
12. ADDITIONAL INFORMATION

12.1 Share Capital

- (i) No ordinary shares will be allocated on the basis of this Prospectus later than twelve (12) months after the date of issue of this Prospectus.
- (ii) There are no founder, management or deferred shares. There is one class of shares in the Company, namely ordinary shares of RM1.00 each, all of which rank in pari passu with one another.
- (iii) Save for the 3,939,000 ordinary shares of RM1.00 each reserved for the Eligible Employees and Directors of the Ranhill Group pursuant to this Prospectus, there are at present no other schemes involving the employees in the capital of the Company or its subsidiaries.
- (iv) As at the date of this Prospectus, none of the capital of the Company or any of its subsidiaries is under any option or agreed conditionally or unconditionally to be put under any option.
- (v) Save as disclosed in Section 4 of this Prospectus, no shares, stocks or debentures in the Company or its subsidiaries have been issued or are proposed to be issued as partly or fully paid-up for cash or otherwise than in cash within the two (2) years preceeding the date of this Prospectus.

12.2 Articles of Association

The following provisions are reproduced from the Company's Articles of Association which have been approved by the KLSE:-

12.2.1 Remuneration of Directors

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

Article 85

The Directors shall be paid by way of remuneration for their services, such fixed sum (if any) as shall from time to time be determined by the Company in general meeting and such remuneration shall be divided among the Director in such proportions and manner as the Directors may determine PROVIDED ALWAYS THAT:-

- (a) Fees payable to non-executive directors in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;
- (b) Salaries payable to executive directors in the Company may not include a commission on or percentage of turnover; and
- (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.

12. ADDITIONAL INFORMATION (Cont'd)

Article 86

- (a) The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.
- (b) Subject to these Articles, if any Director being willing renders or is called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any business purposes of the Company, the Directors may arrange with the Company for a special remuneration by the payment of a stated sum of money and that special remuneration may be either in addition to or in substitution for his share in the remuneration provided from time to time to the Directors.

Article 88

Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he was not a Director, PROVIDED THAT nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.

Article 97

The remuneration of a Managing Director or other executive director shall (subject to the provisions of any contract between him and the Company) from time to time be fixed by the Directors, and may be by way of fixed salary or a percentage of profits of the Company or of any other company in which the Company is interested or by participation in any such profits or by any, or all of these modes but shall not include a commission on or percentage of turnover.

Article 109

The Directors may establish or arrange any contributory or non-contributory pension, superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses, and any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the members and the approval of the Company in general meeting.

12. ADDITIONAL INFORMATION (Cont'd)

12.2.2 Voting and Borrowing Powers of Directors

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

Article 106

- (a) The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they think fit, and may secure the repayment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit.
- (b) The Directors shall not borrow any money or mortgage or charge any of the Company or the subsidiaries' undertaking, property or any uncalled capital, or issue any debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Article 110

A Director who is in any way, whether directly or indirectly, personally interested in a contract or proposed contract with the Company shall declare the nature and extent of his interest at a meeting of the Directors in accordance with the Act. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.

Article 117

Save as the following paragraphs of these Articles otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he has direct or indirect personal interest (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting, but this Article shall not apply to:-

- (a) Any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or
- (b) Any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole, or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) Any contract by him to subscribe for or underwrite shares or debentures of the Company; or
- (d) Any contract or arrangement with any other company in which he is interested only as a Director or other officer or creditor of or as a shareholder in or beneficially interested in the shares of that company.

The provisions of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by ordinary resolution of the Company.

12. ADDITIONAL INFORMATION (Cont'd)

12.2.3 Changes in the Capital and Variation of Class Rights

The provisions in the Articles of Association of the Company as to changes in capital and variation of class rights which are not less stringent than those provided in the Companies Act, 1965 are as follows:-

Article 3

The authorised capital of the Company is RM500,000,000 divided into 500,000,000 shares of RM1.00 each.

Article 4

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, the Central Depositories Act and the provisions of the Articles hereto, the shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors, subject to the approval of the Company's members in general meeting, may determine.

Article 5

Article 4 shall be subject to the following restrictions, that is to say:

- (a) No Director shall participate in an issue of shares to employees of the Company unless the shareholders in general meeting approved the specific allotment to be made to such Director and unless he holds office in the Company in an executive capacity PROVIDED ALWAYS THAT a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public issue or public offer or special issue, such participation to be approved by the relevant authorities;
- (b) That no shares shall at any time be issued which shall result in the transfer of a controlling interest in the Company save with the approval of the Company's members in general meeting;
- (c) No shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act; or
- (d) Subject to the provisions of these Articles, the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same.

Article 6

The Company may, subject to, and in accordance with, the Act, the rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in these Articles and the requirements of the Exchange and any other relevant authorities from time to time, by resolution purchase its own shares. Any shares in the Company so purchased by the Company shall be dealt with in accordance with Section 67A of the Companies Act, 1965 and the guidelines issued by the Exchange and/or any other relevant authorities from time to time

12. ADDITIONAL INFORMATION (Cont'd)

Article 25

Subject to the Act, any preference shares may with the sanction of an ordinary resolution of the Members, be issued on the terms that they are, or at the option of the Company, are liable to be redeemed but the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time and that the Company shall not issue preference shares ranking in priority over preference shares already in issued, but may issue preference shares ranking equally therewith.

Article 26

Preference shareholders shall have the same rights as ordinary shareholders with regards to receiving notices, reports and balance sheets, and attending general meetings of the Company. Preference shareholders shall only have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up, or sanctioning a sale of undertaking, or where any proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six (6) months.

Article 27

Notwithstanding Article 26 hereof the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholders rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths (3/4) of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

Article 45

The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock or re-convert any stock into paid up shares of any denomination.

Article 47

The holders of stock shall, according to the amount of the stock held by them have the same rights, privileges, and advantages as regard dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not, if existing in shares, have conferred that right, privilege or advantage.

Article 48

Such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

12. ADDITIONAL INFORMATION (Cont'd)

Article 49

- (a) The Company may by ordinary resolution:-
- (i) increase the share capital by such sum to be divided into shares of such amount as the resolutions shall prescribe; or
 - (ii) consolidate and divide its share capital into shares of larger amount than its existing shares; or
 - (iii) cancel any shares not taken or agreed to be taken by any person; or
 - (iv) sub-divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum and Articles of Association by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such shares may by the resolution by which such subdivision is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the other or any other of such share.

Article 51

The Company in general meeting 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 called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amount and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any) or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the general meeting resolving upon such increase directs.

Article 55

Subject to the provisions of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company (unless otherwise provided by the terms of issue of the shares of that class) may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths (3/4) of the issued shares of that class or with the sanction of special resolution passed at a separate meeting of the Members of that class. To any such separate meeting all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be Members of the class holding or representing by proxy one-third (1/3) of the capital paid or credited as paid on the issued shares of that class, and every holder of shares of the class in question shall be entitled on a poll to one (1) vote for every such share held by him.

Article 56

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

12. ADDITIONAL INFORMATION (Cont'd)

12.2.4 Transfer of Securities

The provisions in the Articles of Association of the Company, the Main Board Listing Requirements of the KLSE, the Companies Act, 1965 and Rules of the MCD in respect of the transferability of securities and any restrictions on their free transferability are as follows:-

1. Articles of Association of the Company

Article 13

The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfillment or discharge thereof and giving notice of intention to sell in default shall have been served on such Member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfillment or discharge shall have been made by him or them on the expiration of fourteen (14) days after such notice.

