

6. INFORMATION ON SHAREHOLDERS/DIRECTORS/KEY MANAGEMENT

6.1 Substantial Shareholders

Based on the Register of Substantial Shareholders as at 10 October 2000 (being the latest practicable date prior to the printing of this Prospectus), the substantial shareholders (with 2% or more shareholding, directly and indirectly) of the Company after the Restructuring and Listing Scheme are as follows:

Substantial Shareholder	Country of incorporation /Nationality	No. Of KLR Ordinary Shares Held After The Restructuring And Listing Scheme			
		Direct		Indirect	
		No. Of Shares	%	No. Of Shares	%
SKL	Malaysia	64,642,000	60.55	-	-
Gooi Seong Lim	Malaysian	1,433,000	1.34	⁽¹⁾ 65,030,000	60.91
Gooi Seong Heen	Malaysian	456,000	0.43	⁽¹⁾ 65,030,000	60.91
Loo Geok Eng (f)	Malaysian	-	-	⁽¹⁾ 65,030,000	60.91
Gooi Seong Chneh	Malaysian	456,000	0.43	⁽¹⁾ 65,030,000	60.91
Gooi Seong Gum	Malaysian	456,000	0.43	⁽¹⁾ 65,030,000	60.91
Gooi Seow Mee (f)	Malaysian	456,000	0.43	⁽¹⁾ 65,030,000	60.91
Yayasan Negeri Sembilan	Malaysian	⁽²⁾ 5,642,000	5.29	-	-
Koperasi Polis Diraja (M) Bhd	Malaysian	⁽²⁾ 5,000,000	4.68	-	-
Yayasan Islam Perlis	Malaysian	⁽²⁾ 3,000,000	2.81	-	-
Zainah Bte Ibrahim (f)	Malaysian	2,500,000	2.34	-	-
Mariam Bte Mahmood @ Kassim (f)	Malaysian	2,188,000	2.05	-	-

Note:

- (1) Deemed interested by virtue of their respective direct shareholdings in SKL and HYSB.
(2) Pursuant to the Restricted Issue by the MITI to bumiputera investors.

➤ Information on SKL

SKL was incorporated in Malaysia under the Companies Act, 1965 on 11 August 1967. The company is principally an investment holding company.

The directors of SKL and their respective shareholdings are set out below :-

	Direct	%	Indirect	%
	No. of shares held		No. of shares held	
Loo Geok Eng (f)	1,250	1.25	11,250 *	11.25
Gooi Seong Lim	17,500	17.5	11,250 *	11.25
Gooi Seong Heen	17,500	17.5	11,250 *	11.25
Gooi Seong Chneh	17,500	17.5	11,250 *	11.25
Gooi Seong Gum	17,500	17.5	11,250 *	11.25
Gooi Seow Mee (f)	17,500	17.5	11,250 *	11.25

* Deemed interested by virtue of their respective direct shareholdings in HYSB.

6. INFORMATION ON SHAREHOLDERS/DIRECTORS/KEY MANAGEMENT (Cont'd)

The substantial shareholders of SKL and their respective shareholdings are set out below:-

	Direct No. of shares held	%	Indirect No. of shares held	%
Loo Geok Eng (f)	1,250	1.25	11,250 *	11.25
Gooi Seong Lim	17,500	17.5	11,250 *	11.25
Gooi Seong Heen	17,500	17.5	11,250 *	11.25
Gooi Seong Chneh	17,500	17.5	11,250 *	11.25
Gooi Seong Gum	17,500	17.5	11,250 *	11.25
Gooi Seow Mee (f)	17,500	17.5	11,250 *	11.25
HYSB	11,250	11.25	-	-

* Deemed interested by virtue of their respective direct shareholdings in HYSB.

6.2 Promoters

Name	Nationality	No. Of KLR Ordinary Shares Held After The Restructuring And Listing Scheme			
		Direct	%	Indirect	%
Loo Geok Eng (f)	Malaysian	-	-	65,030,000 ⁽¹⁾	60.91
Gooi Seong Lim	Malaysian	1,433,000	1.34	65,030,000 ⁽¹⁾	60.91
Gooi Seong Heen	Malaysian	456,000	0.43	65,030,000 ⁽¹⁾	60.91
Gooi Seong Chneh	Malaysian	456,000	0.43	65,030,000 ⁽¹⁾	60.91
Gooi Seong Gum	Malaysian	456,000	0.43	65,030,000 ⁽¹⁾	60.91
Gooi Seow Mee (f)	Malaysian	456,000	0.43	65,030,000 ⁽¹⁾	60.91

Note:

(1) Deemed interested by virtue of their respective direct shareholdings in SKL and HYSB.

