Imposed</b>	<b>Status of Compliance</b>
<p>SC (Exemption from complying with Prospectus Guidelines)</p> <p>(i) Chapter 9.01(c), (d) and (e),</p> <p>(ii) Chapter 20.01(c)</p>	<p><b>SC's letter dated 10 July 2006</b></p> <p>Approved with no conditions.</p> <p>(Relating to disclosure of information in the prospectus of SCAN regarding Bumiputra-Commerce Holdings Berhad, Kumpulan Wang Simpanan Pekerja and Khazanah Nasional Berhad, who are the main shareholders of SCAN).</p> <p>Approved with no conditions.</p> <p>(Relating to making available for inspection a copy of an agreement between SCAN and the Government of Malaysia dated 20 December 2002).</p>	<p>N/A</p> <p>N/A</p>
<p>SC (Extension of time relating to the flotation on the MESDAQ Market of Bursa Securities)</p>	<p><b>SC's letter dated 19 July 2006</b></p> <p>Approved with no conditions.</p>	<p>N/A</p>
<p>SC (Waiver from making full provision for all overdue trade debtors which have been outstanding for more than 6 months)</p>	<p><b>SC's letter dated 29 August 2006</b></p> <p>(i) SCAN should ensure that the amount owing by trade debtors which have exceeded the 6-month time frame, be fully settled prior to the allotment of shares to the public. In this regard, AmMerchant and the external auditor of SCAN should submit confirmations to the SC that the condition is met before the listing of SCAN;</p> <p>(ii) AmMerchant/SCAN should disclose in the listing prospectus the reasons for not making provision for all overdue trade debtors as at 30 June 2006, which have been outstanding for more than 6 months as well as comments by the directors of SCAN on the recoverability of the outstanding amount; and</p> <p>(iii) In the event that the outstanding amount is not collected prior to the allotment of SCAN shares, SCAN is not allowed to be listed on the MESDAQ Market, Bursa Malaysia.</p>	<p>To be met.</p> <p>Complied, as disclosed in Section 9.3(iv) of this Prospectus.</p> <p>To be met.</p>

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**6. APPROVAL AND CONDITIONS (Cont'd)****6.2 MORATORIUM ON SHARES**

The SC, in accordance with the Listing Requirements for MESDAQ Market, has imposed a moratorium on certain shareholders of SCAN Associates who will not be allowed to sell, transfer or assign their shareholdings amounting to 45% of the enlarged issued and paid-up capital of SCAN Associates for one (1) year from the date of admission of SCAN Associates to the Official List of the MESDAQ Market of the Bursa Securities and thereafter, they are permitted to sell, transfer or otherwise dispose up to a maximum of one third of their respective shareholdings per annum of their respective shareholdings under moratorium on a straight-line basis.

The existing shareholders of SCAN Associates whose shares are subjected to the moratorium is as follows: -

Name of shareholders	No. of Shares held after Public Issue	% of enlarged issued and paid-up capital (%)	No. of Shares held under moratorium	% of enlarged issued and paid-up capital (%)
Aminuddin Baki @ Sabtu bin Esa	53,311,700	26.66	32,094,000	16.05
Dato' Dr. Norbik Bashah bin Idris	38,378,060	19.19	23,103,849	11.55
Chong Sau Wei	3,488,910	1.74	2,100,347	1.05
Chong Siew Kok	3,488,910	1.74	2,100,347	1.05
Md. Nazri bin Ahmad	3,488,910	1.74	2,100,347	1.05
Norzakimi bin Zahari	3,488,910	1.74	2,100,347	1.05
Shaharil bin Abdul Malek	3,488,910	1.74	2,100,347	1.05
Ramli bin Jaafar	3,488,910	1.74	2,100,347	1.05
Nik Khairul bin Raja Abdullah	3,488,910	1.74	2,100,347	1.05
Nor Ramzani bin Abd Rahim	3,488,910	1.74	2,100,347	1.05
CAV	29,898,960	14.95	17,999,375	9.00
	<b>149,500,000</b>	<b>74.75</b>	<b>90,000,000</b>	<b>^45.00</b>

Note:

^ Computed based on enlarged issued and paid-up share capital of 200,000,000 Shares

The restriction, which is fully accepted by the shareholders, is specifically endorsed on the share certificates representing the respective shareholdings of the shareholders whose are under moratorium to ensure that SCAN Associates' registrars do not register any transfer not in compliance with the restriction imposed by the SC. The shareholders have provided an undertaking that they shall not sell, transfer or assign their respective shareholdings under moratorium in accordance with the SC Guidelines.

The shareholders and ultimate shareholders of CAV are exempted from providing the undertaking that they shall not sell, transfer or assign their respective shareholdings in CAV and the ultimate holding company as required under paragraph 2.10.4 of the Mesdaq Market Listing Requirements.

