
11. STATUTORY AND GENERAL INFORMATION (CONT'D)

Main Board Listing Requirements

The provisions of the Main Board Listing Requirements of the KLSE on the transferability of securities and restrictions on their free transferability are as follows:-

Section 293A - Transfer of Securities

The transfer of any securities or class of securities of the company which have been deposited with the Central Depository, shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and, notwithstanding sections 103 and 104 of the Companies Act 1965, but subject to sub-section 107C (2) of the Companies Act, 1965 and any exemption that may be made from compliance with sub-section 107C (1) of the Companies Act, 1965, the Company shall be precluded from registering and affecting any transfer of securities.

Section 293B - Transmission of securities from Foreign Register

(1) Where:-

- (a) the securities of a company are listed on an Approved Market Place:
and
- (b) such company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act, 1991 or section 29 of the Securities Industry (Central Depositories) Amendment Act, 1998, as the case may be, under the Rules of the Central Depository in respect of such securities,

such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of company in the jurisdiction of the Approved Market Place (hereinafter referred to as "**the Foreign Register**"), to the register of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as "the Malaysian Register") subject to the following conditions:-

- (i) there shall be no change in the ownership of such securities; and
 - (ii) the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder.
- (2) For the avoidance of doubt, no company which fulfills the requirements of paragraphs (a) and (b) of Section 293B (1) shall allow any transmission of securities from the Malaysian Register in to the Foreign Register.

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

Companies Act, 1965

The provisions within the Companies Act, 1965 on the transferability of securities and restrictions on their free transferability are as follows:-

Section 103(1)

Notwithstanding anything in its articles a company shall not register a transfer of shares or debentures unless a proper instrument of transfer in the prescribed form has been delivered to the company, but this subsection shall not prejudice any power to register as a shareholder of debenture holder any person to whom the right to any shares in or debentures in the company has been transmitted by operation of law.

Section 103 (1A)

Nothing in this section shall be construed as affecting the validity of any instrument which would be effective to transfer shares or debentures apart from this section; and any instrument purporting to be made in any form which was common or usual in use, or in any form authorised or required for that purpose apart from this section before the commencement of this Act, shall be sufficient, whether or not it is completed in accordance with the prescribed form, if it complies with the requirements as to execution and contents which apply to a transfer.

Provided that a company shall be precluded from registering a transfer of shares or debentures, the title of which is evidenced by a certificate that is issued on or after the date of coming into operation of this subsection unless a proper instrument of transfer in the prescribed form has been delivered to the company.

Section 107C (1)

On or after the coming into operation this section, the transfer of any securities or class of securities of a company whose securities of any class of whose securities have been deposited with a central depository shall be by way of book entry by the central depository in accordance with the rules of the central depository and, notwithstanding sections 103 and 104, such company shall be precluded from registering and affecting any transfer of securities.

Section 107C (2)

Subsection (1) shall not apply to a transfer of securities to a central depository or its nominee company.

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

Rules of the MCD

The rules within the MCD on the transferability of securities and restrictions on their free transferability are as follows:-

Rule 8.01(2)

The Central Depository may, in its absolute discretion, reject a transfer request made by a depositor thereunder, where the reason for the said transfer does not fall within any of the approved reason stipulated under Rule 8.03 (1) (c).

Rule 8.05A

Transfer made by the authorised depository agent from the agent's principal or nominee account shall be subject to the Rules in this Chapter.

Rule 9.03(2)

It shall be the responsibility of the authorised depository agent, in processing the transfer between the two securities accounts belonging to different depositors (hereinafter the transfer is referred to as "the inter-account transfer"), to check and ensure the completeness, accuracy and/or genuineness of the documents lodged as follows:-

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form FTF015 (request for express transfer of securities form) fully and properly completed in triplicate;
- (b) the Transferring Depositor has executed the Transferor portion of the said form duly witnessed by another person (other than the depositor's spouse);
- (c) the Transferring Depositor has stated his reason for the transfer and that the reason is or are amongst any of the approved as stated herein below:-
 - (i) transmission of securities arising from the provision of any written law or an order of the court of competent jurisdiction;
 - (ii) rectification of errors;
 - (iii) pledge, charge or mortgage;
 - (iv) mandatory offer pursuant to the provisions of the Malaysian Code on Takeovers and Mergers 1987;
 - (v) any other circumstances as deemed fit by the Central Depository after consultation with the SC.
- (d) documents to support the reason for the transfer;
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in the Procedures Manuals.

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

(ii) Remuneration of Director

The provision in the Company's Articles of Association in respect of remuneration of the Directors are as follows :-

Article 114

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

- (a) fees payable to non-executive directors shall be by a fixed sum, and not by a commission on or a percentage of profits or turnover;
- (b) salaries payable to executive directors may not include a commission on or a percentage of turnover;
- (c) fees payable to directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;
- (d) any fee paid to alternate director shall be agreed upon between himself and the director nominating him and shall be paid out of the remuneration of the latter.

Article 115

- (1) The directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the directors or of any committee of the directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as directors.
- (2) If by arrangement with the directors, any director shall perform or render any special duties or services outside his ordinary duties as director in particular without limiting to the generality of the foregoing if any director being willing shall be called upon to perform extra services or to make any special exertions is going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of directors, the directors may pay him special remuneration, in addition to his director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged subject always to Articles 114.

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

(iii) Voting and Borrowing Power of Directors

The provision in the Company's Articles of Association dealing with voting powers of the Directors in the proposals, arrangements or contracts in which they are interested in their borrowing powers exercisable by them and how such borrowing powers can be varied are as follows :-

Article 119

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

Article 120

The director may from time to time, and at any time, by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the Company of such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as the directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the directors think fit.

Article 147

The Company or the directors on behalf of the Company may exercise the powers conferred by the provisions of the Act with regard to having an official seal for use abroad and the powers conferred by the provisions of the Act with regard to the keeping of a Branch Register

11. STATUTORY AND GENERAL INFORMATION (CONT'D)**(iv) Changes in Capital or Variation of Class Rights**

The provision in the Company's Articles of Association as to the changes in capital or variation of class rights, which are as stringent as those provided in the Companies Act, 1965 are as follows :-

Article 62

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

Article 64

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

11. STATUTORY AND GENERAL INFORMATION (CONT'D)**11.3 Directors and Substantial Shareholders**

- (i) The names, addresses and occupations of the Directors are set out in the Section 2.0 of this Prospectus.
- (ii) A Director is not required to hold any qualification share in the Company unless otherwise so fixed by the Company in general meeting.
- (iii) There are no existing or proposed service contracts between the Directors and the Company or its subsidiary companies.
- (iv) No Director, senior executive officer or person nominated to become a Director or senior executive officer is or was involved in the following events :-
- a petition under any bankruptcy laws filed against such person or any partnership in which he was or is a partner or any corporation of which he was or is an executive officer;
 - a conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or
 - the subject of any order, judgement or ruling of any court, tribunal or governmental body of competent jurisdiction permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, Director or employee of a financial institution or engaging in any type of business practice or activity.
- (v) No remuneration was paid to the Directors of UDPB for the financial year ended 31 March 1999. For the current financial year ending 31 March 2000, the estimated amount remuneration and emoluments payable to the Directors of UDPB for services rendered in all capacities to the Company and its subsidiaries is RM214,000.
- (vi) Save as disclosed hereunder, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in any business carrying on a similar trade as the Company and its subsidiary company and which is not quoted on a recognised stock exchange :-

Name of Directors/substantial shareholders of UDPB	Name of Company	Nature of Business	Nature of interest
(a) Tan Sri Ngan Ching Wen	Syarikat Chaya Muda Perak (Oil Mill) Sdn Bhd	Operation of palm oil mill	Director
	Syarikat Chaya Muda Perak Sdn Bhd	Oil palm cultivation	Director
	AGM Marketing Sdn Bhd	Oil palm cultivation	Director
	AGM Properties Sdn Bhd	Oil palm cultivation	Director
	Kheng Hooi Plantation Bhd	Oil palm cultivation	Director
	Linddale Sdn Bhd	Oil palm cultivation	Director

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

Name of Directors/substantial shareholders of UDPB	Name of Company	Nature of Business	Nature of interest
	Ngan Holdings Sdn Bhd	Oil palm cultivation	Director
(b) Yuo Kian Leng @ Yeoh Joo Chuan	Easpan Realty Sdn Bhd	Oil palm cultivation	Director

(vii) According to the Register of Substantial Shareholders of UDPB as at 18 February 2000 (being the last practicable date prior to the printing of the Prospectus), the substantial shareholders of UDPB and their respective direct and indirect interest in the shares of the Company before and after the Public Issue and Offer for Sale are as follows:

Substantial shareholder	Before the Public Issue and Offer for Sale				After the Public Issue and Offer for Sale			
	Direct No. of shares	%	Indirect No. of shares	%	Direct No. of shares	%	Indirect No. of shares	%
UHB	83,134,976	93.41	-	-	58,134,976	42.13	-	-

UHB is principally an investment holding company and provides management services. UHB's subsidiaries are involved in the cultivation of oil palm, milling of FFB, marketing, assembly and installation of electronic products. UHB was incorporated in Malaysia on 19 October 1981. The authorised and issued and paid-up share capital is RM500,000,000 comprising 500,000,000 ordinary shares of RM1.00 each and RM100,000,000 comprising 100,000,000 ordinary shares of RM1.00 each respectively.