The Promoters' knowledge and experience in the business are set out in Section 6.4 below.

6.3 Changes in Substantial Shareholders/Promoters

There has been no change in the substantial shareholders/Promoters of KLR and their respective shareholdings for the past three (3) financial years ended 31 January 2000.

6.4 Directors

6.4.1 Profile of the Directors

The following provides a brief profile of the Directors of KLR:

Datuk Haji Mohd. Zamani Bin Samah, aged 78, was appointed to the Board of KLR on 21 July 2000. He was the Chief Police Officer of Johor during the period from 1973 to 1977. He has been active in the quarry, plantation and property development business for several years since retiring from the government service sector in July 1977. In 1978, he was involved in the oil palm industry through his shareholding and directorship in KLPO and later in the quarry business in 1983 through his shareholding and directorship in Syarikat Kuari Sinaran Cemerlang Sdn Bhd. He also sits on the board of CCB and several other private limited companies.

6. INFORMATION ON SHAREHOLDERS/DIRECTORS/KEY MANAGEMENT (Cont'd)

Loo Geok Eng (f), aged 80, was appointed to the Board of KLR on 28 February 1990. She has been the Director of SKL since 11 August 1967. Her experience includes that of oil palm and rubber estate management and property development. She currently sits on the board of CCB and several private limited companies.

Gooi Seong Lim, aged 52, was appointed to the Board of KLR on 28 February 1990. He is currently the Managing Director of KLR. He graduated with a Bachelor of Applied Science degree in Mechanical Engineering in 1972 and obtained a Master of Mechanical Engineering in 1973 both from the University of Toronto, Canada. From 1972 to 1975, he was an engineer of Spar Aerospace Ltd, an engineering company based in Toronto, Canada, specialising in the design and computer simulations of Canadian Communication Satellite and subsequently, with Atomic Energy of Canada Ltd based in Toronto, Canada, a quasi-government company specialising in the design, supply and construction of Canadian Nuclear Reactors. From 1975 until to-date, he has been involved as the Managing Director of SKL, which is involved in rubber and oil palm plantation and property development. He has been a director of KLPO, which was involved in palm oil milling, since 1977. The success of the Group owes much to his extensive involvement in plantation and property development. He also sits on the board of CCB and several other private limited companies.

Gooi Seong Heen, aged 50, was appointed to the Board of KLR on 28 February 1990. He graduated with a Bachelor of Applied Science degree in Chemical Engineering from the University of Toronto in 1972 and obtained a Master in Business Administration from the University of Western Ontario, Canada in 1976. He served as an engineer with Esso Singapore Pte Ltd from 1973 to 1974. His experience embraces oil palm and rubber estate management, palm oil mill management and property development. From 1976, he has been involved as a Director of SKL, which is involved in rubber and oil palm plantation and property development. He has been a director of KLPO group, which was involved in palm oil milling, since 1977. He is currently a director in CCB and several other private limited companies.

Gooi Seong Chneh, aged 46 was appointed to the Board of KLR on 28 February 1990. He graduated with a Bachelor of Science degree from the University of Toronto, Canada in 1975 and obtained a Bachelor degree in Civil Engineering from the University of Ottawa, Canada in 1980. He is a member of Professional Engineers Association of Alberta, Canada. He was formerly an engineering consultant for Campbell Engineering Consultants, Calgary, Canada for three (3) years from 1981 to 1983. He has extensive experience in construction site management and property development. His experience also includes oil palm and cocoa estate management. He has been responsible for the development and management of 5,324 acres of oil palm and cocoa estates owned by SKL in Sandakan, Sabah since 1985. He is also a director of CCB and several other private limited companies.

Gooi Seong Gum, aged 45 was appointed to the Board of KLR on 28 February 1990. He graduated with a Bachelor Degree in Civil Engineering from the University of Ottawa, Canada in 1980. He was an engineering consultant for Bobrowski & Partners, Calgary, Canada for one (1) year from 1982 to 1983. His experience covers oil palm and rubber estate management, property development and construction site management. He was previously responsible for the management of 1,000 acres of rubber and oil palm estate owned by SKL in Mukim Plentong, District of Johor Bahru, Johor Darul Takzim, during the period from 1985 to 1988. He currently sits on the board of CCB and several other private limited companies.