The endorsement affixed on the share certificates is as follows: -

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

**7. RELATED-PARTY TRANSACTIONS/ CONFLICT OF INTEREST****7.1 EXISTING AND PROPOSED RELATED-PARTY TRANSACTIONS AND CONFLICT OF INTEREST**

Save as disclosed below, there are no other existing and/or proposed related-party transactions and conflicts of interest in relation to the Group, which involves the interest direct or indirect of the Directors, substantial shareholders, key management and/or persons connected to them for the past three (3) years ended 31 July 2006, being the latest practicable date prior to the issuance of the Prospectus : -

<b>Related Party</b>	<b>Nature of transaction</b>	<b>Interested promoter / director / substantial shareholder/ key management</b>	<b>Transaction value per annum (RM'000)</b>
Philip Mutual Berhad*	Investment of money by SCAN Associates in Philip Mutual Berhad	Aminuddin Baki @ Sabtu bin Esa	5,035
SCAN Consulting Services Sdn Bhd	i) Appointment of SCAN Associates as sub-contractor by SCAN Consulting Services Sdn Bhd  ii) Appointment of SCAN Consulting Services Sdn Bhd as a sub-contractor by SCAN Associates	Dato' Dr. Norbik Bashah bin Idris and Shaharil bin Abdul Malek	-
Integrasi Erat Sdn Bhd^	Appointment of SCAN Associates as sub-contractor by Integrasi Erat Sdn Bhd	Aminuddin Baki @ Sabtu bin Esa	90

## Notes:

- \* The spouse of En. Aminuddin Baki @ Sabtu bin Esa holds 50% shareholdings in Ehsan Astaka Sdn Bhd which in turn holds 30% shareholdings in Philip Mutual Berhad.
- ^ En. Aminuddin Baki @ Sabtu bin Esa is a director and holds 50% shareholdings in Integrasi Erat Sdn Bhd.

Save for the transaction with Phillip Mutual Berhad as disclosed above, the transactions with related parties are revenue in nature and are required for the Group's day-to-day operations. SCAN Group decides to invest in Philip Mutual for the investment in unit trust. Under Guidance Notes 12 paragraph 3.2(e) of MESDAQ listing requirements, acquisition or disposal of securities are not regarded as Recurrent Transactions and as such the Mandate shall not apply. Unit trusts are included in the definition of 'securities' under the Securities Commission Act.

Notwithstanding the above, the Directors and the substantial shareholders of SCAN Associates have provided an undertaking that all the business transactions between the Group, the Directors and substantial shareholders, and persons connected to them and the key management of SCAN Associates, shall be based on the arms length basis and on commercial terms and shall not be disadvantageous to the Group.

**7. RELATED-PARTY TRANSACTIONS/ CONFLICT OF INTEREST (Cont'd)****7.2 TRANSACTIONS THAT ARE UNUSUAL IN THEIR NATURE OR CONDITIONS**

Save as disclosed in Section in 7.1, there are no transactions that are unusual in their nature or conditions, involving goods, services, tangible or intangible assets, to which the Company or any of its parent or subsidiaries was a party in respect of the past three (3) financial year and the subsequent financial period thereof, immediately preceding 31 July 2006, being the latest practicable date prior to the issuance of the Prospectus.

**7.3 OUTSTANDING LOANS MADE BY CORPORATION OR ANY OF ITS PARENT OR SUBSIDIARIES TO/FOR THE BENEFIT OF RELATED PARTIES**

There are no outstanding loans (including guarantees of any kind) made by the Company or any of its parent or subsidiaries to or for the benefit of the related party(ies) in respect of the past three (3) years 31 July 2006, being the latest practicable date prior to the issuance of the Prospectus, save and except for:

- The trade receivables for the financial year ended 30 June 2006 were partly attributed to SCAN Consulting Services Sdn Bhd, a company in which a Director has interest as explained in Section 7.4 below. As at 31 July 2006, being the latest practicable date prior to the issuance of the Prospectus, the amount outstanding totaling RM2.65 million was mainly from MAMPU as SCAN Consulting Services Sdn Bhd acted as a platform of SCAN Associates to provide consultancy services in the Government sector. However, SCAN Consulting Services Sdn Bhd had on 15 June 2005 given it's undertaking and agreed to make full settlement on the amount owing to SCAN Associates amounted to RM2.65 million as at 31 July 2006.

**7.4 INTEREST IN SIMILAR BUSINESS**

Save as disclosed below and in Section 7.1, to the best of knowledge and belief of the Directors and substantial shareholders of SCAN Associates, none of the other Directors or substantial shareholders and/or key management of SCAN Associates are interested, directly or indirectly in any business carrying on a similar trade as the Company and its subsidiary companies.