The substantial shareholder of UHB is Initio Sdn Bhd, an investment holding company holding 2,251,996 ordinary shares representing 2.25% of the issued and paid-up share capital of UHB. It has approximately 24,000 shareholders holding not more than 5% of the issued and paid-up share capital and as such, there is no one person who controls the company.

The Directors of UHB and their respective direct and indirect interest in UHB as at 18 February 2000 are as follows :-

Name	Nationality	←-----No. of shares held-----→			
		Direct	%	Indirect	%
Dato' Lim Guan Teik	Malaysian	45,000	0.045	# 66,000	0.066
Tan Sri Ngan Ching Wen	Malaysian	109,000	0.109	* 1,416,059	1.716
Tan Sri Lim Geok Chan @ Lim Yock Ching	Malaysian	2,000	0.002	-	-
Tan Sri Dato' Soong @ Soong Siew Hoong	Malaysian	62,000	0.062	-	-
Dato' Seri Lim Gait Tong	Malaysian	16,000	0.016	-	-
Mr. Quek Chee Hiang @ Quek Suan Hiang	Malaysian	24,000	0.024	-	-
Mr. Yuo Kian Leng @ Yeoh Joo Chuan	Malaysian	20,000	0.020	^ 32,000	0.032
Mr. Tan Kai Hee	Malaysian	84,000	0.084	@ 180,000	0.18
Mr. Mew Jin Seng	Malaysian	6,000	0.006	## 8,000	0.008
Dato' Lee Seng Cheng	Malaysian	123,000	0.123	-	-
Dato' Lee Choon @ Lee Chun	Malaysian	66,001	0.066	-	-
Dato' Chan Woot Khoon	Malaysian	13,000	0.013	-	-
Mr. Goh Ewe Boon @ Goh Kok Kee	Malaysian	16,000	0.016	** 22,000	0.022
Mr. Yap Fock On	Malaysian	17,000	0.017	^^ 600,000	0.600
Mr. Teo Siang Ann	Malaysian	38,000	0.038	-	-

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

Name	Nationality	←-----No. of shares held-----→			
		Direct	%	Indirect	%
Mr. Lai Swee Sang @ Lai Swee Chin	Malaysian	10,000	0.010	-	-
Mr. Khor Mooi	Malaysian	10,000	0.010	-	-
Mr. Goh Chor Jim	Malaysian	3,000	0.003	-	-
Mr. Lee Khim Sin	Malaysian	-	-	-	-
Dato' Tok Teng Sai	Malaysian	6,000	0.006	-	-
Dato' Lim Sing @ Lam Kam Sang	Malaysian	-	-	-	-
Dato' Tan Kim Chong	Malaysian	2,000	0.002	-	-
Mr. Tan Huat Sheng	Malaysian	17,074	0.017	-	-
Dato' Tai Ah Kau @ Tai Swee Yin	Malaysian	-	-	-	-
Mr. Yap Kian Chiaw	Malaysian	33,000	0.033	-	-
Mr. Teoh Kok Liang	Malaysian	15,000	0.015	-	-
Mr. Tiong Su Kouk	Malaysian	-	-	-	-
Mr. Tan Nook	Malaysian	-	-	-	-
Dato' Low Nam Hui	Malaysian	-	-	@@ 100,002	0.100

Deemed interested by virtue of his children's holdings

* Deemed interested by virtue of his spouse's and children's holdings

^ Deemed interested by virtue of his children's holdings

@ Deemed interested by virtue of his substantial interest in Hai-O Properties Sdn Bhd, an investment holding company

Deemed interested by virtue of his spouse's holdings

** Deemed interested by virtue of his substantial interest in Tong Bee (Import & Export) Sdn Bhd, a trading company

^^ Deemed interested by virtue of his substantial interest in Maju Rakyat Sdn Bhd, a property developer

@@@ Deemed interested by virtue of his substantial interest in Low Nam Hui & Sons Sdn Bhd, an investment holding company

(viii) Based on the Register of Directors' Shareholdings as at 18 February 2000 (being the last practicable date prior to the printing of this Prospectus), the Directors of UDPB and their direct and indirect interests in the shares of the Company before and after the Public Issue and Offer for Sale are as follows:-

Director	Before the Public Issue and Offer for Sale				After the Public Issue and Offer for Sale			
	Direct No. of shares	%	Indirect No. of shares	%	Direct No. of shares	%	Indirect No. of shares	%
Tan Sri Ngan Ching Wen	304,981	0.34	-	-	332,231	0.24	*429,015	0.31
Tan Sri Dato' Soong @ Soong Siew Hoong	140,761	0.16	-	-	156,261	0.11	-	-
Dato' Lee Seng Cheng	140,761	0.16	-	-	171,511	0.12	-	-
Dato' Lee Choon @ Lee Chuan	140,761	0.16	-	-	157,261	0.11	**13,750	0.010
Yuo Kian Leng @ Ycoh Joo Chuan	140,761	0.16	-	-	145,761	0.11	@8,000	0.006
Mew Jin Seng	140,761	0.16	-	-	142,261	0.10	#2,000	0.001

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

Director	Before the Public Issue and Offer for Sale				After the Public Issue and Offer for Sale			
	Direct No. of shares	%	Indirect No. of shares	%	Direct No. of shares	%	Indirect No. of shares	%
Dr Yeong Cheong Thye @ Yeong Yue Chai	-	-	-	-	-	-	^ 94,500	0.070
Teoh Hock Chai @ Tew Hock Chai	-	-	-	-	500	-	-	-

* Deemed interested by virtue of his spouse's and children's holdings in UHB

@ Deemed interested by virtue of his spouse's and son's holdings in UHB

Deemed interested by virtue of his spouse's holdings in UHB

^ Deemed interested by virtue of his substantial shareholdings in Amity Corporation Sdn Bhd

** Deemed interested by virtue of his substantial shareholdings in Palar Sdn Bhd

(ix) Save as disclosed below, none of the Directors or experts has any interest, direct or indirect, in the promotion of or in any assets which have, within the two (2) years immediately preceding the date of this Prospectus, been 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 its subsidiaries or any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Company and its subsidiaries taken as a whole. On 8 February 2000, UDPB completed of the following acquisitions:-

- the entire issued and paid-up share capital of UOMSB comprising 6,500,000 shares of RM1.00 each for a purchase consideration of RM14,653,433 satisfied by the issuance of 543,323 new Shares in UDPB valued at RM26.97 per share;
- the entire issued and paid-up share capital of UCorp comprising 2,000,000 shares of RM1.00 each for a purchase consideration of RM33,341,292 satisfied by the issuance of 1,236,236 new Shares in UDPB valued at RM26.97 per share; and
- the entire issued and paid-up share capital of UPSB comprising 1,528,541 shares of RM1.00 each for a purchase consideration of RM1,184,174 satisfied by the issuance of 43,907 new Shares in UDPB valued at RM26.97 per share.