6. INFORMATION ON SHAREHOLDERS/DIRECTORS/KEY MANAGEMENT (Cont'd)

Gooi Seow Mee (f), aged 43, was appointed to the Board of KLR on 28 February 1990. She graduated with a Bachelor Degree in Commerce from the University of Toronto in 1980 and later obtained a Master in Business Administration from the University of San Francisco, United States of America in 1986 and a Graduate Diploma in Hotel Management from Domino Carlton Tivoli Hotel Management School, Lucerne, Switzerland in 1992. She was a senior assistant in the Management Service Division of SGV-Kassim Chan, Kuala Lumpur from 1981 to 1984 and has been an investment executive with Wearne Brothers Services Pte Ltd, a company incorporated in Singapore for one (1) year from 1986 to 1987. Her extensive experience lies in management consultancy, plantation management and property development. She has been involved in the management of the housing development project known as Desa Cemerlang, in Mukim Plentong, District of Johor Bahru, Johor Darul Takzim since 1987. She is also involved in the management of KLR Group's Sabah plantations since 1998. She currently sits on the board of CCB and several private limited companies.

Chew Poh Soon, aged 55, was appointed as an independent director of KLR on 21 July 2000. He graduated from University of Malaya in 1967 with Bachelor of Agricultural Science (Hon) and obtained his Master in Agricultural Science in 1976. He joined Boustead Estates Agency in 1967 as an Agronomist to start Highlands Research Unit and was its Head of Agricultural Research till 1986. Subsequently, he assumed the same position in Applied Agricultural Research Sdn Bhd, a joint venture between Boustead Holdings Bhd and Kuala Lumpur Kepong Bhd till his retirement in March 2000. He has wide experience in the oil palm, cocoa and rubber sectors, having conducted research and rendered agronomy and management advice including soil surveys, land evaluation and crop feasibility studies to plantations and small estates in Peninsula Malaysia, Sabah, Sarawak, Indonesia and Philippines. He has been closely involved in professional activities in the plantation industry and currently serves on the Programme Advisory Committee of MPOB and the R&D Evaluation Panel of Malaysian Rubber Board.

Mathew K. Mathai, aged 66, was appointed as an independent director of KLR on 21 July 2000. He graduated with Bachelor of Arts Degree in Economics from the University of Malaya in 1957 and is currently a director of a tax consultant firm. He is a director of CCB and of several other private companies. He is a Fellow of the Malaysian Institute of Taxation. He was attached to the Income Tax Department in Singapore from December 1957 to August 1960 and with the Inland Revenue Department, Malaysia from August 1960 to May 1968. He joined Coopers & Lybrand as a tax consultant in May 1968 and left in May 1974 to set up a tax consultant firm.

6.4.2 Directors' Shareholdings

According to the Register of Directors' shareholdings as at 10 October 2000 (being the latest practicable date prior to the printing of this Prospectus), the Directors' shareholdings in the Company after the Restricted Issue and Public Issue are as follows:

Name of Directors	Nationality	No. Of KLR Ordinary Shares Held After The Restructuring And Listing Scheme			
		Direct		Indirect	
		No. Of Shares	%	No. Of Shares	%
Datuk Haji Mohd Zamani bin Samah	Malaysian	647,000	0.61	-	-
Gooi Seong Lim	Malaysian	1,433,000	1.34	65,030,000 *	60.91
Gooi Seong Heen	Malaysian	456,000	0.43	65,030,000 *	60.91
Loo Geok Eng (f)	Malaysian	-	-	65,030,000 *	60.91
Gooi Seong Chneh	Malaysian	456,000	0.43	65,030,000 *	60.91
Gooi Seong Gum	Malaysian	456,000	0.43	65,030,000 *	60.91
Gooi Seow Mee (f)	Malaysian	456,000	0.43	65,030,000 *	60.91
Mathew K Mathai	Malaysian	-	-	-	-
Chew Poh Soon	Malaysian	-	-	-	-

* Deemed interested by virtue of their respective direct shareholdings in SKL and HYSB.