- Dato' Dr. Norbik Bashah bin Idris, a Director, promoter and key management of SCAN Associates and Shaharil bin Abdul Malek, an Alternate Director, promoter and key management of SCAN Associates jointly owned SCAN Consulting Services Sdn Bhd.

SCAN Consulting Services Sdn Bhd is principally involved in ICT security consultancy. SCAN Consulting Services Sdn Bhd is not considered a competitor to SCAN Associates, instead it complements SCAN Associates by sub-contracting all its contracts to SCAN Associates or vice versa based on arms length basis. The terms of the sub contracts are as set out in the Turnkey Agreement entered into on 2 December 2002 (varied by a Supplemental Agreement to the Turnkey Agreement dated 1 January 2003) (the "Turnkey Agreement") and the Subcontract Agreement dated 26 June 2006, which is disclosed in Section 15.5 (f) of this Prospectus. Furthermore, SCAN Consulting Services Sdn Bhd enables SCAN Associates to participate in the consulting work for the public sector.

**7.5 PROMOTIONS OF ANY MATERIAL ASSETS ACQUIRED/TO BE ACQUIRED WITHIN THREE YEARS PRECEDING THE DATE OF THIS PROSPECTUS**

None of the Directors and substantial shareholders has any interest, direct or indirect, in the promotion of or in any material assets acquired or proposed to be acquired or disposed or proposed to be disposed of or leased or proposed to be leased to the Company or any of its subsidiary companies within the three (3) years 31 July 2006, being the latest practicable date prior to the issuance of the Prospectus.

**7. RELATED-PARTY TRANSACTIONS/ CONFLICT OF INTEREST (Cont'd)**

**7.6 CONTRACTS OR ARRANGEMENTS IN WHICH THE DIRECTORS OR SUBSTANTIAL SHAREHOLDERS ARE INTERESTED AND SIGNIFICANT IN RELATION TO THE BUSINESS OF THE GROUP**

Save as disclosed in Section 7.1, none of the other Directors and/or substantial shareholders of SCAN Associates have interest in any contract or arrangement, which is significant in relation to the business of the Group taken as a whole.

**7.7 RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE**

Save as disclosed in Section 7.1 above, there is no other recurrent related party transactions involving recurrent transactions of revenue or trading in nature involving the Company or the Group.

Pursuant to Rule 10.09 of the Listing requirements, SCAN Associates may seek the shareholders' mandate in respect of related party transactions involving recurrent transactions of revenue or trading in nature subject to the following: -

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and
- (c) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions.

**7.8 DECLARATION BY THE ADVISERS**

AmMerchant Bank hereby confirms that there is no conflict of interest with respect to their capacity as the Adviser, Sponsor, Managing Underwriter and Placement Agent to the Group for the Public Issue and due diligence respectively.

Messrs. Azmi & Associates hereby confirms that there is no conflict of interest with respect to their capacity as Solicitors to the Group for the Public Issue and due diligence respectively.

Messrs. Shamsir Jasani Grant Thornton hereby confirms that there is no conflict of interest with respect to their capacity as Reporting Accountants to the Group for the Public Issue.

Messrs. Khairuddin Hasyudeen & Razi hereby confirms that there is no conflict of interest with respect to their capacity as Auditors to the Group for the Public Issue.

Vital Factor Consulting Sdn Bhd hereby confirms that there is no conflict of interest with respect to their capacity as Independent Business and Market Research Consultants to the Group for the Public Issue.

Messrs. Yuliandra Arifin & Associates hereby confirms that there is no conflict of interest with respect to their capacity as the Solicitors for the Expert Report on Policies of Indonesia to the Group for the Public Issue.

**8. OTHER INFORMATION CONCERNING THE CORPORATION / GROUP****8.1 INFORMATION ON LAND AND BUILDINGS**

The SCAN Group does not own any landed properties as at the date of this Prospectus.

The following property rented by the SCAN Group which is material to the operation of the SCAN Group by way of a tenancy agreement dated 28 July 2006 :

Postal location of the rented property	address/ of the Tenancy	Tenure/ expiry of Tenancy	Date of the	Built-up areas (sq. ft.)	Whether the building has been issued with the certificate of fitness
Level 7, 8 and 9, Menara Naluri, 161-B, Jalan Ampang, 50450 Kuala Lumpur		The tenure of the tenancy is three (3) years (commencing from 12 January 2006 until 11 January 2009) with an option to renew for a further two (2) years (subject to the consent by the Landlord		10,000 sq. ft. at Level 7 10,000 sq. ft. at Level 8 5,392 sq. ft. at Level 9	Yes.

Naluri Properties Sdn Bhd (formerly known as Technology Resources Properties Sdn Bhd) ("Landlord") has given confirmation to SCAN Associates that there are no breach of any law, rules and building regulations in relation to the use of the rented land and buildings.

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