The interests of the Directors and substantial shareholders of the Company in the aforesaid transactions are as follows:-

Name	Nature of Interest
Tan Sri Ngan Ching Wen	Director of UOMSB, UCorp and UPSB. He is also the director of UHB which is the vendor of UOMSB, Ucorp and UPSB.
Tan Sri Dato' Soong @ Soong Siew Hoong	Director of UOMSB, UCorp and UPSB. He is also the director of UHB which is the vendor of UOMSB, Ucorp and UPSB.
Dato' Lee Seng Cheng	Director of UOMSB, UCorp and UPSB. He is also the director of UHB which is the vendor of UOMSB, Ucorp and UPSB.
Dato' Lee Choon @ Lee Chun	Director of UOMSB, UCorp and UPSB. He is also the director of UHB which is the vendor of UOMSB, Ucorp and UPSB.
Yuo Kian Leng @ Yeoh Joo Chuan	Director of UOMSB, UCorp and UPSB. He is also the director of UHB which is the vendor of UOMSB, UCorp and UPSB.

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

Name	Nature of Interest
Mew Jin Seng	Director of UOMSB, UCorp and UPSB. He is also the director of UHB which is the vendor of UOMSB, UCorp and UPSB.

11.4 General

- (i) The nature of the Group's business and the names of all corporations which are deemed to be related to the Company by virtue of Section 6 of the Companies Act 1965 are disclosed in Section 6.0 of this Prospectus.
- (ii) The time of the opening of the Application Lists is set out in Section 12.3.2 of this Prospectus.
- (iii) The amount payable in full on application is RM1.50 per Share.
- (iv)
 - (1) Underwriting fees are payable by the Company to the Managing Underwriter and Underwriters mentioned in the section "Corporate Information" of this Prospectus at the rate of 1.75% of the Public Issue / Offer for Sale price of RM1.50 per share on the 23,361,479 Shares comprising 6,854,000 Public Issue Shares, 746,000 Shares to be offered to the eligible employees of UHB and the UDPB Group, and 15,761,479 Offer Shares to be offered to the Entitled Shareholders of UHB, being underwritten;
 - (2) Brokerage at the rate of 1.0% of the Public Issue / Offer for Sale price of RM1.50 per share is payable by the Company and the Offeror in respect of successful applications bearing the stamp of Arab-Malaysian, member companies of the KLSE, members of the Association of Merchant Banks in Malaysia, members of the Association of Banks in Malaysia or MIH; and
 - (3) Expenses incidental to the listing and quotation of the entire issued and paid-up share capital of the Company on the KLSE amounting to approximately RM1,500,000 will be borne by the Company.
- (v) Save as disclosed in paragraph (iv) no commission, discounts, brokerages or other special terms have been paid, granted or are payable by the Company or its subsidiaries within the two (2) years immediately preceding the date of this Prospectus for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or debentures of the Company or its subsidiaries or in connection with the issue or sale of any capital of the Company or any of its subsidiaries and no Director, proposed Director, promoter or expert is or are entitled to receive any such payment.
- (vi) No amount or benefit has been paid or given within the two (2) years immediately preceding the date of this Prospectus, nor is it intended to be so paid or given, to any promoter.
- (vii) The UDPB Group has not established a place of business outside Malaysia.
- (viii) Except as disclosed in Section 1.5 and Section 5 of this Prospectus, the Directors are not aware of any material information including trading factors or risks not mentioned elsewhere in this Prospectus which are unlikely to be known or anticipated by the general public and which would materially affect the profits of the Group.

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

- (ix) Except as disclosed in this Prospectus in Section 1.5, the financial conditions and operations of the Group are not affected by any of the following:-
- (a) Known trends or known demands, commitments, events or uncertainties that will result in or are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way;
 - (b) Material commitments for capital expenditure;
 - (c) Unusual or infrequent events or transactions or any significant economic changes that materially affected the amount of reported income from operations; and
 - (d) Known trends or uncertainties that have had or will have a material favourable or unfavourable impact on revenues or operating income.

As far as the Directors are aware and except as disclosed in this Prospectus, the Group is not vulnerable to any specific factors or events of a particular nature other than those normal commercial risks experienced during the course of business.

- (x) As at the date of this Prospectus, the Company and its subsidiaries does not have any convertible debt securities.
- (xi) Other than the 746,000 Shares reserved for the eligible employees of UHB and the UDPB Group pursuant to this Prospectus, there are at present no other schemes involving the staff or the Directors in the capital of the Company and its subsidiaries as at the date of this Prospectus.
- (xii) The name and address of the Auditors and Reporting Accountants of the Company are as set out in Section 2.0 of this Prospectus.
- (xiii) The manner in which copies of this Prospectus together with the official Application Forms and envelopes may be obtained is set out in Section 12.0 of this Prospectus.

11.5 Material Contracts

Save as disclosed hereunder, there are no contracts which are or may be material (not being contracts entered into in the ordinary course of business) which have been entered into by the Company and its subsidiaries within the two (2) years immediately preceding the date of this Prospectus:-

- (i) Underwriting Agreement dated 18 February 2000 between the Company and the Managing Underwriter and Underwriters for the underwriting of up to 7,600,000 Shares comprising 6,854,000 Public Issue Shares and 746,000 Shares to be offered to the eligible employees of UHB and the UDPB Group, for an underwriting commission of 1.75% of the Public Issue price of RM1.50 per share.
- (ii) Underwriting Agreement dated 23 February 2000 between the Offeror and the Managing Underwriter and RHB Sakura Merchant Bankers Berhad for the underwriting of up to 15,761,479 Offer Shares to be offered to the Entitled Shareholder of UHB for an underwriting commission of 1.75% of the Offer for Sale price of RM1.50 per share.

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

- (iii) A conditional share sale and purchase agreement dated 12 October 1999 in respect of the following acquisitions from UHB :-
- ♦ acquisition of the entire issued and paid-up share capital of UOMSB comprising 6,500,000 Shares by UDPB for a purchase consideration of RM14,653,433 satisfied by the issuance of 543,323 new Shares in UDPB credited as fully paid;
 - ♦ acquisition of the entire issued and paid-up share capital of UCorp comprising 2,000,000 Shares by UDPB for a purchase consideration of RM33,341,292 satisfied by the issuance of 1,236,236 new Shares in UDPB credited as fully paid; and
 - ♦ acquisition of the entire issued and paid-up share capital of UPSB comprising 1,528,541 Shares by UDPB for a purchase consideration of RM1,184,174 satisfied by the issuance of 43,907 new Shares in UDPB credited as fully paid.

The Acquisitions were completed on 8 February 2000.

- (iv) A conditional share sale and purchase agreement dated 6 March 1998 in respect of the acquisition of the entire issued and paid-up share capital of five (5) companies by UCorp from Lion Plantations, namely Fasgro, Segaco, Supercrop, Tutico and Topcrop for a total cash consideration of RM19,165,076. The acquisition was completed on 1 July 1998.
- (v) A conditional share sale and purchase agreement dated 3 September 1998 in respect of the acquisition of the entire issued and paid-up share capital of Zuba by UCorp from Lam Soei Tin @ Agnes Lam and Goei Hoei Eng @ Ngai May Way for a total cash consideration of RM13,463,280. The acquisition was completed on 31 December 1998.

11.6 Public Take-Overs

During the last financial year and the current financial year, there were:-

- (i) No public take-over offers by third parties in respect of the Company and its subsidiaries' shares.
- (ii) No public take-over offers by the UDPB Group in respect of other companies' shares.

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

11.7 Material Litigation

Save as disclosed below, neither UDPB nor any of its subsidiaries are engaged in any material litigation, either as plaintiff or defendant and the Directors do not have any knowledge of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the financial position or the business of the Company or any of its subsidiaries :-

- (i) A contract for the construction of six (6) units of manager bungalow, eight (8) blocks of assistant manager bungalow and sixteen (16) blocks of staff quarters was awarded to a building contractor, Syarikat Yung Lee Construction on 3 August 1995 for the sum of RM6.775 Million. Due to its failure to complete the contract within the stipulated time period, UDPB had subsequently terminated the said contract. As a consequential thereof, the contractor had filed a legal action on 6 July 1999 against UDPB claiming damages for RM3.795 Million. A legal opinion was obtained on this matter on 6 September 1999 whereby it is viewed that the contractor has no apparent ground for the legal action. In the same opinion, the Company is said to have valid grounds to counter claim the contractor's legal action. In consequential thereof, a statement of defence has been filed by the Company on 11 September 1999. However, the date for the hearing has yet to be fixed.