6. INFORMATION ON SHAREHOLDERS/DIRECTORS/KEY MANAGEMENT *(Cont'd)*

6.4.3 Directorships and Major Shareholdings in Other Public Companies for the past two (2) years

Name of Directors	Name of Company	No. Of Shares Held as at 30 August 2000				Principal Activities
		Direct	%	Indirect	%	
Datuk Haji Mohd Zamani bin Samah	Crescendo Corporation Bhd	-	-	-	-	The company is engaged in investment holding and in the provision of management services to companies in the CCB group. The subsidiary companies are principally engaged in property development, investment holding, building construction, property investment and management trading and manufacturing of concrete products, civil engineering works, providing education services and trading of building materials
Loo Geok Eng (f)	Crescendo Corporation Bhd	98,000	0.09	73,771,065	67.07	
Gooi Seong Lim	Crescendo Corporation Bhd	232,292	0.21	73,771,065	67.07	
Gooi Seong Heen	Crescendo Corporation Bhd	307,292	0.28	73,771,065	67.07	
Gooi Seong Chneh	Crescendo Corporation Bhd	2,247,335	2.07	73,771,065	67.07	
Gooi Seong Gum	Crescendo Corporation Bhd	3,509,654	3.23	73,771,065	67.07	
Gooi Seow Mee (f)	Crescendo Corporation Bhd	1,320,292	1.22	73,771,065	67.07	
Mathew K Mathai	Crescendo Corporation Bhd	-	-	-	-	
Chew Poh Soon	-	-	-	-	-	

6.4.4 Directors' Remuneration and Benefits

For the financial years ended 31 January 1999 and 2000, a total of RM270,000 and RM259,000 respectively were paid to the Directors of KLR for services rendered to the subsidiary companies of KLR. For the financial year ending 31 January 2001, the amount payable to the Directors for services rendered to the Company and its subsidiary companies is estimated to be RM380,000.

6.5 Audit Committee

Name	Responsibility	Directorship
Mathew K Mathai	Chairman	Independent Non-executive Director
Gooi Seong Heen	Member	Executive Director
Chew Poh Soon	Member	Independent Non-executive Director

The main functions of the Audit Committee include the review of audit plan and audit report with the Auditors, review of Auditors' evaluation of internal accounting controls, review of the scope of internal audit procedures, review of balance sheet and profit and loss account and nomination of Auditors.

6. INFORMATION ON SHAREHOLDERS/DIRECTORS/KEY MANAGEMENT (Cont'd)

6.6 Key Management Team**6.6.1 Profile of the Key Management Team**

Lee Fook Wing, aged 57, joined HYSB in 1986 as an Estate Manager. HYSB was the management company for SKL Group's plantation operations. He was transferred to KLR in February 1998 and promoted to General Manager in the same year and is currently in that position. He graduated from the College of Agriculture (Malaya) (now University Pertanian Malaysia) in 1968 with a Diploma in Agriculture. He was a Colombo Plan Scholarship recipient and completed his Certificate in Marketing from the Department of Primary Industry, Queensland, Australia in 1977. He served 15 years in the Department of Agriculture, Sabah from 1964 to 1979. After that, he worked for Seri Pagi Sdn Bhd, a land development contractor from 1980 to 1985. He is currently in-charge of the whole of KLR Group's plantation operations in Sabah.

Chang Chow Swan, aged 46, joined KLPO in 1988 as a Mill Engineer and was later transferred to KLPOM in 1996 as the Mill Manager after the relocation of the palm oil mill from Ulu Tiram to Kota Tinggi, Johore. He was actively involved in the preliminary start up of KLPOM, especially in the mill's layout and machinery design, preparation of tender documents, supervision during construction and commissioning of the mill. He obtained a Degree in Chemical Engineering from the National Taiwan University in 1978 and Steam Engineer Certificate from the Department of Occupational Safety and Health Malaysia in 1985. He is a Chemical Engineer with 21 years of palm oil mill working experience. He specialises in palm oil mill waste management and pollution control. He has good experience in design and upgrading of machinery and is fully responsible for the day-to-day operations of the mill, including maintenance, processing, quality control and labour management.

Chow Kok Hiang, age 33, joined CCB (the property and construction arm of SKL Group) in 1997 as Group Accountant and was later transferred to KLR Group in July 1999. He is currently heading the Finance Department of KLR Group. He has six (6) years' experience in the Audit and Business Advisory Services and he was the Assistant Manager of the then Price Waterhouse (currently known as PricewaterhouseCoopers) before he joined the SKL group. He is a Public Accountant with the Malaysian Institute of Accountants and a member of Malaysian Association of Certified Public Accountants.

Han Kim Juan, aged 52, is a Cambridge School Certificate holder and obtained his full Accounting and Auditing certificate from the Association of International Accountants, U.K. He has been in the plantation industry since 1969 with vast accounting exposures in rubber and oil palm estates as well as rubber factories and palm oil mills. He was the Chief Clerk in KL-Kepong Group prior to joining KLPO in 1981. In KLPO, he was responsible for the setting up of administrative and internal control procedures of a new palm oil mill. He was later transferred to KLPOM in 1996, where he was fully responsible for the daily administrative duties of KLPO, KLPOM and SESB. He was recently promoted to the post of Administration Manager for KLPO group.

