

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT

5.1 Substantial Shareholders as at 15 December 2000

5.1.1 Particulars and Shareholdings

Based on the Register of Substantial Shareholders as at 15 December 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 Public Issue, Placement and Offer for Sale are as follows:

Name	Nationality / Place of Incorporation	No. of Ranhill Ordinary Shares Held After The Placement, Offer for Sale and Public Issue			
		Direct	%	Indirect	%
Ranhill Corporation	Malaysia	31,721,857	40.15	-	-
Dato' Hamdan bin Mohamad	Malaysian	14,958,734	18.94	31,721,857 ⁽¹⁾	40.15
Haji Mohd Haniff bin Haji Koslan	Malaysian	-	-	31,721,857 ⁽¹⁾	40.15
Haji Hassan bin Saat @ Saad	Malaysian	4,456,861	5.64	-	-

⁽¹⁾ Deemed interest by virtue of their shareholdings of 15% and more in Ranhill Corporation pursuant to Section 6A of the Companies Act, 1965.

5.1.2 Profile of Ranhill Corporation

Ranhill Corporation is a company incorporated in Malaysia under the Companies Act, 1965 on 27 July 1995, having an authorised share capital of RM50,000,000 divided into 50,000,000 ordinary shares of RM1.00 each and an issued and paid-up capital of RM601,000 divided into 601,000 ordinary shares of RM1.00 each. Ranhill Corporation principal activity is engineers and constructors.

The Directors and their shareholdings in Ranhill Corporation as at 15 December 2000 are as follows:

Name of Director/Shareholders	Nationality/Place of Incorporation	Total No. of RM1.00 Ordinary Shares Held			
		Direct	%	Indirect	%
Dato' Hamdan bin Mohamad	Malaysian	420,700	70.0	-	-
Haji Mohd Haniff bin Haji Koslan	Malaysian	180,300	30.0	-	-
Amran bin Awaluddin	Malaysian	-	-	-	-

5.1.3 Directorships and Major Shareholdings in All Other Public Companies For the Past Two Years

Dato' Hamdan bin Mohamad, Haji Mohd Haniff bin Haji Koslan, Amran bin Awaluddin and Haji Hassan bin Saat @ Saad have no directorship and shareholdings in any other public company for the past two (2) years.

Ranhill Corporation has no shareholdings in any other public company for the past two (2) years.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

5.2 Promoters

5.2.1 Particulars and Shareholdings

Name	Nationality / Place of Incorporation	No. of Ranhill Ordinary Shares Held After The Placement, Offer for Sale and Public Issue			
		Direct	%	Indirect	%
Ranhill Corporation	Malaysia	31,721,857	40.15	-	-
Dato' Hamdan bin Mohamad	Malaysian	14,958,734	18.94	31,721,857 ⁽¹⁾	40.15
Haji Mohd Haniff bin Haji Koslan	Malaysian	-	-	31,721,857 ⁽¹⁾	40.15
Haji Hassan bin Saat @ Saad	Malaysian	4,456,861	5.64	-	-
Kamarulzaman bin Omar	Malaysian	843,513	1.07	-	-
Che Khalib bin Mohamad Noh	Malaysian	395,543	0.50	-	-
Ahmad Zahdi bin Jamil	Malaysian	395,543	0.50	-	-
Haji Zamali bin Midun	Malaysian	840,070	1.06	-	-
Ng Wye Kong	Malaysian	140,007	0.18	-	-
Yap Yuen Thye	Malaysian	280,015	0.35	-	-
Ng Wai Leong	Malaysian	560,055	0.71	-	-
Vijaya Kumar A/I S.Chellathurai	Malaysian	560,055	0.71	-	-
Tarique Azam	Malaysian	409,024	0.52	-	-
Ong Cheng Siong	Malaysian	512,683	0.65	-	-
Ng Chee Wan	Malaysian	280,015	0.35	-	-
Cheong Koon Hong	Malaysian	280,015	0.35	-	-
Stephen Tong Tek Mong	Malaysian	140,008	0.18	-	-

⁽¹⁾ Deemed interest by virtue of their shareholdings of 15% and more in Ranhill Corporation pursuant to Section 6A of the Companies Act, 1965.