11.8 Consents

- (i) The written consents of the Adviser and Managing Underwriter, Underwriters, Solicitors, Principal Bankers, Company Secretary, Registrar, and Issuing House to the inclusion in this Prospectus of their names in the form and context in which their names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (ii) The written consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their name, Accountants' Report and their letters relating to the Profit Estimate and Forecast for the financial years ending 31 March 2000 and 31 March 2001 respectively and Proforma Consolidated Balance Sheets in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.
- (iii) The written consent of the Valuers to the inclusion in this Prospectus of their name and letters relating to the value of the properties owned by the UDPB Group and in the form and context in which they appear has been given before the issue of this Prospectus and has not been subsequently withdrawn.

11.9 Documents for Inspection

Copies of the following documents may be inspected at the registered office of the Company during office hours for a period of six (6) months from the date of this Prospectus :-

- (i) Memorandum and Articles of Association of UDPB and its subsidiary companies;
- (ii) The Directors' Report and Accountants' Report as included herein;
- (iii) The Auditors' Letters relating to the Profit Estimate and Forecast for the financial years ending 31 March 2000 and 31 March 2001 and Proforma Consolidated Balance Sheets as included herein;
- (iv) The material contracts referred to in section 11.5 of this Prospectus;

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

- (v) The writ of litigation referred to in section 11.7 of this Prospectus;
- (vi) The letters of consent referred to in section 11.8 of this Prospectus;
- (vii) Audited accounts of UDPB for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (viii) Audited accounts of UOMSB for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (ix) Audited accounts of UCorp for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (x) Audited accounts of UPSB for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xi) Audited accounts of Esteemplan for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xii) Audited accounts of Jimery for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xiii) Audited accounts of Lajung Kelapa Sawit for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xiv) Audited accounts of Kesan Jaya for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xv) Audited accounts of Puuvun for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xvi) Audited accounts of Bultec for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xvii) Audited accounts of Mautas for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xviii) Audited accounts of Marga Jaya for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xix) Audited accounts of Tekad Murni for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xx) Audited accounts of Sri Kundasang for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xxi) Audited accounts of Zutaland for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xxii) Audited accounts of Longlive for the past five (5) financial years ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xxiii) Audited accounts of Fasgro for the past five (5) financial years ended 30 June 1998, nine (9) months period ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xxiv) Audited accounts of Segaco for the past five (5) financial years ended 30 June 1998, nine (9) months period ended 31 March 1999 and the five (5) months period ended 31 August 1999;

11. STATUTORY AND GENERAL INFORMATION (CONT'D)

- (xxv) Audited accounts of Supercrop for the past five (5) financial years ended 30 June 1998, nine (9) months period ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xxvi) Audited accounts of Tutico for the past five (5) financial years ended 30 June 1998, nine (9) months period ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xxvii) Audited accounts of Topcrop for the past five (5) financial years ended 30 June 1998, nine (9) months period ended 31 March 1999 and the five (5) months period ended 31 August 1999;
- (xxviii) Audited accounts of Zuba for the past five (5) financial years ended 31 December 1998 and the eight (8) months period ended 31 August 1999; and
- (xxix) Valuation reports and letters from CH Williams Talhar & Wong (Sabah) Sdn Bhd referred to in Section 9 of this Prospectus.

11.10 Responsibility

- (i) Arab-Malaysian acknowledges that, to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts about the Offer for Sale, Public Issue and the Group, and is satisfied that the consolidated profit estimate and forecast for the financial years ending 31 March 2000 and 31 March 2001 which the Directors of the Company are solely responsible have been stated by the Directors of the Company after due and careful inquiry.
- (ii) This Prospectus has been seen and approved by the Directors of the Company and Offeror and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts the omission of which would make any statement herein misleading..

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE

12.1 Application Forms

The following relevant Application Forms are issued with this Prospectus and are deemed to form part hereof :-

- (a) **Blue** Application Forms for application by the Entitled Shareholders of UHB;
- (b) **Pink** Application Forms for application by the eligible employees of UHB and the UDPB Group;
- (c) **White** Application Forms for application by the Malaysian public, companies, societies, co-operatives and institutions.

Copies of this Prospectus together with the White Application Forms may be obtained, subject to availability, from Arab-Malaysian, member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia or MIH.

12.2 Terms and Conditions for Applications Using Application Forms

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

- (1) The Applications shall be made in connection with and subject to the terms of this Prospectus and the Memorandum of Articles and Association of the Company.
- (2) Application for the Public Issue Shares and Offer Shares must be made on the Application Forms issued together with this Prospectus and must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Form and this Prospectus. In accordance with Section 37 (1) of the Companies Act 1965, the Application Forms together with the Notes and Instructions printed therein shall constitute an integral part of this Prospectus. Applications which do not STRICTLY conform to the terms of this Prospectus or Application Forms or Notes and Instructions printed therein or which are illegible will not be accepted.
- (3) EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCES IN RINGGIT MALAYSIA FOR THE FULL AMOUNT PAYABLE BY:-
 - (A) BANKER'S DRAFT OR CASHIER'S ORDER PURCHASED WITHIN MALAYSIA ONLY AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
 - (B) CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES IN MALAYSIA AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
 - (C) MONEY ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
 - (D) GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL MALAYSIA BERHAD (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

(E) ATM STATEMENT OBTAINED FROM:-

- ARAB-MALAYSIAN BANK BERHAD (295576-U);
- ARAB-MALAYSIAN FINANCE BERHAD (5493-X);
- ASIA COMMERCIAL FINANCE (M) BERHAD (6521-U);
- BAN HIN LEE BANK BERHAD (1147-M);
- BSN COMMERCIAL BANK (MALAYSIA) BERHAD (23877-T);
- BUMIPUTRA-COMMERCE BANK BERHAD (13491-P);
- BANK UTAMA (MALAYSIA) BERHAD (27714-A);
- CREDIT CORPORATION MALAYSIA BERHAD (5023-H);
- EON BANK BERHAD (92351-V);
- EON FINANCE BERHAD (9692-K);
- HOCK HUA BANK BERHAD (111501-D);
- HONG LEONG FINANCE BERHAD (7797-V);
- HONG LEONG BANK BERHAD (97141-X);
- INTERNATIONAL BANK MALAYSIA BERHAD (22761-U) *(formerly known as Hock Hua (Sabah) Berhad)*;
- HOCK HUA FINANCE CORPORATION BERHAD (9010-H);
- MALAYAN BANKING BERHAD (3813-K);
- MAYBAN FINANCE BERHAD (3905-T);
- MBI FINANCE BERHAD (8515-D);
- MULTI-PURPOSE BANK BERHAD (88103-W);
- ORIENTAL BANK BERHAD (845-W);
- ORIENTAL FINANCE BERHAD (50555-A);
- PHILEO ALLIED BANK (MALAYSIA) BERHAD (306350-K);
- PUBLIC BANK BERHAD (6463-H);
- PUBLIC FINANCE BERHAD (6471-U);
- RHB BANK BERHAD (6171-M);
- SABAH BANK BERHAD (45788-D);
- SIME BANK BERHAD (3404-T);
- THE PACIFIC BANK BERHAD (5024-T); OR
- UNITED MERCHANT FINANCE BERHAD (3838-T).

(ONLY APPLICABLE FOR PUBLIC ISSUE SHARES APPLICATION)

IN RESPECT OF THE PUBLIC ISSUE SHARES, THE REMITTANCE MUST BE MADE OUT IN FAVOUR OF "MIH SHARE ISSUE ACCOUNT NO. 166" AND CROSSED "A/C PAYEE ONLY" (EXCLUDING ATM STATEMENTS).

IN RESPECT OF THE OFFER SHARES, THE REMITTANCE MUST BE MADE OUT IN FAVOUR OF "UHB-OFFER FOR SALE A/C" AND CROSSED "A/C PAYEE ONLY".

APPLICATIONS ACCOMPANIED BY ANY MODE OF PAYMENT OTHER THAN THOSE STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES WILL NOT BE ACCEPTED. DETAILS OF THE REMITTANCE MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED ON THE APPLICATION FORMS.

- (3) AN APPLICANT SHOULD STATE HIS CDS ACCOUNT NUMBER IN THE SPACE PROVIDED IN THE APPLICATION FORM IF HE PRESENTLY HAS SUCH AN ACCOUNT. WHERE AN APPLICANT DOES NOT PRESENTLY HAVE A CDS ACCOUNT, HE SHOULD STATE IN HIS APPLICATION FORM HIS PREFERRED ADA CODE.