Jeprol Osinggang, aged 38, assumed the position of Estate Manager when he joined DOSB in 1998. He received a Certificate of Agricultural Cadet Training issued by Ministry of Human Resources in 1987 and is currently pursuing a planter's technical course, Certificate in Agriculture organised by the Incorporated Society of Planters. He first started his plantation career in 1984 as a Cadet Planter in BAL Plantations where he gained his estate field experience and resigned in 1990. Prior to his current appointment, he was attached to Unico Desa Plantations Bhd as an Estate Manager.

6. INFORMATION ON SHAREHOLDERS/DIRECTORS/KEY MANAGEMENT (Cont'd)

Chang Chee Chiong, aged 37, joined HYSB in 1983 as a Field Supervisor and was promoted to Assistant Manager in 1992. He was transferred to KLR in February 1998 and promoted to Senior Assistant Manager in the same year. He started his plantation career back in 1982 as a Field Supervisor in Ladang Sabah. Prior to joining HYSB, he was attached to Manchoon Estates where he gained his oil palm planting experience. He undertook several assignments, which included jungle clearing to new planting in the earlier days when OSB was first started. He is currently in charge of the day-to-day operations in one estate division of KLR as well as the development of 4000 acres of oil palm plantation under DKLPSB. He is also pursuing a planter's technical and professional course, Diploma of Licentiate organised by the Incorporated Society of Planters.

Looi Weng Tuck, aged 43, joined HYSB in 1983 as a Field Supervisor. He was transferred to Sabah in 1984 and was promoted to Assistant Manager in 1990. He was transferred to KLR in February 1998 when the Group underwent a restructuring exercise. He has 17 years cumulative working experience in the oil palm plantation industry and is currently in charge of the day-to-day operations in one estate division of KLR.

Soo Kui Loi @ William Soo, aged 50, joined HYSB in 1995. He was transferred to KLR in February 1998. Currently, he is an Assistant Manager in charge of day-to-day operations in some of the estate divisions of KLR. Prior to this, he had 24 years of planting experience both in private as well as public sector. He served 7 years in the Department of Agriculture, Sabah as a Research Assistant. Prior to joining KLR, he was attached to Moynod Agricultural Development Sdn Bhd, a company specialising in cocoa and oil palm development, as a Project Manager.

Chan Fai Lup, aged 46, joined KLPO in 1985 as a Production Supervisor. He was transferred to KLPOM in 1996 and was promoted to his current position as an Assistant Mill Manager. He has 20 years of palm oil milling experience, which covered the areas such as mill processing, quality control, staff and labour management and workshop. He completed a Diploma Course in Palm Oil Milling Technology And Management organised by PORIM in 2000 and is currently assisting in the Compost Fertilizer Project undertaken by KLPO.

6.6.2 Shareholdings of the Management Team

Name of Management Team	Nationality	No. Of KLR Ordinary Shares Held After The Restructuring And Listing Scheme *			
		Direct		Indirect	
		No. Of Shares	%	No. Of Shares	%
Lee Fook Wing	Malaysian	10,000	0.01	-	-
Chang Chow Swan	Malaysian	10,000	0.01	-	-
Chow Kok Hiang	Malaysian	9,000	0.01	-	-
Han Kim Juan	Malaysian	10,000	0.01	-	-
Jeprol Osinggang	Malaysian	8,000	0.01	-	-
Chang Chee Chiong	Malaysian	7,000	0.01	-	-
Looi Weng Tuck	Malaysian	7,000	0.01	-	-
Soo Kui Loi @ William Soo	Malaysian	6,000	0.01	-	-
Chan Fai Lup	Malaysian	7,000	0.01	-	-

* Based on their respective entitlements under the Restructuring and Listing Scheme.

6. INFORMATION ON SHAREHOLDERS/DIRECTORS/KEY MANAGEMENT (Cont'd)

6.7 Declarations from the Directors and Key Management Team

No Director, senior executive officer or person nominated to become a Director or senior executive officer is or has been involved in any of the following events:

- (i) 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 a Director or senior executive officer;
- (ii) a conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or
- (iii) being the subject of any order, judgement or ruling of any court, tribunal or government 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 and engaging in any type of business practice or activity.

6.8 Family Relationships

Gooi Seong Lim, Gooi Seong Heen, Gooi Seong Chneh, Gooi Seong Gum and Gooi Seow Mee, who are brothers and sister, are the children of Loo Geok Eng. Looi Weng Tuck is the son of Loo Geok Eng's brother.

Save for the above, none of the other Directors and Management Team are related.

6.9 Service Contracts

None of the existing Directors of the Company has any current or proposed service contracts with the Company or any of its subsidiary companies which are not terminable by notice without payment of compensation.

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