5.2.2 Directorships And Major Shareholdings In All Other Public Companies For The Past Two Years

Save for Che Khalib bin Mohamad Noh (as disclosed below), none of the other promoters hold any directorship and major shareholdings in other public companies for the past two (2) years:-

Name of Promoter	Name of Company	Date Appointed	Total No. of Shares Held				Principal activities
			Direct	%	Indirect	%	
Che Khalib bin Mohamad Noh	Khazanah Nasional Berhad	08.02.2000	-	-	-	-	Investment holding

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

5.3 Directors

5.3.1 Particulars and Shareholdings

Name	Nationality	No. of Ranhill Ordinary Shares Held After The Placement, Offer for Sale and Public Issue			
		Direct	%	Indirect	%
Dato' Hamdan bin Mohamad	Malaysian	14,958,734	18.94	31,721,857 ⁽¹⁾	40.15
Haji Mohd Haniff bin Haji Koslan	Malaysian	-	-	31,721,857 ⁽¹⁾	40.15
Haji Hassan bin Saat @ Saad	Malaysian	4,456,861	5.64	-	-
Kamarulzaman bin Omar	Malaysian	843,513	1.07	-	-
Che Khalib bin Mohamad Noh	Malaysian	395,543	0.50	-	-
Mohamed Mazlan bin Abdul Manaf	Malaysian	7,000 ⁽²⁾	0.01	-	-
Ramli bin Ibrahim	Malaysian	7,000 ⁽²⁾	0.01	-	-
Zahari bin Ab. Wahab	Malaysian	7,000 ⁽²⁾	0.01	-	-

(1) Deemed interest by virtue of their shareholdings of 15% and more in Ranhill Corporation pursuant to Section 6A of the Companies Act, 1965.

(2) Based on their respective entitlement pursuant to the allocation of Offer Shares to Eligible Employees and Directors of the Ranhill Group

5.3.2 Profile of Directors

Ir Dato' Hamdan bin Mohamad, aged 44, is the Executive Chairman of Ranhill, RBSB, RSG and Ranhill Corporation, Managing Director of RBV, Director & CEO of RC and Director of RWE, UTW and REC. He joined RBSB in May 1981 and became a Director in December 1988.

He completed his secondary school education at the Malay College Kuala Kangsar in 1973 before obtaining a Majlis Amanah Rakyat ("MARA")/Colombo Plan scholarship for tertiary studies in Australia. He holds a Bachelor of Engineering degree in Civil Engineering from the University of Western Australia (1981), and a Master of Science degree in Advanced Concrete Structures (1986) from the Imperial College of Science and Technology, London, UK.

Dato' Hamdan is a Fellow Member of the Institution of Engineers, Malaysia and the Institution of Civil Engineers, UK and also a Member of the Institution of Engineers Australia and International Association of Bridge & Structural Engineers. He is a Professional Engineer registered with the Board of Engineers, Malaysia and Chartered Engineer registered with the Institute of Civil Engineers, UK.

He was appointed to the board of Ranhill on 15 November 2000.

Haji Mohd Haniff bin Haji Koslan, aged 41, is the Executive Director of Ranhill, President/Chief Operating Officer of Ranhill Corporation and a Director of RSG and REC. He obtained a Bachelor in Business Administration degree from Universiti Kebangsaan Malaysia in 1980.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

Haji Mohd Haniff started his career as an Assessment Officer of Jabatan Hasil Dalam Negeri in 1980. He later joined K.K. San Liew & Loke Chartered Accountants and Public Accountants, as a Tax Consultant in 1984. From 1986 to 1989, he was the Principal of Aidid & Co. Chartered Accountants. Between 1989 and May 1997, Haji Mohd Haniff was the Executive Director of Kumpulan KKHM Sdn Bhd, which is a company principally involved in property development. He later joined Bridgecon Holdings Berhad on 3 June 1997, as its Executive Director before joining Ranhill Corporation in May 1998.

He was appointed to the board of Ranhill on 15 November 2000.

Ir Haji Hassan bin Saat @ Saad, aged 49, joined RBSB as an Engineer in 1980 and in 1995 was appointed as the Deputy President/Chief Operating Officer cum Executive Director of RBSB. In July 1999, Haji Hassan was appointed as the President of RBSB. Haji Hassan also serves on the Board of RWE and UTW and also appointed as Executive Director.

Haji Hassan holds an honours degree in Electrical Engineering from Strathclyde University, Glasgow, United Kingdom (1976) and a Diploma from Universiti Teknologi Malaysia (1973). He is a Professional Engineer registered with the Board of Engineers, Malaysia.