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

- (4) THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM) MUST BE WRITTEN ON THE REVERSE SIDE OF THE BANKER'S DRAFT, CASHIER'S ORDER, ATM STATEMENT, MONEY ORDER, CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES OR GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL.
- (5) The Directors of UDPB and Offeror reserve the right to require any successful applicant for the Public Issue Shares and Entitled Shareholder to appear in person at the registered office of MIH or Registrar of UHB within fourteen (14) days of the date of the notice issued to him/her to ascertain the regularity or propriety of the application. The Directors of UDPB and Offeror shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (6) The Directors of UDPB and Offeror reserve the right to reject applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.
- (7) PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE APPLICATION FORM FOR THE PUBLIC ISSUE SHARES AND OFFER SHARES TO MIH AND THE REGISTRAR OF UHB RESPECTIVELY.

12.3 General Procedures for Application

12.3.1 Application For Offer Shares

The application for the Offer Shares are only applicable to the Entitled Shareholders of UHB and are NOT applicable to the Malaysian public.

(i) Application by the Entitled Shareholders of UHB

Applications for the 25,000,000 Offer Shares reserved for the Entitled Shareholders of UHB must be made only on the special **Blue** Application Forms provided and not on any other Application Form nor by way of Electronic Share Applications. The Blue Application Form will be sent by the Registrar of UHB to the Entitled Shareholders of UHB whose names appear on the Register of Members of UHB at 5.00 p.m. on 22 February 2000.

In determining the Entitled Shareholders' entitlement to the Offer For Sale, fractional entitlements not taken up or allotted for any reason shall be made available for application under the excess shares application.

Each Entitled Shareholder of UHB is eligible for one (1) Blue Application Form only and will be entitled to apply for one (1) UDPB Share for every four (4) existing ordinary shares of RM1.00 held in UHB on the entitlement date.

(ii) Acceptance and Payment

Each Entitled Shareholder who wishes to accept the Offer Shares provisionally allotted to him must complete the Form of Acceptance (FORM A) of the Blue Application Form.

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Completed Blue Application Forms must be despatched by **ORDINARY POST** in the self-addressed envelopes provided to the Registrar of UHB at the following address:-

M & C Services Sdn Bhd
11 th Floor, Wisma Damansara
Jalan Semantan
Damansara Heights
50490 Kuala Lumpur

Payment must be made in the manner described under Section 12.3 of this Prospectus for the full payment of the Offer Shares.

If acceptance and payment for the Offer Shares provisionally allotted to Each Entitled Shareholder are not received by the Registrar of UHB by 5.00 p.m. on 31 March 2000, being the last day and time for acceptance and payment, the said provisional allotment to the Entitled Shareholder will be deemed to have been declined and will be cancelled and such Offer Shares not taken up will be allotted to applicants for excess shares.

No acknowledgement of the receipt of the Blue Application Form or application monies will be made by the Registrar of UHB.

(iii) Renunciation

This Offer For Sale is on a **renounceable** basis. Each Entitled Shareholder who wishes to completely renounce his entitlement of the Offer Shares provisionally allotted to him and sell his entitlement must complete Form of Renunciation (FORM R) only and pass the Blue Application Form in its entirety to the purchaser of his entitlement. In this event, the Entitled Shareholder must cancel the Form of Acceptance (FORM A). The purchaser of the entitlement who wishes to subscribe for the Offer Shares is to complete Form of Nomination (FORM N).

(iv) Excess Shares Application

Each Entitled Shareholder who wishes to apply for additional Offer Shares in excess of his entitlement must complete the Excess Shares Application Form (Form E) which is enclosed with the Blue Application Form and forwarding it with a separate remittance for the full amount payable on the excess shares applied for to the Registrar of UHB so as to arrive not later than 5.00 p.m. on 31 March 2000. Payment under the Excess Shares Application Form should be made in the same manner described above except that the Banker's Draft, Cashier's Order, Money Order or Guaranteed Giro Order should be made payable to "UHB-OFFER FOR SALE EXCESS SHARES APPLICATION A/C".

The Directors of UDPB and Offeror reserve the right to allot the Offer Shares applied for under the Excess Shares Application Form in such manner as they deem fit. It is the intention of the Directors and Offeror to allot the Offer Shares available for excess application (if any) in such manner that the incidence of odd lots will be minimised.

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

In respect of unsuccessful or partially unsuccessful excess shares applications, the surplus monies will be refunded in full without interest within twenty (20) market days from the closing date of acceptance and payment for the Offer Shares by registered post to the address shown on the Excess Shares Application Form at the applicants' own risk.

(v) Splitting

Each Entitled Shareholder who wishes to accept only part of the Offer Shares provisionally allotted to him and dispose of some or dispose of all the Offer Shares provisionally allotted to him to more than one person must complete Request for Splitting Form (FORM S) only and return the Blue Application Form, which is attached to this Prospectus, in its entirety to be received by the Registrar of UHB before 5.00 p.m. on 14 March 2000. The Split Blue Application Forms which will then be sent to the Entitled Shareholder will not be entitled for further splitting. The Entitled Shareholder will then be able to accept part of his provisional entitlement and sell the other part or parts which he does not wish to accept or sell all to different persons. The same instructions with regard to acceptance and payment apply to the Split Blue Application Forms received as a result of the splitting of the original Blue Application Form.

The surrender of the Blue Application Form purporting to be signed by the provisional allottee shall be conclusive evidence in favour of the Company of the title of the party depositing the Blue Application Form to deal with it and to receive Split Blue Application Forms in exchange. For each additional Split Blue Application Form issued, a sum of RM2.00 being a nominal splitting fee will be charged and payable to the Registrar of UHB. The Directors of UDPB and Offeror reserve the right to reject any request for Split Blue Application Forms if, in the opinion of the Directors and Offeror, the Offer Shares are in unreasonable denominations.

CDS Accounts

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

All Offer Shares to be issued pursuant to the Offer for Sale will be allotted by way of crediting the shares into the CDS Account. Therefore, an Entitled Shareholder should state his CDS Account number or the CDS Account number of the authorised nominee appointed by him in the space provided in the Blue Application Form. In the event that an authorised nominee is appointed by an Entitled Shareholder for the purposes of crediting the shares accepted and allotted by an Entitled Shareholder into the CDS Account of the authorised nominee, the Entitled Shareholder must enclose a copy of the duly accepted nominee CDS Account opening form with the authorised nominee for purposes of verification by the Registrar of UHB.

Any person who intends to purchase such entitlement as a renounee shall have to state his CDS Account number whereupon such Offer Shares shall be credited directly as deposited securities into his CDS Account. The excess Offer Shares allotted to an Entitled Shareholder shall be credited directly into the CDS Account stated in the Blue Application Form. THE EXCESS SHARES APPLICATION FORM IS FOR USE ONLY BY THE PERSON TO WHOM THE BLUE APPLICATION FORM IS ADDRESSED AND IS NOT TRANSFERABLE.

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Notice of Allotment

A Notice of Allotment will be despatched to the Entitled Shareholder or renounee within twenty (20) market days from the closing date of acceptance and payment at the address shown on the Blue Application Form.

THE LATEST TIME AND DATE FOR ACCEPTANCE AND PAYMENT FOR THE OFFER SHARES WILL BE 5.00 P.M. ON 31 MARCH 2000.

12.3.2 Application For Public Issue Shares

Application for the Public Issue Shares will consist of the following :-

(i) **Application by eligible employees of UHB and the UDPB Group**

Applications for the 746,000 shares reserved for eligible employees of UHB and the UDPB Group must be made on the special **Pink** Application Forms provided.

(ii) **Application by the Malaysian Public**

Applications for the 6,854,000 shares made available for applications by the Malaysian public, companies, societies, co-operatives and institutions must be made on the **White** Application Forms provided.

The application lists for the Public Issue Shares will open at 10.00 a.m. on 31 March 2000 and will remain open until 8.00 p.m. on the same day or for such further periods as the Directors of UDPB in their absolute discretion may decide.

Only one (1) application for the Public Issue Shares can be made by each applicant. Multiple applications will not be accepted. Each application must be for 1,000 shares or multiples thereof. The amount payable in full on application is RM1.50 per share. Persons submitting applications for the Public Issue Shares by way of Application Forms may not submit applications by way of Electronic Share Applications and vice versa. A corporation or institution cannot apply for shares by way of Electronic Share Application.