Article 15

To give effect to any such sale the Directors may authorise some persons to transfer the shares sold to the purchaser thereof or in the case where the Company's shares have been listed and quoted on the Main Board of the Exchange, that the transfer of the shares sold be credited into the Securities Account of the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity against the Company

Article 28

The transfer of any shares or class of shares 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 and, notwithstanding Sections 103 and 104 of the Act, but subject to subsection 107C(2) of the Act, and any exemption that may be made for compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of shares.

Article 29

Subject to the restriction of these Articles, the Central Depositories Act and the Rules, all transfers of shares may be effected by an instrument in writing in the form prescribed and approved by the Act, the Exchange and the Rules, wherever applicable.

12. ADDITIONAL INFORMATION (Cont'd)

Article 30

The registration of transfer may be suspended at such times and for such periods as the Directors may from time to time determine PROVIDED ALWAYS the suspension will not exceed thirty (30) Market Days in any year. At least eighteen (18) Market Days' notice of intention to close the said register shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. The said notice shall state the purpose or purposes for which the register is being closed. The Company shall request the Central Depository in accordance with the Rules of the Central Depository, to prepare a Record of Depositories as at a date not less than 3 market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors")

Article 33

- (a) Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon producing such evidence of title as required by the Directors and subject as hereinafter provided, elect either to register himself as holder of the share or to have some other person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy PROVIDED ALWAYS that where the share is a Deposited Security, subject to the Rules, a transfer of the share may be carried out by the person becoming so entitled.
- (b) (i) If the person so becoming entitled elects to register himself, he shall deliver or send to the Company a notice in writing signed by him stating what he so elects, provided that where the share is a Deposited Security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository.
- (ii) If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

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12. ADDITIONAL INFORMATION (Cont'd)

Article 35 (1)

Where :-

- (a) the shares of the Company are listed on a stock exchange which is specified to be an Approved Market Place; and
- (b) the 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 in respect of such shares,

the Company shall, upon request of a shareholder, permit a transmission of shares held by such shareholder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as “the Foreign Register”), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as “the Malaysian Register”) subject to the following conditions:-

- (i) there shall be no change in the ownership of such shares; and
- (ii) the transmission shall be executed by causing such shares to be credited directly into the Securities Account of such shareholder.

Article 35 (2)

For the avoidance of doubt, no Company which fulfils the requirements of paragraph (a) and (b) of Article 35(1) above shall allow any transmission of shares from the Malaysian Register into the Foreign Register.

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12. ADDITIONAL INFORMATION (Cont'd)

Article 40

Every share which shall be forfeited may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid. Notice of sale or disposal shall be sent to the holder of the shares sold or disposed of within fourteen (14) days of the date of sale or disposal.

Article 46

The holders of the stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

12.2.5 Main Board Listing Requirements

Section 293A

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 section 107C(2) of the Companies Act, 1965 and any exemption that may be made from compliance with section 107C(1) of the Companies Act, 1965, the company shall be precluded from registering and effecting any transfer of such securities.

Section 293B

- (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 the company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as "the Malaysian Register") subject to the following conditions :-

- (i) there shall be no change in the ownership of such securities; and

12. ADDITIONAL INFORMATION (Cont'd)

- (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 into the Foreign Register.

12.2.6 Companies Act, 1965

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 or 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 other 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 103(2)

A transfer of the share debenture or other interest of a deceased person made by his personal representative shall, although the personal representative is not himself a member of the company, be as valid as if he had been such a member at the time of the execution of the instrument.

Section 103(3)

The production to a company of any document which is by law sufficient evidence of probate of the will, or letters of administration of the estate of a deceased person having been granted to some person shall be accepted by the company, notwithstanding anything in its articles, as sufficient evidence of the grant.

Section 103(4)

In this section "instrument of transfer" includes a written application for transmission of a share debenture or other interest to a personal representative.

12. ADDITIONAL INFORMATION (Cont'd)

Section 107C

- (1) On or after the coming into operation of this section, the transfer of any securities or class of securities of a company whose securities or 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 effecting any transfer of securities or class of securities which have been deposited.
- (2) Subsection (1) shall not apply to a transfer of securities to a central depository or its nominee company.

12.2.7. Rules of the MCD

Rule 9.01 (1)

Subject to the provisions of Rule 9.02, a depositor (hereinafter in this chapter referred to as "Transferring Depositor") may, by completing the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form FTF015 (request for express transfer of securities form), require an authorised depository agent with whom the depositor's securities account is maintained to transfer any deposited securities (hereinafter in this chapter referred to as "the said securities") in such account to a securities account held by another depositor (hereinafter in this chapter referred to as "Receipient Depositor") provided always that the reason for the transfer must be stated in the Form FTF010 or FTF015, and such application must be accompanied by the relevant documents in support of the request.

Rule 9.01 (2)

The Central Depository may, in its absolute discretion, reject a transfer request made by a depositor, where the reason for the said transfer does not fall within any of the approved reasons as stipulated under Rule 9.03 (2) (c)

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 reasons as stated herein below:-
 - (i) transmission and transfer of securities arising from the provisions of any written law or an order of the court of competent jurisdiction;

12. ADDITIONAL INFORMATION (Cont'd)

- (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 Securities Commission;
- (d) documents to support the reason for the transfer; and
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manuals.

12.3 Directors and Substantial Shareholders

- (i) The names, addresses and occupations of the Directors are set out in Section 5 of this Prospectus.
- (ii) A Director is not required to hold any qualification shares in the Company or its subsidiaries.
- (iii) Save as disclosed earlier in Section 7, none of the Directors or substantial shareholders were or are interested, directly or indirectly in the promotion of or in any assets acquired or disposed of or proposed to be acquired or proposed to be disposed of by or leased or proposed to be leased to the Company or its subsidiary companies within the two years preceding this Prospectus or in 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.
- (iv) Save as disclosed below, none of the Directors, key management and technical personnel of the Company and its subsidiary companies have existing or proposed service contracts with the Company or its subsidiary companies which are not terminable by notice without payments or compensation other than statutory compensation.

Name	Designation
Dato' Hamdan bin Mohamad	Executive Chairman of RB
Haji Mohd Haniff bin Haji Koslan	Executive Director of RB
Haji Hassan bin Saat @ Saad	President of RBSB
Kamarulzaman bin Omar	Chief Executive Officer of RWE
Haji Zamali bin Midun	Chief Executive Officer of RBSB
Ng Wye Kong	Managing Director of PSI
Yap Yuen Thye	Vice President of RBSB
Ng Wai Leong	Vice President of RBSB
Vijaya Kumar A/I S.Chellathurai	Vice President of RBSB
Tarique Azam	Vice President of RBSB
Ong Cheng Siong	Technical Director of RBSB
Ng Chee Wan	Vice President of RBSB
Cheong Koon Hong	Vice President of RBSB
Stephen Tong Tek Mong	Vice President of RBSB
Mohamed Mazlan bin Abdul Manaf	Chief Executive Officer REC
Ab Patah bin Omar	General Manager of UTW
Wan Pauzi bin Yahya	Project Director of REC

12. ADDITIONAL INFORMATION (Cont'd)

As a condition stated in the approval letter of SC dated 3 May 2000, all the Promoters of Ranhill are to enter into a Management Undertaking Agreement with the Ranhill Group for a minimum period of three (3) years from the date of listing and quotation of Ranhill on the Main Board of the KLSE.