He was attached to the Universiti Teknologi Malaysia as an academic staff from 1973 and left his academic profession to join RBSB in September 1980. In 1984, he was appointed as an Associate, and eventually became a shareholder and director in 1992. He is also a shareholder and director of several other private limited companies. He is an Executive Director of Ranhill and was appointed to the board of Ranhill on 15 November 2000.

Ir Kamarulzaman bin Omar, aged 46, is the Chief Executive Officer of RWE. He spent five years at Malay College in Kuala Kangsar and obtained a Majlis Amanah Rakyat ("MARA")/Colombo Plan Scholarship for tertiary education in Australia. He undertook a Bachelor of Engineering (Mechanical) degree at the University of Western Australia and Tasmanian College of Advanced Education (now known as Maritime University of Tasmania) in Tasmania, Australia. He also undertook an MBA programme at Monash University in Melbourne, Victoria under a sponsored scheme while working at BP Australia Ltd. He is a Professional Engineer registered with the Board of Engineers Malaysia, and is a member of the Institution of Engineers Malaysia and the Institution of Engineers Australia.

Over the 20 years of engineering experience, his career has been primarily in the Oil and Gas and Petrochemical industries. He spent some 5 years at BP Australia Ltd, Melbourne, Victoria as a project engineer before returning to Malaysia to join Sime Crest Sdn Bhd in 1984. At the time of leaving Sime, after 5 years, he had risen to the level of General Manager. He spent a further 4 years in project management at Brown & Root (Malaysia) Sdn Bhd before joining RBSB to head the Oil and Gas Division as Technical Director. In 1994, he left RBSB to head Protek Engineers Sdn Bhd before returning a year later to set up the joint venture company Ranhill Worley Engineering Sdn Bhd. He is presently a Director of RWE, RBSB and REC.

He is an Executive Director of Ranhill and was appointed to the board of Ranhill on 15 November 2000.

Mohamed Mazlan bin Abdul Manaf, aged 43, is an Executive Director of Ranhill and the Chief Executive Officer of REC, the turnkey construction arm of the Ranhill Group. He holds a Bachelor of Science (Hons) degree in Naval Architecture & Ocean Engineering from Glasgow University, UK (1979) and Masters in Business Administration (MBA) from the Graduate School of Business, Stanford University, Palo Alto, California (1985).

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

Throughout his career, which began in 1979, he has been involved in numerous major engineering undertakings in the marine, oil and gas, and process industries. He has close to twenty years of experience in senior positions in large publicly listed groups, including stints in Japan, Korea and Singapore. He was instrumental in undertaking the first export order to the Middle East for the Malaysian offshore fabrication industries.

Mohamed Mazlan is currently a Director of REC and RC. He was appointed to the board of Ranhill on 15 November 2000.

Che Khalib bin Mohamad Noh, aged 35, started his career with Ernst & Young and in 1989 joined Bumiputra Merchant Bankers Berhad as a Credit Officer of the Corporate Banking Department and successfully raised several loan syndication as well as the Advisor for several companies to formulate fund raising strategy.

In 1992, Che Khalib joined Projek Lebuhraya Utara Selatan Berhad (PLUS) to head its Corporate Finance Department and was subsequently promoted to Senior Manager of Corporate Affairs. On 1 January 1995, he was transferred to HBN Management Services Sdn Bhd (the corporate management office of the Renong Group of Companies) as the General Manager of Corporate Finance, responsible to evaluate the funding needs of the various Renong Group projects and its investments. He was subsequently transferred as the Chief Operating Officer of Renong Overseas Corporation Sdn Bhd. In August 1997, he was appointed as the Managing Director of Marak Unggul Sdn Bhd, the consortium company responsible for the taking over of Keretapi Tanah Melayu Berhad ("KTMB"). In July 1999, he left, KTMB to join SAJ Holdings Sdn Bhd, the company undertaking the privatisation of water supply services in Johor as its Chief Executive Officer.

Che Khalib is a Fellow of the Association of Chartered Certified Accountants. Che Khalib is a Non Executive Director of Ranhill and also serves on the Board of Khazanah Nasional Berhad and SAJ Holdings Sdn Bhd. He was appointed to the Board of Ranhill on 15 November 2000.

Ramli bin Ibrahim, aged 60, is a Fellow of the Institute of Chartered Accountant Australia. He is also a member of the Malaysian Institute of Accountants and the Malaysian Association of Certified Public Accountants. He was attached to the accounting firm now known as KPMG in Australia, United Kingdom and in Malaysia from 1959 to 1995. He was appointed as a partner of KPMG Malaysia in 1971. In 1989, he was made the first Bumiputra Senior Partner of KPMG Malaysia. He also served on the Boards of KPMG International and KPMG Asia Pacific. He retired from KPMG on 31 May 1995.