Completed Application Forms for the Public Issue Shares must be despatched by **ORDINARY POST** in the official envelopes provided, to MIH at the following address:-

Malaysian Issuing House Sdn Bhd
27 th Floor, Menara Multi-Purpose
Capital Square
No 8, Jalan Munshi Abdullah
50100 Kuala Lumpur

or DELIVERED BY HAND AND DEPOSITED in the Drop-in-Boxes provided at the back portion of Menara Multi-Purpose, Capital Square, No 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, so as to arrive not later than 8.00 pm on 31 March 2000.

Applications may also be delivered in a drive-in-manner at Stadium Hoki Tun Razak, Jalan Duta, Kuala Lumpur on 31 March 2000 between 8.30 am to 8.00 pm only.

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

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

- (a) (i) THE APPLICANT'S IDENTITY CARD ("NRIC");
 - (ii) CHANGE OF ADDRESS CARD; "RESIT PENUKARAN KAD PENGENALAN (JPN 1/22)" OR;
 - (iii) THE APPLICANT'S RESIT PENGENALAN SEMENTARA (JPN 1/9) ISSUED PURSUANT TO PERATURAN 5(5), PERATURAN-PERATURAN PENDAFTARAN NEGARA 1990; AND
- (b) THE RECORDS OF THE MCD.

WHERE THE APPLICANT IS A MEMBER OF THE ARMED FORCES OR POLICE, THE NAME, AND THE ARMED FORCES OR POLICE PERSONNEL NUMBER, AS THE CASE MAY BE, OF THE APPLICANT MUST BE EXACTLY THE SAME AS STATED IN HIS AUTHORITY CARD AND THE ADDRESS OF THE APPLICANT MUST BE THE ADDRESS OF THE APPLICANT'S RESPECTIVE CAMP/BASE/STATION.

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

No acknowledgement of the receipt of Application Forms or application monies will be made by the Company.

Applications and Acceptances

The Directors of UDPB reserve the right not to accept any application which do not strictly comply with the instructions or to accept any application in part only without assigning any reason thereof.

THE SUBMISSION OF AN APPLICATION DOES NOT NECESSARILY MEAN THAT THE APPLICATION WILL BE SUCCESSFUL.

In the event of over-subscription by the Malaysian public, acceptance of applications will be subject to ballot to be conducted in the manner as approved by the Directors. Due consideration will be given to the desirability of distributing the Public Issue Shares to a reasonable number of applicants with a view to broadening the shareholding base of the Company and to establish an adequate market in the Shares of the Company. Acceptance of application will be made in a manner so as to comply with the SC's shareholding spread requirements that at least 25% of the issued and paid-up capital is in the hands of public shareholders and a minimum number of 750 public shareholders (excluding employees) holding not less than 1,000 shares each. Applicants will be selected in a manner to be determined by the Directors of UDPB. In the event the shareholding spread is not met, the Company may not be allowed to proceed with its listing.

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

In the event of an under-subscription by the Malaysian public, all ordinary shares not applied for will be made available for subscription by the Underwriters in proportions stipulated in the Underwriting Agreement dated 18 February 2000. Any shares not subscribed by the eligible employees of UHB and the UDPB Group will be made available for application by the Malaysian public.

WHERE AN APPLICATION IS REJECTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, WILL BE RETURNED WITHOUT INTEREST AND SHALL BE DESPATCHED BY REGISTERED POST TO THE APPLICANT, WITHIN TWENTY-ONE(21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS, AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

MIH RESERVES THE RIGHT TO BANK IN ALL MONIES FROM UNSUCCESSFUL BUMIPUTERA APPLICANTS AND FROM PARTIALLY SUCCESSFUL APPLICATIONS. REFUND MONIES IN RESPECT OF UNSUCCESSFUL BUMIPUTERA APPLICANTS AND PARTIALLY SUCCESSFUL APPLICANTS WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANT WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS BY REGISTERED POST AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

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

CDS Accounts

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

In the case of an application by way of an Application Form, an applicant should state his CDS Account number in the space provided in the Application Form if he presently has such an account. Where an applicant does not presently have a CDS Account, he should state in the Application Form his preferred ADA Code in the space provided.

If a successful applicant fails to state either his CDS Account number or his preferred ADA code, the Directors of UDPB may, in the exercise of its absolute discretion, instruct MIH to insert a preferred ADA Code on the Application Form and further instruct MCD to open a CDS Account on the applicant's behalf at the specified ADA and credit the shares allotted to the successful applicant into the successful applicant's CDS Account.

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

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Failure to comply with these specific instructions as the Electronic Share Application requires or inaccuracy in the CDS Account number or the preferred ADA Code may result in the application being rejected. The Directors of the Company reserve the right to reject any incomplete or inaccurate Application. Applications may also be rejected if the applicant's particulars provided in their Application Forms, or in the case of Electronic Share Applications, if the records of the Participating Financial Institutions at the time of making the Electronic Share Applications differ from those in MCD's records, such as the identity card number, names and nationalities.

Notice of Allotment

Shares allotted to all successful applicants of the Public Issue Shares will be credited to their respective CDS Accounts. A notice of successful allotment will be despatched to the successful applicants to their addresses shown in the Application Form at the applicant's own risk within thirty (30) days after the final ballot of the application. For Electronic Share Applications, the notice of allocation will be despatched to the successful or partially successful applicant to his/her address last maintained with MCD at the applicant's own risk within thirty (30) days after the final ballot of the application list. This is the only acknowledgment of acceptance of the application.

Formalising of CDS Accounts

Successful applicants, whose CDS Accounts have been opened by MCD at their preferred ADA or the ADA caused to be inserted by MIH at the instruction of the Company in case where the successful applicant fails to state his/her CDS Account number of preferred ADA Code, is required to formally open their accounts by submitting to the ADA the necessary documents and the account opening fee. No transaction of shares credited to the account can be effected until the account has been formally opened.

12.4 List of ADA

A list of the ADA (Broker) Codes is as follows:-

Name	Address and Telephone Number	ADA Code
<u>KUALA LUMPUR</u>		
AFFIN-UOB SECURITIES SDN BHD	Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No: 03-2438668	028-001
ARAB-MALAYSIAN SECURITIES SDN BHD	15th Floor, Bangunan Arab-Malaysian 55 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2382788	086-001
BBMB SECURITIES SDN BHD	Level 2, 3, 4 & 17 Letter Box No. 2 Menara Olympia 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2019900	099-001

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Name	Address and Telephone Number	ADA Code
BIMB SECURITIES SDN BHD	1st & 2nd Floor Podium Block, Bangunan AMDB 1, Jalan Lumut 50350 Kuala Lumpur Tel No: 03-4433533	024-001
CIMB SECURITIES SDN BHD	9th Floor, Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur P.O. Box 10126 50704 Kuala Lumpur Tel No: 03-2532288	065-001
FIMA SECURITIES SDN BHD	No 45 - 14, Plaza Level & Level 1 Plaza Damansara Jalan Medan Setia Satu Damansara Heights 50490 Kuala Lumpur Tel No: 03-2549966	018-001
HLG SECURITIES SDN BHD <i>(formerly known as Zalik Securities Sdn Bhd)</i>	21st Floor, Wisma HLA Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2452998	066-001
INTER-PACIFIC SECURITIES SDN BHD	Level 7, Menara Shahzan Insas 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-2441888	054-001
JUPITER SECURITIES SDN BHD	7 th - 9 th Floor, Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2041888	055-001
KUALA LUMPUR CITY SECURITIES SDN BHD	3.07 Level 3 Bangunan Angkasaraya Jalan Ampang 50450 Kuala Lumpur Tel No: 03-2449322	076-001
K & N KENANGA BERHAD <i>(formerly known as K & N Kenanga Sdn Bhd)</i>	8th Floor, Pemas International Building 801, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-2613066	073-001

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Name	Address and Telephone Number	ADA Code
LEONG & COMPANY SDN BHD	Level 18, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur P.O. Box 10943 50730 Kuala Lumpur Tel No: 03-2928888	061-001
MAYBAN SECURITIES SDN BHD	30th Floor, Menara Maybank 100, Jalan Tun Perak 50050 Kuala Lumpur Tel No: 03-2323822	098-001
MGI SECURITIES SDN BHD	1st & 2nd Floor, Wisma MGIC 38, Jalan Dang Wangi 50100 Kuala Lumpur Tel No: 03-2911889	052-001
MIDF SISMA SECURITIES SDN BHD	17 & 18 Floor, Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel: No. 03-2668888	026-001
OSK SECURITIES BHD	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No: 03-2624388	056-001
PB SECURITIES SDN BHD	27 th Floor, Bangunan Public Bank 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2013011	051-001
PENKALAN SECURITIES SDN BHD	Ground Mezzanine & 1st Floor Menara Pengkalan (<i>formerly known as "Wisma Pekerti"</i>) No. 2, Jalan Changkat Ceylon 50200 Kuala Lumpur Tel No: 03-2448055	064-001
RASHID HUSSAIN SECURITIES SDN BHD	Level 1,2,3 and 5, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-9852233	087-001
KAF-SEAGROATT & CAMPBELL SECURITIES SDN BHD	26 th - 30 th Floor, The Weld Tower 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2081600	053-001