(v) Directors' Shareholdings

According to the Register of Director's shareholding as at 15 December 2000 (being the latest practicable date prior to the printing of this Prospectus), the Directors' shareholding in the Company before and after the Offer for Sale, Placement and Public Issue are as follows:

Directors	Before the Offer for Sale, Placement & Public Issue				After the Offer for Sale, Placement & Public Issue ⁽²⁾			
	<----- No. of Shares Held ----->		<----- No. of Shares Held ----->		<----- No. of Shares Held ----->		<----- No. of Shares Held ----->	
	Direct	%	Indirect	%	Direct	%	Indirect	%
Dato' Hamdan bin Mohamad	16,958,734	21.47	36,121,857 ⁽¹⁾	45.72	14,958,734	8.94	31,721,857	40.15
Haji Mohd Haniff bin Haji Koslan	-	-	36,121,857 ⁽¹⁾	45.72	-	-	31,721,857	40.15
Haji Hassan bin Saat @ Saad	5,656,861	7.16	-	-	4,456,861	5.64	-	-
Che Khalib bin Mohamad Noh	395,543	0.50	-	-	395,543	0.50	-	-
Kamarulzaman bin Omar	843,513	1.07	-	-	843,513	1.07	-	-
Mohamed Mazlan bin Abdul Manaf	-	-	-	-	7,000 ⁽³⁾	0.01	-	-
Ramli bin Ibrahim	-	-	-	-	7,000 ⁽³⁾	0.01	-	-
Zahari bin Ab. Wahab	-	-	-	-	7,000 ⁽³⁾	0.01	-	-

- (1) Deemed interest by virtue of their shareholdings of 15% or more in Ranhill Corporation pursuant to Section 6A of the Companies Act, 1965, which in turn is a substantial shareholders in Ranhill Berhad.
- (2) The Offer for Sale and Placement consist of 7,600,000 ordinary shares of RM1.00 each at RM3.00 per share.
- (3) Based on thier respective entitlement pursuant to the allocation of Offer Shares to Eligible Employees and Directors of the Ranhill Group.

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12. ADDITIONAL INFORMATION (Cont'd)**(vi) Substantial Shareholders' Shareholdings**

According to the Register of Substantial Shareholding as at 15 December 2000, the Substantial shareholders (with 2% or more shareholding, direct or indirect) of the Company before and after the Offer for Sale, Placement and Public Issue are as follows:

Substantial Shareholders	Before the Offer for Sale, Placement & Public Issue				After the Offer for Sale, Placement & Public Issue ⁽²⁾			
	<----- No. of Shares Held ----->		<----- No. of Shares Held ----->		<----- No. of Shares Held ----->		<----- No. of Shares Held ----->	
	Direct	%	Indirect	%	Direct	%	Indirect	%
Dato' Hamdan bin Mohamad	16,958,734	21.47	36,121,857 ⁽¹⁾	45.72	14,958,734	18.94	31,721,857	40.15
Haji Mohd Haniff bin Haji Koslan	-	-	36,121,857 ⁽¹⁾	45.72	-	-	31,721,857	40.15
Haji Hassan bin Saat @ Saad	5,656,861	7.16	-	-	4,456,861	5.64	-	-
Ranhill Corporation	36,121,851	45.72	-	-	31,721,857	40.15	-	-

(1) Deemed interest by virtue of their shareholdings of 15% or more in Ranhill Corporation pursuant to the Companies Act, 1965, which in turn is a substantial shareholder in RB.

(2) The Offer for Sale and Placement consist of 7,600,000 ordinary shares of RM1.00 each at RM3.00 per share.

- (vii) There was no remuneration paid to the Directors of the Company and its subsidiaries for services rendered in all capacities to the Company and its subsidiaries for the financial year ended 30 June 2000. The proposed remuneration to be paid to the Directors of the Company and its subsidiaries for services rendered in all capacities to the Company and its subsidiaries for the financial year ending 30 June 2001 is estimated to be RM3.0 million.
- (viii) Save as disclosed below, none of the Directors of the Company has any interest, direct or indirect, in any business carrying on a similar trade as the Company and its subsidiary companies.
- Dato' Hamdan bin Mohamad is the Executive Chairman and holds a 70% equity interest in Ranhill Corporation, a substantial shareholder, whose principal activities is engineers and constructors.
 - Haji Mohd Haniff bin Haji Koslan is the Director, President & Chief Operating Officer and holds a 30% equity interest in Ranhill Corporation, a substantial shareholder, whose principal activities is engineers and constructors.
 - Dato' Hamdan bin Mohamad, Haji Hassan bin Saat @ Saad, Kamarulzaman bin Omar and Haji Zamali bin Midun are directors and hold equity interest in RConsult as disclosed in Section 7.1.5 of this Prospectus: and
 - Dato' Hamdan bin Mohamad, Haji Hassan bin Saat @ Saad, Kamarulzaman bin Omar and Haji Zamali bin Midun are directors and hold equity interest in PRW as disclosed in Section 7.16 of this Prospectus.

As a condition stated in the approval letter of SC dated 3 May 2000, Ranhill Corporation has, vide letter dated 15 November 2000, provided an undertaking that all its future business transactions will not raise a conflict of interest situation with the Ranhill Group and had entered into a Shareholder's Undertaking Agreement with Ranhill on 15 November 2000 ensuring that all contracts and projects obtained by Ranhill Corporation will be awarded to the Ranhill Group.

PRW has entered into a Memorandum of Agreement with RWE on 1 January 1997 ensuring that all contracts and projects obtained by PRW will be awarded to RWE.

12. ADDITIONAL INFORMATION (Cont'd)

RConsult has entered into a Service Agreement with RBSB dated 5 April 2000 ensuring that all contracts and projects obtained by RConsult will be awarded to RBSB.

- (ix) No Director, senior executive as stated in Section 5 or person nominated to become a Director or senior executive is or has been involved in the following events :-
- a. 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;
 - b. A conviction in a criminal proceeding or named subject of a pending criminal proceeding; or
 - c. Being the subject of any order, judgment or ruling of any court, tribunal or Government body of competent jurisdiction permanently or temporarily enjoining him from acting as investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.
- (x) No Director was granted or had exercised any option to subscribe for securities of the Company or its subsidiary companies during the financial year ended 30 June 2000.
- (xi) Save as disclosed earlier in Section 7, none of the Directors are materially interested in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Company or its subsidiary companies.

12.4 General

- (i) The nature of the company's business is set out in section 4 of this Prospectus. 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 set out in Section 4.5 of this Prospectus.
- (ii) The name and address of the Auditors and Reporting Accountants of the Company are set out under Corporate Information of this Prospectus.
- (iii) Information on the Offerors

Set out below is the shareholding of the Offerors in the Company before and after the Offer for Sale and Placement:-

Name of Offerors	Before the Offer for Sale, Placement & Public Issue				After the Offer for Sale, Placement & Public Issue ⁽²⁾			
	<----- No. of Shares Held ----->				<----- No. of Shares Held ----->			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Dato' Hamdan bin Mohamad	16,958,734	21.47	36,121,857 (1)	45.72	14,958,734	18.94	31,721,857	40.15
Haji Hassan bin Saat @ Saad	5,656,861	7.16	-	-	4,456,861	5.64	-	-
Ranhill Corporation	36,121,851	45.72	-	-	31,721,857	40.15	-	-

(1) Deemed interest by virtue of his shareholdings of 15% or more in Ranhill Corporation pursuant to Section 6A of the Companies Act, 1965 which in turn is a substantial shareholder in RB

(2) The Offer for Sale and Placement consist of 7,600,000 ordinary shares of RM1.00 each at RM3.00 per share

- (iv) The amount payable in full on application of the Public Issue, Placement and Offer for Sale is RM3.00 per Ordinary Share.