Ramli also sat on the Board of Perwira Habib Bank (now known as Perwira Affin Bank Bhd), as a representative of Bank Negara Malaysia from 1989 to 1991. He has been a panel member of Tabung Pemulihan Usahawan Bumiputra (Entrepreneurs' Rehabilitation Fund) since 1988. Ramli was a Council Member of Malaysian Institute of Accountants (MIA) from 1989 to 1995 and acted as the Chairman of MIA Accounting and Standards Committee and the Financial Statements Review Committee. He was a member of the International Investors Committee of the Malaysian International Chamber of Commerce and Industry. He was also appointed the Treasurer of the Malay National Chamber of Commerce and Industry of Malaysia from 1977 to 1983. He also serves as a member of the Board of Trustees of Yayasan Kebajikan Negara and was formerly a member of the Board of Amanah Ikhtiar Malaysia and the Management Committee of The Tun Hussein Onn National Eye Hospital.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

Ramli was appointed as the Executive Chairman of KLOFFE Berhad on 15 December 1995 when KLOFFE Berhad's Stock Options Index Contract was launched for a term of two years. His appointment was renewed on 15 December 1997 for a further period of two years and on 15 December 1999 for a further period of one year. He also acted as a Non-Executive Chairman of KLOFFE's Malaysian Derivatives Clearing House Berhad (MDCH) from 20 December 1995 to 14 December 1997 after which he continued as a member of the Board of MDCH. He also serves on the Board of Hua Joo Seng Enterprise Berhad, Jaya Jusco Stores Berhad and Kumpulan Guthrie Berhad, which are all companies listed on the Kuala Lumpur Stock Exchange.

He was appointed to the board of Ranhill on 1 December 2000.

Zahari bin Ab. Wahab, aged 44, is an Advocate and Solicitor and the Managing Partner of Messrs. Abu Talib Shahrom & Zahari.

He holds a Bachelor of Law degree from University of Melbourne, Australia. Zahari was with the Royal Customs and Excise Department from 1977 until 1988, where he started as the Assistant Superintendent of Customs. He took leave between 1982 and 1986 to pursue law studies. In 1987, Zahari resumed work with Royal Customs and Excise Department as Prosecuting Officer with the Special Squad Division. Zahari left for private practice in 1988, joining Messrs. Zaid Ibrahim & Co as a Partner. During this period, his main area of practice was mergers and acquisitions and was involved in various corporate exercises involving the Renong Group of Companies and the New Straits Times Group and also served as the Group Company Secretary for The New Straits Times Group from 1990 to 1991.

Zahari left Messrs. Zaid Ibrahim & Co on 7 March 1992 to set up Messrs. Abu Talib Shahrom & Zahari. He currently serves on the Board of HLG Capital Berhad and is the Company Secretary for Kinta Kellas Public Limited Company, both company listed on the KLSE.

Zahari is also a member of Board of Trustees of the Chair of Malay Studies, University of Wellington, New Zealand. He was appointed to the board of Ranhill on 1 December 2000.

5.3.3 Directorships And Major Shareholdings In All Other Public Companies For The Past Two Years

Save for Che Khalib bin Mohamad Noh as disclosed in Section 5.2.2 of this Prospectus and Ramli bin Ibrahim and Zahari bin Ab Wahab as disclosed below, none of the other directors holds any directorship and major shareholdings in other public companies for the past two (2) years:-

Name of Directors	Name of Company	Date Appointed	Total No of Shares Held			Principal activities	
			Direct	%	Indirect		%
Ramli bin Ibrahim	Hua Joo Seng Enterprise Berhad	11.06.1996	*	*	-	-	Investment holding – Principal activities of group companies are manufacture and wholesaler of paint and paint related products
	Jaya Jusco Stores Berhad	20.08.1996	-	-	*	*	Operation of a chain of superstores selling consumer goods and the operation of shopping centre