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Name	Address and Telephone Number	ADA Code
SIME SECURITIES SDN BHD	21st Floor, Bangunan Sime Bank 4, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2749288	097-001
TA SECURITIES BHD	TA One Tower 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel No: 03-2321277	074-001
<u>SELANGOR DARUL EHSAN</u>		
AMSTEEL SECURITIES (M) SDN BHD	No. 1, Lintang Pekan Baru (2nd, 3rd & 4th Floor), Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No: 03-3439999	080-001
HALIM SECURITIES SDN BHD	68, Jalan 52/6 New Town Centre P.O. Box 561 46770 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7555777	091-001
HWANG-DBS SECURITIES BERHAD	16 th , 18 th - 20 th Floor, Plaza Masalam 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No: 03-5533288	068-002
JF APEX SECURITIES SDN BHD	3rd Floor, Wisma Apex 145A-C Jalan Bukit P.O. Box 16 43007 Kajang Selangor Darul Ehsan Tel No: 03-8361118	079-001
MOHAIYANI SECURITIES SDN BHD	2nd & 3rd Floor Plaza Damansara Utama 2, Jalan SS21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7197345	095-001

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Name	Address and Telephone Number	ADA Code
SJ SECURITIES SDN BHD	Level 3, Holiday Villa No 9, Jalan SS 12/1 Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7340101	096-001
<u>MALACCA</u>		
MALACCA SECURITIES SDN BHD	No. 1, 3 & 5, Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang P.O. Box 248 75250 Melaka Tel No: 06-3371533	012-001
OCBC SECURITIES (MALACCA) SDN BHD	579, 579A & 579B Taman Melaka Raya 75000 Melaka Tel No: 06-2825211	072-001
STRAITS SECURITIES SDN BHD	Lot 9 & 10, 1st Floor Bangunan Tabong Haji Jalan Bandar Kaba P.O. Box 209 75740 Melaka Tel No: 06-2833622	011-001
<u>PERAK DARUL RIDZUAN</u>		
BOTLY SECURITIES SDN BHD	1st Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No: 05-2531313	058-001
KIN KHOON & CO SDN BHD	23 & 25, Wisma Kota Emas Jalan Dato' Tahwil Azhar P.O. Box 421 30910 Ipoh Perak Darul Ridzuan Tel No: 05-2543311	017-001
MBf NORTHERN SECURITIES SDN BHD	No. 71, Jalan Lim Bo Seng 30300 Ipoh Perak Darul Ridzuan Tel No: 05-2548999	067-001

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Name	Address and Telephone Number	ADA Code
M & A SECURITIES SDN BHD	M & A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No: 05-2419800	057-001
PHILEO ALLIED SECURITIES SDN BHD	63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2558233	071-001
SBB SECURITIES SDN BHD	51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2530888	090-001
TAIPING SECURITIES SDN BHD	21, Jalan Stesen 30400 Taiping Perak Darul Ridzuan Tel No: 05-8089229	092-001
PREMIER CAPITAL SECURITIES SDN BHD	Wisma Premier Capital 21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2415100	082-001
<u>PULAU PINANG</u>		
A.A. ANTHONY & COMPANY SDN BHD	No. 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No: 04-2299318	014-001
HWANG-DBS SECURITIES BERHAD	Level 2, 3, 4, 7 & 8, Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No: 04-2636996	068-001
KE-ZAN SECURITIES SDN BHD	Wisma Kc-Zan 64, Bishop Street 10200 Pulau Pinang Tel No: 04-2634222	085-001
MERCURY SECURITIES SDN BHD	2nd Floor, Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai Pulau Pinang Tel No: 04-3322123	093-001

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Name	Address and Telephone Number	ADA Code
SMITH ZAIN SECURITIES SDN BHD	7th & 8th Floors, Wisma PSCI 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No: 04-2283355	016-001
SOON THEAM SECURITIES SDN BHD	No. 111, Jalan Macalister 10400 Pulau Pinang Tel No: 04-2281868	060-001
THONG & KAY HIAN SECURITIES SDN BHD	Level 5 & 6, Wisma Sri Pinang 60 Green Hall 10200 Pulau Pinang Tel No: 04-2635481	070-001
UT SECURITIES SDN BHD	12th Floor, Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel No: 04-2626644	059-001
<u>KEDAH DARUL AMAN</u>		
ALOR SETAR SECURITIES SDN BHD	Lot T-30, 2nd Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No: 04-7318088	094-001
<u>PERLIS INDRA KAYANGAN</u>		
UPEN SECURITIES SDN BHD	2 nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel No: 04-9766315	023-001
<u>NEGERI SEMBILAN DARUL KHUSUS</u>		
PAN MALAYSIA EQUITIES SDN BHD	2 nd , 9 th & 10 th Floor, Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7638999	084-001
MALPAC SECURITIES SDN BHD <i>(formerly known as Seremban Securities Sdn Bhd)</i>	1 st , 2 nd & 3 rd Floors 19, 20 & 21, Jalan Kong San 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7623131	063-001

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Name	Address and Telephone Number	ADA Code
<u>JOHOR DARUL TAKZIM</u>		
ENG SECURITIES SDN BHD	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2231211	081-001
JB SECURITIES SDN BHD	Level 6 ,7 & 8 Menara Sarawak Enterprise No 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No: 07-3332000 / 3332800	078-001
KESTREL SECURITIES SDN BHD <i>(formerly known as MBf Securities Sdn Bhd)</i>	No. 57, 59 & 61 Jalan Ali 84000 Muar Johor Darul Takzim Tel No: 06-9532222	088-001
PENINSULA SECURITIES SDN BHD	Level 2, Menara Pelangi Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No: 07-3333600	077-001
PJB PACIFIC SECURITIES SDN BHD	Podium 2A & 3, Menara Ansar 65, Jalan Trus 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2222692	027-001
SOUTH JOHORE SECURITIES SDN BHD	3rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No: 07-4317033	069-001
<u>PAHANG DARUL MAKMUR</u>		
WK SECURITIES SDN BHD	A-397, A-399 & A-401 Taman Sri Kuantan III Jalan Berserah 25300 Kuantan Pahang Darul Makmur Tel No: 09-5660800	083-001
<u>KELANTAN DARUL NAIM</u>		
KOTA BAHRU SECURITIES SDN BHD	298, Jalan Tok Hakim 15000 Kota Bahru Kelantan Darul Naim Tel No: 09-7433388	075-001

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

Name	Address and Telephone Number	ADA Code
<u>TERENGGANU DARUL IMAN</u>		
FA SECURITIES SDN BHD	3rd Floor, Wisma UMNO Jalan Masjid Abidin 20100 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6238128	021-001
PTB SECURITIES SDN BHD	Tingkat 1, 2 & 3 No. 61, Jalan Sultan Ismail Peti Surat 151 Pejabat Pos Besar 20700 Kuala Lumpur Terengganu Darul Iman Tel No: 09-6235546	025-001
<u>SARAWAK</u>		
SARAWAK SECURITIES SDN BHD	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No: 082-338000	019-001
SARAWAK SECURITIES SDN BHD	Lot 2465, Jalan Boulevard Utama Boulevard, Commercial Centre 98000 Miri Sarawak Tel No: 085-435577	019-002
<u>WILAYAH PERSEKUTUAN LABUAN</u>		
LABUAN SECURITIES SDN BHD	Level 2, Wisma Oceanic Jalan OKK Awang Besar 87007 Wilayah Persekutuan Labuan Tel No: 087-410621	022-001
<u>SABAH</u>		
INNOSABAH SECURITIES SDN BHD	11 Equity House, Block K Sadong Jaya Karamunsing 88100 Kota Kinabalu Sabah Tel No: 6088-234099	020-001

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

12.5 Terms and Conditions for Electronic Share Applications for Public Issue Shares

The procedures for Electronic Share Applications at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions (the "Steps"). For illustration purposes, the procedures for Electronic Share Applications at ATMs are set out in "Steps for Electronic Share Application through a Participating Financial Institution's ATM" in Section 12.6 of this Prospectus. The Steps set out the actions that the applicant must take at the ATM to complete an Electronic Share Application. Please read carefully the terms of this Prospectus, the Steps and the terms and conditions for Electronic Share Applications set out below before making an Electronic Share Application. Any reference to the "applicant" in the terms and conditions for Electronic Share Applications and the Steps shall mean the applicant who applies for shares through an ATM of any of the Participating Financial Institutions.