12. ADDITIONAL INFORMATION (Cont'd)

- (v) Underwriting and Brokerage Commission
- a. Underwriting commission is payable by the Company / Offerors to the Underwriters at the rate of 1.5% of the Issue / Placement / Offer Price of RM3.00 per ordinary share on the ordinary shares being underwritten which form the subject of this Prospectus.
 - b. Brokerage is payable by the Company / Offerors at the rate of 1.0% of the Issue / Placement / Offer Price of RM3.00 per ordinary share to the parties in the circumstances specified in Section 2.10 of this Prospectus.
 - c. The Offerors shall bear underwriting commission, brokerage and other incidental expenses relating to the Offer Shares and Placement Shares estimated at approximately RM570,000. An estimated RM3,000,000 in respect of expenses and fees incidental to the listing of and quotation for the entire issued and paid-up share capital of the Company on the Main Board of the RM1,096,950.
- (vi) Save for item (v) above, no commission, discount, brokerage or other special terms have been paid or are payable by the Company or its subsidiaries within the two (2) preceding years of 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 and no Director or proposed Director or promoter or expert is entitled to receive any such payment.
- (vii) No amount or benefit has been paid or given within the two preceding years of the date hereof nor is it intended to be paid or given, to any promoter.
- (viii) Save for the 3,939,000 ordinary shares reserved for eligible employees and Directors, no person has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of the Company or its subsidiaries.
- (ix) Save as disclosed in Section 8.3 of this Prospectus, no properties have been acquired or proposed to be acquired by the Company or its subsidiaries in contemplation of the Offer for Sale Placement and Public Issue.
- (x) Save as disclosed in this Prospectus, 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 any capital expenditure;
 - c. Unusual or infrequent events or transactions or any significant economic changes that materially affect the amount of reported income from operations;
 - d. Known trends or uncertainties that have had or that the Group reasonably expects to have a materially favourable or unfavourable impact on revenues or operating income; and
 - e. Any substantial increase in revenue which is attributable to increase in prices or increase in volume or amount of goods or services being sold or to the introduction of new products or services.

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

12. ADDITIONAL INFORMATION (Cont'd)

- (xi) There is no present intention on the part of the Directors of the Company to issue any part of the authorised but unissued share capital of the Company, except for the Public Issue Shares.
- (xii) During the last financial year, there were no:
 - a. public take-overs by third parties in respect of the Company's shares; and
 - b. public take-overs offers by the Company in respect of other companies' shares.
- (xiii) As at the date of this Prospectus, the Company and its subsidiaries do not have any convertible debt securities.
- (xiv) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Sections 15.2 of this Prospectus.
- (xv) The time of the opening of the Application Lists is set out in Section 15.1 of this Prospectus.
- (xvi) The Company has not established a place of business outside Malaysia.
- (xvii) Save as disclosed in the Proforma Consolidated Profit Forecast and assumptions of the Company and its subsidiary companies in relation thereto and Section 3 of this Prospectus, the Directors are not aware of any material information including trading factors or risks which are unlikely to be known or anticipated by the general public and which could materially affect the profits of the Company and its subsidiaries.

12.5 Material Contracts

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

- (i) Thirty three (33) separate Sale and Purchase Agreements dated 10 November 1999 entered into between Ranhill and AKSB for the acquisition of the entire issued and paid-up share capital of RBSB, RBV, RC, RSG and REC, 60% of the total issued and paid up share capital of RWE and 51% of the issued and paid-up share capital of UTW for a total purchase consideration of RM70,811,903 satisfied by the issuance of 64,373,998 fully paid-up new ordinary shares in Ranhill of RM1.00 each at approximately RM1.10 per share
- (ii) Services Agreement dated 5 April 2000 between RBSB and RConsult commencing from the date of the agreement for an indefinite period whereby RConsult will subcontract all contracts secured by RConsult to RBSB.
- (iii) Management Undertaking Agreement dated 15 November 2000 between certain Promoters of Ranhill with the Ranhill Group for a minimum period of three (3) years from the date of listing and quotation of Ranhill on the Main Board of the KLSE
- (iv) Underwriting Agreement dated 18 December 2000 between Ranhill and the Underwriters, Aseambankers Malaysia Berhad, Mayban Securities Sdn Bhd, Amanah Merchant Bank Berhad, Public Merchant Bank Berhad, MIDF Consultancy and Corporate Services Sdn Bhd and Bank Islam Malaysia Berhad for the underwriting of 22,226,000 ordinary shares of RM1.00 each for an underwriting commission of one point five per centum (1.5)% of the price of RM3.00 per ordinary share.

12. ADDITIONAL INFORMATION (Cont'd)

12.6 Material Agreements

1. By the Memorandum of Agreement dated 1 January 1997 entered into between RWE and Perunding Ranhill Worley Sdn Bhd ("PRW"), PRW has agreed to sub-contract to RWE the value of the services undertaken and performed by PRW including fees payable in respect thereof with the relevant costs incurred. The Memorandum of Agreement becomes effective on 1 January 1997.
2. Ranhill Corporation and Ranhill entered into a Shareholder's Undertaking dated 15 November 2000. In view that Ranhill Corporation is a promoter for the listing of Ranhill on the KLSE, Ranhill Corporation undertakes the following:-
 - i. to ensure that all business dealings and negotiations with Ranhill shall be at arm's length;
 - ii. to ensure that there will be a clear demarcation of role and responsibility between Ranhill Corporation and Ranhill;
 - iii. unless permitted under the law, to channel all contracts and projects secured by Ranhill Corporation to Ranhill after the listing of the Ranhill on the KLSE; and
 - iv. to ensure that any transaction entered into by it will not be in conflict with the existing businesses of Ranhill.

The Shareholder's Undertaking shall commence from the date of the listing of Ranhill and shall be applicable as long as Ranhill Corporation is the substantial shareholder of Ranhill as defined in the Companies Act, 1965.

3. Consequential Loss Insurance with CGU Insurance Berhad by RBSB for the period from 1 January 2000 to 31 December 2000 against a loss of gross revenue and/or increase in cost of work following the interruption to the business due to the destruction or damage by any insured property under the fire policy. The sum insured is for the amount of RM14,420,000, covering gross revenue and auditors' fees.
4. Contractors All Risk coverage with Hong Leong Assurance Berhad by REC, as the main constructors for the distribution and improvement works for the water supply system in Ulu Tiram Area, Johor Bahru for the period from 5 September 2000 to 16 June 2001. The coverage is against any physical loss or damage to the property insured for an amount of RM4,500,000 as well as an indemnity against any legal liability to third parties for an amount of RM2,000,000.
5. Contractors All Risk coverage with Hong Leong Assurance Berhad by REC, as the main constructors for the proposed diversion of water mains from Jemaluang to Endau, Johor Bahru for the period from 1 June 2000 to 31 December 2001. The coverage is against any physical loss or damage to the property insured for an amount of RM37,000,000 as well as an indemnity against any legal liability to third parties for an amount of RM2,000,000.
6. Contractors All Risk coverage with Hong Leong Assurance Berhad by REC, as the main constructors for the construction and completion of the Bukit Kulai and Bandar Skudai reservoir for the period from 3 July 2000 to 12 October 2001. The coverage is against any physical loss or damage to the property insured for an amount of RM7,500,000 as well as an indemnity against any legal liability to third parties for an amount of RM2,000,000.
7. Contractors All Risk coverage with Hong Leong Assurance Berhad by REC, as the main constructors for the construction of the reservoir and all related works in Minyak Beku, Batu Pahat district for the period from 1 August 2000 to 15 June 2001. The coverage is against any physical loss or damage to the property insured for an amount of RM4,500,000 as well as an indemnity against any legal liability to third parties for an amount of RM2,000,000.