In the case of Electronic Share Applications, only an applicant who is an individual with a CDS Account is eligible to utilise the facility.

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

Upon the closing of the offer for the application for the Public Issue Shares on 31 March 2000 at 8.00 p.m ("Closing Date and Time"), the Participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the Public Issue Shares to MIH as soon as practicable but not later than 12.00 p.m. of the 2nd business day after the Closing Date and Time.

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

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

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

The Electronic Share Application shall be made on, and subject to, the terms and conditions contained in Section 12.2 as well as the terms and conditions appearing below:-

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

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

- (c) THE APPLICANT CONFIRMS THAT HE IS NOT APPLYING FOR SHARES AS NOMINEE OF ANY OTHER PERSON AND THAT ANY ELECTRONIC SHARE APPLICATION THAT HE MAKES IS MADE BY HIM AS BENEFICIAL OWNER. THE APPLICANT SHALL ONLY MAKE ONE ELECTRONIC SHARE APPLICATION AND SHALL NOT MAKE ANY OTHER APPLICATION FOR THE SAID SHARES, WHETHER AT THE ATMS OF ANY PARTICIPATING FINANCIAL INSTITUTION OR ON THE PRESCRIBED APPLICATION FORMS.
- (d) The applicant must have sufficient funds in his account with the relevant Participating Financial Institution at the time he makes his Electronic Share Application, failing which his Electronic Share Application will not be completed. Any Electronic Share Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Share Application is being made will be rejected.

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

- (e) The applicant agrees and undertakes to subscribe for or purchase and to accept the number of shares applied for as stated on the Transaction Record or any lesser number of shares that may be allotted or allocated to him in respect of his Electronic Share Application. In the event that the Company decides to allot or allocate any lesser number of such shares or not to allot or allocate any shares to the applicants, the applicant agrees to accept any such decision as final. If the applicant's Electronic Share Application is successful, his confirmation (by his action or pressing the designated key on the ATM) of the number of shares applied for shall signify, and shall be treated as, his acceptance of the number of shares that may be allotted or allocated to him and to be bound by the Memorandum and Articles of Association of the Company.
- (f) The Company reserves the right to reject any Electronic Share Application or accept any Electronic Share Application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the shares to a reasonable number of applicants with a view to establishing an adequate market for the shares.
- (g) Where an Electronic Share Application is not successful or successful in part only, the relevant Participating Financial Institution will be informed of the non-successful or partially successful applications. Where an Electronic Share Application is not successful, the relevant Participating Financial Institution will credit the full amount of the application monies without interest into the applicant's account with that Participating Financial Institution within two (2) market days after the receipt of confirmation from MIH. MIH shall inform the Participating Financial Institutions of the non-successful or partially successful applications within two (2) market days of the balloting date. The applicant may check their accounts on the fifth market day from the balloting date.

Where an Electronic Share Application is successful in part only, the relevant Participating Financial Institution will credit the balance of the application monies without interest into the applicant's account with that Participating Financial Institution within two (2) market days after the receipt of confirmation from MIH. A number of applications will, however, be held in reserve to replace any successfully balloted applications which are subsequently rejected. For such applications which are subsequently rejected, the application monies without interest will be refunded to applicants by MIH by way of cheques issued by MIH. The cheques will be issued not later than 21 days from the day of the final ballot of the application list.

Should applicants encounter any problems in their applications, they may refer to the Participating Financial Institutions.

- (h) The applicant requests and authorises the Company:-
 - (i) to credit the shares allotted or allocated to the applicant into the CDS account of the applicant; and
 - (ii) to issue share certificate(s) representing such shares allotted or allocated in the name of MCD Nominees Sdn Bhd and send the same to MCD.
- (i) The applicant, acknowledging that his Electronic Share Application is subject to the risks of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond the control of the Company, MIH or the Participating Financial Institution, irrevocably agrees that if:-

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

- (i) the Company or MIH does not receive the applicant's Electronic Share Application;
- (ii) data relating to the applicant's Electronic Share Application is wholly or partially lost, corrupted or not otherwise accessible, or not transmitted or communicated to the Company or MIH,

the applicant shall be deemed not to have made an Electronic Share Application and the applicant shall not claim whatsoever against the Company, MIH or the Participating Financial Institutions for the shares applied for or for any compensation, loss or damage.

- (j) All particulars of the applicant in the records of the relevant Participating Financial Institution at the time he makes his Electronic Share Application shall be deemed to be true and correct and the Company, MIH and the relevant Participating Financial Institution shall be entitled to rely on the accuracy thereof.
- (k) The applicant shall ensure that his personal particulars as recorded by both MCD and the relevant Participating Financial Institution are correct and identical. Otherwise, his Electronic Share Application is liable to be rejected. The applicant must inform MCD promptly of any change in address failing which the notification letter of successful allotment or allocation will be sent to his registered address last maintained with MCD.
- (l) By making and completing an Electronic Share Application, the applicant agrees that:-
 - (i) in consideration of the Company agreeing to allow and accept the making of any application for shares via the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, his Electronic Share Application is irrevocable;
 - (ii) the Company, the Participating Financial Institutions, MCD and MIH shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his Electronic Share Application to the Company due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
 - (iii) notwithstanding the receipt of any payment by or on behalf of the Company, the acceptance of the offer made by the applicant to subscribe and purchase the shares for which the applicant's Electronic Share Application has been successfully completed shall be constituted by the issue of notices of successful allotment for prescribed securities, in respect of the said shares;
 - (iv) the applicant irrevocably authorises MCD to complete and sign on his behalf as transferee or renounee any instrument of transfer and/or other documents required for the issue or transfer of the shares allotted or allocated to the applicant; and
 - (v) the Company agree that, in relation to any legal action or proceedings arising out of or in connection with the contract between the parties and/or Electronic Share Application Scheme and/or terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directive, rules, regulations and notices from regulatory bodies and that the Company irrevocably submit to the jurisdiction of the Courts of Malaysia.

12. PROCEDURES FOR APPLICATION AND ACCEPTANCE (CONT'D)

- (m) The Directors of the Company reserve the right to require any successful applicant to appear in person at the registered office of MIH within fourteen (14) days of the date of the notice issued to him/her to ascertain the regularity or propriety of the application. The Directors of the Company shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (n) The Directors of the Company reserve the right to reject applications which do not conform to these instructions.
- (o) Electronic Share Applications may be made through an ATM of the following Participating Financial Institutions and their branches :-
- ARAB-MALAYSIAN BANK BERHAD (295576-U);
 - ARAB-MALAYSIAN FINANCE BERHAD (5493-X);
 - BUMIPUTRA-COMMERCE BANKBERHAD (13491-P);
(at selected branches in Klang Valley only)
 - HSBC BANK MALAYSIA BERHAD (127776-V);
 - MALAYAN BANKING BERHAD (3813-K);
 - MAYBAN FINANCE BERHAD (3905-T);
 - OCBC BANK (MALAYSIA) BERHAD (5493-X);
 - ORIENTAL BANK BERHAD (845-W);
 - STANDARD CHARTERED MALAYSIA BANK BERHAD (115793-P).
(at selected branches only)
- (p) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institution.

12.6 Steps for Electronic Share Application through a Participating Financial Institution's ATM

- (a) Applicant must have an account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account.
- (b) Applicant must have a CDS account.
- (c) Applicant is to apply for the Public Issue Shares via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application is set out in Section 12.5 of the Terms and Conditions for Electronic Share Applications for Public Issue Shares. Applicant is to enter at least the following information through the ATM where the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so:-
- Personal Identification Number (PIN)
 - Share Issue Number
 - CDS Account Number
 - Number of Shares applied for and/or the Ringgit amount to be debited from the account
 - Confirmation of several mandatory statements.