12. ADDITIONAL INFORMATION (Cont'd)

8. Contractors All Risk coverage with Hong Leong Assurance Berhad by REC, as the main constructors for the replacement of AC reticulation Mains and replacement of existing pipes at Jalan Sg Abong, Johor Bahru for the period from 15 June 2000 to 16 June 2001. The coverage is against any physical loss or damage to the property insured for an amount of RM3,000,000 as well as an indemnity against any legal liability to third parties for an amount of RM2,000,000.
9. Contractors All Risk coverage with Hong Leong Assurance Berhad by REC, as the main constructors for the construction of the new Masai reservoir for the period from 10 July 2000 to 9 July 2001. The coverage is against any physical loss or damage to the property insured for an amount of RM8,500,000 as well as an indemnity against any legal liability to third parties for an amount of RM2,000,000.
10. Contractors All Risk coverage with Hong Leong Assurance Berhad by REC, as the main constructors for the special and ancillary works from Bukit Besar reservoir to Bukit Kulai reservoir for the period from 2 May 2000 to 2 July 2001. The coverage is against any physical loss or damage to the property insured for an amount of RM15,447,500 as well as an indemnity against any legal liability to third parties for an amount of RM2,000,000.
11. Contractors All Risk coverage with Hong Leong Assurance Berhad by REC, as the main constructors for the special and ancillary works from Bukit Kulai reservoir to Kulai Hospital for the period from 2 May 2000 to 2 July 2001. The coverage is against any physical loss or damage to the property insured for an amount of RM10,048,000 as well as an indemnity against any legal liability to third parties for an amount of RM2,000,000.
12. Contractors All Risk coverage with Hong Leong Assurance Berhad by REC, as the main constructors for the construction of the Sri Medan reservoir for the period from 1 August 2000 to 31 May 2001. The coverage is against any physical loss or damage to the property insured for an amount of RM5,500,000 as well as an indemnity against any legal liability to third parties for an amount of RM2,000,000.
13. Contractors All Risk coverage with Hong Leong Assurance Berhad by REC, as the main constructors for the special and ancillary works from Masai reservoir to Taman Scientex, YTL and Felda Cahaya, Mukim Pletong for the period from 1 August 2000 to 30 May 2001. The coverage is against any physical loss or damage to the property insured for an amount of RM4,000,000 as well as an indemnity against any legal liability to third parties for an amount of RM2,000,000.
14. Erection All Risk coverage with Hong Leong Assurance Berhad by UTW for erection works for the period from 1 May 2000 to 30 April 2001. The coverage is for any material loss and third party liability for an amount of RM9,996,000.

12. ADDITIONAL INFORMATION (Cont'd)

12.7 Material Litigations

Save as disclosed below, as at 15 December 2000, the Ranhill Group is presently not engaged whether as plaintiff or defendant in any legal action, proceeding, arbitration (other than those legal actions engaged as plaintiff or defendant arising in the ordinary course of its business) or prosecution for any criminal offence, which has a material effect on the financial position of the Ranhill Group and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of Ranhill and its subsidiaries.

- (i) An action by way of a writ of summons and statement of claim was filed on 30 October 1999 by RBSB against Konsortium Lapangan Terjaya Sdn Bhd for the sum of RM13,600,226.25 for professional fees for services rendered by RBSB. The defendant has applied for a stay of proceeding pending arbitration. This was dismissed by the Senior Assistant Registrar of the Court. The defendant subsequently appealed and was heard on 13 December 2000. The Court has dismissed both the appeals and awarded costs of RM8,000 to RBSB as plaintiffs. RBSB has since filed an application under Order 27 Rule 3 of the Rules of the High Court 1980, which is now fixed for hearing on 17 January 2001.
- (ii) A letter of demand dated 12 May 1999 was issued to Kelana Megah Sdn Bhd for sums owed amounting to RM2,955,555.85 for consultancy services rendered. On 10 November 1999, RBSB advised its solicitors acting on this matter to keep the matter in abeyance as payment towards the settlement is in progress. RBSB has confirmed that the matter is still in abeyance.

12.8 Responsibility Statement

Aseambankers Malaysia Berhad, acknowledges that, to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts about the Public Issue, Placement, Offer for Sale, and the Ranhill Group and is satisfied that the Consolidated Profit Forecast of the Ranhill Group for the financial year ending 30 June 2001 (for which the Directors are wholly and severally responsible) have been stated by the Directors of the Company after due and careful inquiry.

This Prospectus has been seen and approved by the Directors of the Company and the Offerors and they collectively and individually accepts 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 facts the omission of which would make any statement herein misleading.

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13. CONSENTS

13.1 Consent

- (i) The written consent of the Adviser and Managing Underwriter, Underwriters, Principal Bankers, Auditors and Reporting Accountants, Solicitors, Share Registrars, Company Secretary and Issuing House to the inclusion in this Prospectus of their names in the form and context in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn; and
- (ii) The written consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their Accountants' Report and letters relating to the Consolidated Profit Forecast for the financial ending 30 June 2001, and the Proforma Consolidated Balance Sheets as at 30 June 2000 in the manner and form in which they are contained in this Prospectus has been given before the issue of this Prospectus and have not subsequently been withdrawn.

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14. DOCUMENTS FOR INSPECTION

14.1 Documents for Inspection

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours for a period of six (6) months from the date of this Prospectus:-

- (i) Memorandum and Articles of Association of the Company and its subsidiary companies;
- (ii) The Accountants' Report and Directors' Report as included herein;
- (iii) The Reporting Accountants' Letters relating to the Consolidated Profit Forecast for the financial year ending 30 June 2001 and Proforma Consolidated Balance Sheets as at 30 June 2000 of the Company as included herein;
- (iv) The letters of consent referred to in Section 13 of this Prospectus;
- (v) Material contracts referred to in Section 12.5 of the Prospectus;
- (vi) Material agreements referred to in Section 12.6 of the Prospectus;
- (vii) Material litigations referred to in Section 12.7 of the Prospectus;
- (viii) Audited accounts of Ranhill and its subsidiaries for the past five (5) financial years ended 30 June 2000;
- (ix) Declaration of the Advisers referred to in Section 7.4 above;
- (x) Directors and Key Management's existing or proposed service contracts; and
- (xi) Shareholders' Undertaking Agreement and Management Undertaking Agreement dated 15 November 2000.

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15. APPLICATION FOR SECURITIES

15.1 Opening And Closing Of Application Lists

The Application Lists will open at **10.00 a.m.** on 15 January 2000 and will remain open until **8.00 p.m.** on the same day or for such further period or periods as the Directors of the Company and/or the Offeror in their absolute discretion may decide.

15.2 Application Forms

Application for the Offer Shares, Placement Shares and Public Issue Share must be made on the Application Form 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. In accordance with Section 37(1) of the Companies Act, 1965, the Application Form 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 Form or Notes and Instructions printed thereon or which are illegible will not be accepted.

Only one application can be made by each applicant. Multiple applications will not be accepted.

Copies of this Prospectus together with White Application Forms may be obtained, subject to availability, from Aseambankers Malaysia Berhad, member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia and MIDFCCS.

Employees of MIDFCCS and their immediate family are strictly prohibited from applying for the Public Issue Shares.

15.3 Procedure for Application

1. Applications by Malaysian Public

Applications for the 14,626,000 Public Issue Shares made available for application by the Malaysian public must be made on the “**White**” Applications Forms provided.

2. Applications by Eligible Directors of the Group

Applications for the 3,939,000 Offer Shares reserved for the Eligible Employees of the Ranhill Group must be made on the special “**Pink**” Application Forms provided.

3. Applications by Nominated Placees

Applications for the 3,661,000 Placement Shares reserved for the Nominated Placees of the Ranhill Group must be made on the special “**Blue**” Application Forms provided.

Only one application form from each applicant will be considered and applications must be for 1,000 ordinary shares or multiple thereof. **MULTIPLE APPLICATION WILL NOT BE ACCEPTED.** The amount payable in full on application is RM3.00 per ordinary share.

EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY A REMITTANCE IN RINGGIT MALAYSIA FOR THE FULL AMOUNT EITHER:

- (1) BANKER’S DRAFT OR CASHIER’S ORDER PURCHASED WITHIN MALAYSIA ONLY AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
- (2) GUARANTEED GIRO ORDER (“GGO”) FROM BANK SIMPANAN NASIONAL MALAYSIA (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR

15. APPLICATION FOR SECURITIES (Cont'd)

- (3) MONEY ORDER OR POSTAL ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
- (4) ATM STATEMENT OBTAINED FROM EITHER:
- ARAB-MALAYSIAN BANK BERHAD (2955767-U);
 - ARAB-MALAYSIAN FINANCE BERHAD (5493-X);
 - ASIA COMMERCIAL FINANCE (M) BERHAD (6521-U);
 - BSN COMMERCIAL BANK BERHAD (23877-T);
 - BUMIPUTRA COMMERCE (M) BANK BERHAD (13491-P);
 - BANK UTAMA (MALAYSIA) BERHAD (27714-A);
 - CREDIT CORPORATION MALAYSIA BERHAD (5023-H);
 - EON BANK BERHAD (92351-V);
 - EON FINANCE BERHAD (9296-K);
 - HOCK HUA BANK BERHAD (111501-D);
 - HOCK THAI FINANCE CORPORATION BERHAD (9010-H);
 - HONG LEONG BANK BERHAD (97141-X);
 - HONG LEONG FINANCE BERHAD (7797-V);
 - INTERNATIONAL BANK MALAYSIA BERHAD (22671-U);
 - MALAYAN BANKING BERHAD (3813-K);
 - MAYBAN FINANCE BERHAD (3905-T);
 - MBf 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 (360350-K);
 - PUBLIC BANK BERHAD (6463-H);
 - PUBLIC FINANCE BERHAD (6471-U);
 - RHB BANK BERHAD (6171-M);
 - SABAH BANK BERHAD (45788-D);
 - SIME FINANCE BERHAD (3838-T);
 - SOUTHERN BANK BERHAD (5303-W);
 - STANDARD CHARTERED BANK MALAYSIA BERHAD (115793-P)
 - THE PACIFIC BANK BERHAD (5024-T);
 - UNITED MERCHANT FINANCE BERHAD (3838-T).

AND MUST BE MADE OUT IN FAVOUR OF “**MIDF SHARE ISSUE ACCOUNT NO. 510**” AND CROSSED “**A/C PAYEE ONLY**” (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM).

THE NAME AND ADDRESS OF THE APPLICANT MUST BE EXACTLY THE SAME AS THE APPLICATION’S IDENTITY CARD (TOGETHER WITH THE CHANGE OF ADDRESS CARD OR “RESIT PENUKARAN KAD PENGENALAN (JPN1/22)” WHERE APPLICABLE) OR “RESIT PENGENALAN SEMENTARA (JPN1/9)” IN THE CASE OF AN INDIVIDUAL APPLICANT EXCEPT FOR THE ADDRESS OF ARMED FORCES/POLICE PERSONNEL, WHICH SHOULD BE BASED ON THE ADDRESS OF THE APPLICANT’S RESPECTIVE CAMP/BASE/STATION. IN THE CASE OF A CORPORATE/INSTITUTIONAL APPLICANT, THE NAME 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.

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

15. APPLICATION FOR SECURITIES (Cont'd)

The Directors and employees of MIDFCCS and their immediate family are strictly prohibited from applying for the Offer Shares and Public Issue Shares.

Each completed Application Form must be despatched by ORDINARY POST or DELIVERED BY HAND in the official envelopes provided to the following address:

**MIDF Consultancy And Corporate Services Sendirian Berhad
159A, Jalan Tun Razak
P. O. Box 11122
50736 Kuala Lumpur**

so as to arrive **NOT LATER THAN 8.00 P.M. ON 15 January 2001** or delivered **BY HAND** to Oriental Bank Berhad Branches based on the following addresses:

- | | |
|---|---|
| 1. Klang Branch
No.2, Jalan Kapar
41400 Kuala Lumpur | 2. Kepong Branch
No. 60, Jalan 2
52100 Kuala Lumpur |
| 3. Kuala Lumpur Main Branch
Bangunan Oriental Bank
No. 1, Jalan Hang Lekiu
50100 Kuala Lumpur | 4. Selayang Branch
No. 141-143, Jalan 2/3A
Kompleks Pasar Borong Selayang
68100 Kuala Lumpur |
| 5. Taman Sungai Besi Branch
No. 38, Jalan 7/108C
Jalan Sungai Besi
68100 Kuala Lumpur | 6. Bukit Bintang Branch
Ground Floor, Wisma KLIH
126, Jalan Bukit Bintang
55100 Kuala Lumpur |
| 7. Wangsa Maju Branch
No. 10, Jalan 1/27B
Bandar Baru Wangsa Maju
53300 Kuala Lumpur | 8. Balakong Branch
No. S-7, Jalan 1/6
Taman Indah
Batu 11, Jalan Balakong
43200 Cheras
Selangor Darul Ehsan |
| 9. Segambut Branch
No. 36-38, Jalan Segambut Utara
51200 Kuala Lumpur | 10. SS2 Branch
No. 2, Jalan SS2/61
47300 Petaling Jaya
Selangor Darul Ehsan |
| 11. Bandar Park Branch
No. 152, Jalan Mega Mendung
Kompleks Bandar
Batu 5, Jalan Klang Lama
58000 Kuala Lumpur | |

During banking hours (9.30 a.m. to 4.00 p.m. from Monday to Friday and 9.30 a.m. to 12.00 p.m. on Saturday) only.

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

15. APPLICATION FOR SECURITIES (Cont'd)

15.4 Application And Acceptance

The Directors of Ranhill Group and/or the Offeror reserve the right to reject any application, which does not strictly comply with instructions, or to accept any application in part only without assigning any reason thereof. The submission of an Application Form does not necessarily mean that the application will be successful.

ALL APPLICATIONS MUST BE FOR 1,000 ORDINARY SHARES OR MULTIPLES THEREOF.

In the event of an over-subscription, acceptance of applications shall be subject to ballot to be conducted in the manner as approved by the Directors and the Offeror. In the event of an under-subscription by the Malaysian public, all shares not applied for will be made available for subscription proportionately by the Managing Underwriter and the Underwriters in proportion as specified in the Underwriting Agreement dated 18 December 2000.

Due consideration will be given to the desirability of distributing the ordinary shares to reasonably number of applicants with a view to expanding the shareholding base of the Company and establishing an adequate market in the trading of the ordinary shares of the Company. The final allocation of shares to any single applicant will be made to ensure that the Company complies with the SC's shareholding spread requirement that at least 25% but not more than 50% of the issued and paid-up share capital of the Company is in the hands of the public shareholders and a minimum number of 1,000 public shareholders holding not less than 1,000 shares each. However, in the event that the above requirement is not met pursuant to this Public Issue, the Company may not be allowed to proceed with its listing. Applicants will be selected in the manner to be determined by the Directors of Ranhill.

WHERE AN APPLICATION IS NOT ACCEPTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OF THE BALANCE OF THE APPLICATION MONIES AS THE CASE SHALL 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 ORDINARY POST OR REGISTERED POST RESPECTIVELY AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

THE ISSUING HOUSE RESERVES THE RIGHT TO BANK IN ALL APPLICATION MONIES FROM UNSUCCESSFUL BUMIPUTERA APPLICANTS AND PARTIALLY SUCCESSFUL APPLICANTS WHICH WOULD BE SUBSEQUENTLY REFUNDED WITHOUT INTEREST AND 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 APPLICATION'S OWN RISK.

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

15.5 CDS Account

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

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. A list of the ADA Codes is set out in Section 12.7 of this Prospectus. Where an applicant already has a CDS Account, he should not complete the preferred ADA code.

15. APPLICATION FOR SECURITIES (Cont'd)

If a successful applicant fails to state either his CDS Account number or his preferred ADA Code, the company and/or Offeror may exercise their absolute discretion in instructing the Issuing House to insert a preferred ADA Code on the Applicant 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 applicant into his CDS Account.

Failure to comply with these specific instructions or inaccuracy in the CDS Account number or the preferred ADA Code may result in the application being rejected. The Directors of the Company and/or the Offeror reserve the right to reject any incomplete and inaccurate application.

15.6 Notice Of Allotment

Shares allotted to all successful applicants will be credited to their respective CDS Accounts. Notice of successful allotment will be despatched by ordinary post to the successful applicants at their address shown in the Application Forms at the applicant's own risk within 30 days after the final ballot of the application. This is the only acknowledgement of acceptance of the application.

15.7 Formalising of CDS Account

Successful applicants whose CDS Account have been opened by MCD at their preferred ADA are required to formally open their account in person by submitting to the ADA the necessary documents and the account opening fee. No transaction of shares credited to the CDS account can be effected until the account has been formally opened.

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15. APPLICATION FOR SECURITIES (Cont'd)**15.8 List of Authorised Depository Agent**

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

Name	Address And Telephone Number	Broker Code	Name	Address And Telephone Number	Broker Code
KUALA LUMPUR			KUALA LUMPUR (Cont'd)		
ARAB-MALAYSIAN SECURITIES SDN BHD (92977-U)	15th Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2382788	086-001	KUALA LUMPUR CITY SECURITIES SDN BHD (126994-W)	Lot 3.07, Level 3 Bangunan Angkasaraya Jalan Ampang 50450 Kuala Lumpur Tel No: 03-2449322	076-001
AFFIN-UOA SECURITIES SDN BHD (431338-P)	Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No: 03-2438668	028-001	K & N KENANGA SDN BHD (15678-H)	8th Floor, Pemas International Building 801, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-2613066	073-001
BBMB SECURITIES SDN BHD (16453-K)	Level 2 & 3 Menara Olympia Letter Box No. 2 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2019900	099-001	LEONG & CO SDN BHD (8789-P)	Level 18, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No: 03-2928888	061-001
BIMB SECURITIES SDN BHD (290163-X)	1 st & 2 ⁿ Floors Podium Block Bangunan AMDB No. 1 Jalan Lumut 50400 Kuala Lumpur Tel No: 03-4433533	024-001	MAYBAN SECURITIES SDN BHD (165630-M)	30th Floor, Menara Maybank 100, Jalan Tun Perak 50050 Kuala Lumpur Tel No: 03-2323822	098-001
FIMA SECURITIES SDN. BHD (210959-K)	No. 45-14, Plaza Level & Level 1 Plaza Damansara Jalan Medan Setia Satu Damansara Heights 50490 Kuala Lumpur Tel No: 03-2549966	018-001	MIDF SISMA SECURITIES SDN BHD (423833-U)	17th & 18th Floor Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-2668888	026-001
CIMB SECURITIES SDN BHD (163712-V)	9th Floor, Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel No: 03-2532288	065-001	MGI SECURITIES SDNBHD	1st & 2nd Floor Wisma MGIC 38, Jalan Dang Wangi 50100 Kuala Lumpur Tel No: 03-2911889	052-001
HLG SECURITIES SDN BHD (12855-D)	21st Floor, Wisma HLA Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2452998 / 2022778	066-001	OSK SECURITIES BERHAD (14152-V)	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No: 03-2624388	056-001
INTER PACIFIC SECURITIES SDN BHD (12738-U)	Level 7, Shahzan-Insas Tower 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-2441888	054-001	PB SECURITIES SDN BHD (20027-W)	20 th & 21 st Floor Bangunan Public Bank No.6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2013011	051-001
JUPITER SECURITIES SDN BHD (48703-W)	7th - 9th Floor Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2041888	055-001	PENKALEN SECURITIES SDN BHD (66299-A)	Ground Floor & 1st Floor Menara Pengkalen (formerly known as Wisma Pekerti) 2, Jalan Changkat Ceylon, 50200 Kuala Lumpur Tel No: 03-2448055	064-001

15. APPLICATION FOR SECURITIES (Cont'd)

Name	Address And Telephone Number	Broker Code	Name	Address And Telephone Number	Broker Code
KUALA LUMPUR (Cont'd)			SELANGOR DARUL EHSAN (Cont'd)		
RASHID HUSSAIN SECURITIES SDN BHD (95060-A)	Level 1, 2, 3 & 5 Tower One, RHB Centre Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-9852233	087-001	SJ SECURITIES SDN BHD (141671-T)	Level 3, Holiday Villa 9, Jalan SS12/1, Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7340202/101	096-001
KAF-SEAGROATT & CAMPBELL SDN BHD (134631-U)			MALACCA		
KAF-SEAGROATT & CAMPBELL SDN BHD (134631-U)	26th - 30th Floor The Weld Tower 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2081600	053-001	MALACCA SECURITIES SDN BHD (16121-H)	No.1, 3 & 5, Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang, Peti Surat 248 75250 Melaka Tel No: 06-3371533	012-001
SIME SECURITIES SDN BHD (165878-V)	21st Floor, Bangunan Sime Bank Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2749288	097-001	OSK SECURITIES (MELAKA) SDN BHD	579, 579A & 579B, Taman Melaka Raya 75000 Melaka Tel No: 06-2825211	072-001
TA SECURITIES SDN BHD (16029-V)	Menara TA One 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel No: 03-2321277	074-001	STRAITS SECURITIES SDN BHD (74070-T)	Lot 9 & 10, 1st Floor Bangunan Tabung Haji Jalan Bandar Kaba 75000 Melaka Tel No: 06-2833622	011-001
SELANGOR DARUL EHSAN			PENANG		
AMSTEEL SECURITIES (M) SDN BHD (51253-A)	No 1, Lintang Pekan Baru, 2nd, 3rd and 4th Floor Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No: 03-3439999	080-001	A.A. ANTHONY & COMPANY SDN BHD (13622-K)	No 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No:2299318	014-001
JF APEX SECURITIES SDN BHD (Petaling Jaya Branch)	Tingkat 15 & 16 Menara Fook On 1B Jln Yong Shook Lin 46050 Petaling Jaya	079-002	HWANG-DBS SECURITIES SDN BHD (14389-U)	Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No: 04-2636996	068-001
JF APEX SECURITIES SDN BHD (47680-X)	3rd Floor, Wisma Apex 145A-C, Jalan Bukit P.O.Box 16 43007 Kajang Selangor Darul Ehsan Tel No: 03-8361118	079-001	KE-ZAN SECURITIES SDN BHD (89986-P)	2nd, 3rd and 4th Floors Wisma KE-ZAN 64, Bishop Street 10200 Pulau Pinang Tel No: 04-2634222	085-001
MOHAIYANI SECURITIES SDN BHD (140238-A)	2nd & 3rd Floor Plaza Damansara Utama 2, Jalan SS21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7197345	095-001	MERCURY SECURITIES SDN BHD (113193-W)	2nd Floor, Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Pulau Pinang Tel No: 04-3322123	093-001
HWANG-DBS SECURITIES SDN BHD (14389-U)	Tingkat 18-20, Plaza Masalam, 2, Jalan Tengku Ampuan, Zabedah, E9/E, Seksyen 9, 41000 Shah Alam, Selangor Tel No: 03-5533288	068-002			

15. APPLICATION FOR SECURITIES (Cont'd)

Name	Address And Telephone Number	Broker Code	Name	Address And Telephone Number	Broker Code
PENANG (Cont'd)			PERAK DARUL RIDZUAN (Cont'd)		
SMITH ZAIN SECURITIES SDN BHD (13901-H)	7th & 8th Floor, Wisma PSCI 39, Jalan Sultan Ahmad Shah 10500 Pulau Pinang Tel No: 04-2283355	016-001	PHILEO ALLIED SECURITIES SDN BHD (25397-M)	55-57, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2558233	071-001
SOON THEAM SECURITIES SDN BHD (14147-K)	No.111, Jalan Macalister 10400 Pulau Pinang Tel No: 04-2281868	060-001	SBB SECURITIES SDN BHD (100518-M)	51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2530888	090-001
THONG & KAY HIAN SECURITIES SDN BHD (14592-P)	Level 5 & 6, Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No: 04-2635481	070-001	HWANG DBS SECURITIES BERHAD (Taiping Branch)	21 Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No: 05-8060888	068-003
UT SECURITIES SDN BHD (20710-W) (formerly known as United Traders Securities Sdn Bhd)	12th Floor, Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel No: 04-2626644	059-001	OSK SECURITIES BHD (Ipoh Branch)	Wisma Premier Capital 21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2415100	056-002
PERAK DARUL RIDZUAN			NEGERI SEMBILAN DARUL KHUSUS		
BOTLY SECURITIES SDN BHD (14948-M)	1st Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No: 05-2531313	058-001	PAN MALAYSIA EQUITIES SDN. BHD (228587-U) (formerly known as Kimara Equities Sdn Bhd)	10th Floor Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7638999	084-001
KIN KHOON & CO. SDN BHD (17816-P)	23 & 25, Wisma Kota Emas Jalan Dato' Tahwil Azar 30300 Ipoh Perak Darul Ridzuan Tel No: 05-2543311	017-001	MALPAC SECURITIES SDN BHD (159143-V) (formerly known as Seremban Securities Sdn Bhd)	1st, 2nd & 3rd Floors 19-21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7623131/34	063-001
			JOHOR DARUL TAKZIM		
MBf NORTHERN SECURITIES SDN BHD (14782-P)	No.71, Jalan Lim Bo Seng 30300 Ipoh Perak Darul Ridzuan Tel No: 05-2548999	067-001	ENG SECURITIES SDN BHD (53333-T)	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2231211	081-001
M&A SECURITIES SDN BHD (15017-H)	M & A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No: 05-2419800	057-001	JB SECURITIES SDN BHD (17812-U)	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

15. APPLICATION FOR SECURITIES (Cont'd)

Name	Address And Telephone Number	Broker Code	Name	Address And Telephone Number	Broker Code
JOHOR DARUL TAKZIM (Cont'd)			TERENGGANU DARUL IMAN		
KESTREL SECURITIES SDN BHD (97150-U)	57, 59 & 61 Jalan Ali 84000 Muar Johor Darul Takzim Tel No: 06-9532222	088-001	FA SECURITIES SDN BHD (251711-V)	3rd Floor, Wisma UMNO Jalan Masjid Abidin 20100 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6238128	021-001
PENINSULA SECURITIES SDN BHD (57258-V)	Level 2, Menara Pelangi Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No: 07-3333600	077-001	PTB SECURITIES SDN BHD (425317-T)	1st, 2nd & 3rd Floor No.61, Jalan Sultan Ismail, Peti Surat 151 Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6235546	025-001
			KELANTAN DARUL NAIM		
PJB – OUB SECURITIES SDN BHD	Podium 2A & 3 Menara Ansar 65, Jalan Trus 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2222692/ 2765201	027-001	KOTA BHARU SECURITIES SDN BHD	298 Jalan Tok Hakim 15000 Kota Bahru Kelantan Darul Naim Tel No: 09-7432288	075-001
			SABAH		
SOUTH JOHOR SECURITIES SDN BHD (53647-D)	3rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No: 07-4317033	069-001	INNOSABAH SECURITIES SDN BHD (194990-K)	11, Equity House Block K, Kompleks Sadong Jaya Karamuning 88100 Kota Kinabalu Sabah Tel No: 6088- 234099/090	020-001
KEDAH DARUL AMAN			SARAWAK		
ALOR SETAR SECURITIES SDN BHD (123654-H)	Lot T-30, 2nd Floor Wisma PKNK Jalan Suktan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No: 04-7318205	094-001	SARAWAK SECURITIES SDN BHD (219322-W)	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No: 082-338000	019-001
PERLIS INDRA KAYANGAN					
UPEN SECURITIES SDN BHD (254920-D)	2nd Floor, Podium Block, Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel No: 04-9766315	023-001	SARAWAK SECURITIES SDN BHD (432200-A)	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri, Sarawak Tel No: 085-435577	019-002
			BORNEO		
			WILAYAH PERSEKUTUAN LABUAN		
KUALA LUMPUR CITY SECURITIES SDN BHD (Kuantan Branch)	A-397, A-399 & A-401 Taman Sri Kuantan III Jalan Beserah 25300 Kuantan Pahang Darul Makmur Tel No: 09-5660800	076-002	LABUAN SECURITIES SDN BHD (239683-W)	Level 2, Wisma Oceanic Jalan OKK Awang Besar 87007 Wilayah Persekutuan Labuan Tel No: 087-410621	022-001
			BORNEO SECURITIES SDN BHD (444043-M)		
			12G, Jln Kampung Datu 96000 Sibul Sarawak Tel No: 085-319998		

15. APPLICATION FOR SECURITIES (Cont'd)

Acceptance of the applications will be conditional upon permission being granted by the KLSE to deal in and quotation for all the issued shares of the Company on the Main Board of the KLSE. Monies paid in respect of any application accepted will be returned if the said permission is not granted. Admission to listing is not being sought on any other stock exchange.

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act, 1991 and Section 39(1)(j) of the Companies Act, 1965, the KLSE has prescribed Ranhill as a CDS counter. In consequence thereof, the shares offered through this Prospectus will be deposited directly with MCD and any dealings in these shares will be carried out in accordance with the aforesaid Acts and the Rules of MCD.

An applicant should state his/her 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/she should state in the Application Form his/her preferred ADA Code.

The KLSE assumes no responsibility for the correctness of any of the statements made or opinion or reports expressed in this Prospectus. Admission to the Official List of the Main Board of the KLSE is not to be taken as an indication of the merits of the Company or of its ordinary shares.

No person is authorised to give any information or to make any representation not contained herein in connection with the Public Issue and Offer For Sale and if given or made, such information or representation must not be relied upon as having been authorised by Ranhill. Neither the delivery of this Prospectus nor any offer made in connection with this Prospectus shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Ranhill Group since the date hereof.

The distribution of this Prospectus and the sale of the Public Issue and Offer or Sale in certain other jurisdictions may be restricted by law. Persons into whose possession of this Prospectus may come are required to inform themselves of and to observe such restrictions. This Prospectus does not constitute and may not be used for the purpose of an offer to sell or invitation of an offer to buy any Public Issue and Offer For Sale in any jurisdiction in which such offer or invitation is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation.

If you are in any doubt about this Prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or any other professional adviser.

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