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

Name of Directors	Name of Company	Date Appointed	Total No of Shares Held			Principal activities
			Direct	%	Indirect	
	Kumpulan Guthrie Berhad	26.07.1995	-	-	-	- Plantations and property development
	Prime Utilities Berhad	27.11.1996 (resigned on 29.01.1999)	-	-	-	- Principally an investment holding company with its subsidiary being involved in the provision of sewerage services
	HSBC Bank Malaysia Berhad	01.01.1996	-	-	-	- Banking and related financial services, which also include interest-free banking business
	Malaysia National Insurance Berhad	01.11.2000	-	-	-	- Underwriting of life assurance, investment linked business and all classes of general insurance business
	Malaysian Derivatives Clearing House Berhad	20.12.1995	-	-	-	
	The Kuala Lumpur Options & Financial Exchange Berhad	15.12.1995	-	-	-	- A regulatory organisation which governs the conduct of its members and member stockbroking companies in derivatives dealings
Zahari bin Ab Wahab	HLG Capital Berhad	7.03.1992	-	-	-	- An investment holding company with its subsidiaries mainly involved in stock and share broking and fund management

* He does not have major shareholding, whether direct or indirect in these companies.

5.3.4 Directors' Remuneration and Benefits

No remuneration and fees were paid to the Directors of Ranhill for services rendered to the Company and its subsidiary companies for the financial year ended 30 June 2000. For the financial year ending 30 June 2001, the amount payable to the Directors for services rendered to the Company and its subsidiary companies is estimated to be RM3.0 million.

5.4 Audit Committee

The main functions of the Audit Committee will fall within the ambit of the KLSE Main Board Listing Requirements. The members of the Audit Committee are as follows :-

Name	Responsibility	Directorship
Ramli bin Ibrahim	Chairman	Independent Non-Executive Director
Zahari bin Ab. Wahab	Member	Independent Non-Executive Director
Dato' Hamdan bin Mohamad	Member	Executive Chairman

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (*Cont'd*)

5.5 Key Management / Technical Team of the Ranhill Group.

5.5.1 Profile of the Key Management / Technical Team

Ir Haji Zamali bin Midun, aged 46, joined RBSB as a Senior Engineer in 1990 and was appointed Director and Vice President of RBSB in 1995. In July 1999, he was appointed as the Chief Operating Officer of RBSB and as the Chief Executive Officer in March 2000.

Haji Zamali holds a Bachelor of Engineering degree in Civil Engineering from Universiti Teknologi Malaysia (1977) and a Masters of Engineering degree in Maritime Civil Engineering from University of Liverpool, UK (1985). In addition to that, he obtained a Diploma in Hydraulic Engineering with specialisation in Coastal Engineering from the International Institute for Hydraulic and Environmental Engineering, Delft, Netherlands in 1980. He is a Fellow of the Institution of Engineers, Malaysia and a member of the American Society of Civil Engineers. He is a Professional Engineer registered with the Board of Engineers, Malaysia and registered Environmental Consultant with the Department of Environment Malaysia.

Haji Zamali has gained extensive knowledge and has more than 22 years experience in the field of Drainage & Irrigation, Coastal and Maritime Engineering, River and Estuary Engineering. He has also undertaken some Hydropowers and numerous Environmental Impact Assessment Studies. Prior to joining the private practice, from 1977 to 1989 he worked with the Department of Irrigation and Drainage (DID). During the twelve-year period, he was involved with the planning, research, design and implementation of the various projects undertaken by DID.

During the past ten years with RBSB, Haji Zamali has been involved in the various major projects undertaken by the firm as a Design Engineer, Project Manager and Project Director. Haji Zamali serves on the Board of RBSB.

Ab Patah bin Omar, aged 50, graduated from Technical College with a Diploma in Mechanical Engineering in 1973. He later pursued his Bachelor of Science in Mechanical Engineering from Strathclyde University, Glasgow, UK in 1975, and his Masters in Manufacturing Technology & Project Management from Cranfield Institute of Technology, Bedfordshire, UK in 1977.

Ab Patah started his career as a Technical Assistant with Jabatan Kerja Raya, Kuala Lumpur, in 1973. His career was then put on hold as he continued his tertiary education. In June 1975, he joined Cranfield Institute of Technology as a Research Assistant. He later joined MARA Institute of Technology, Shah Alam as a lecturer at the School of Engineering. In 1982, he pursued his career as an engineer with Perusahaan Sadur Timah Malaysia Bhd. He next moved to J&A Associates, Consulting Engineers as a Resident Engineer. Initially, he joined Ranhill Bersekutu Sdn Bhd as a Senior Engineer in January 1996, before being appointed the General Manager of UTW in 1998.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

John Ashley Etherington, aged 37, was appointed as Chief Operating Officer of RWE in February 2000. He also serves on the Board of RWE. He has a Bachelor of Science (Hons) degree in Instrumentation & Control Engineering (1987) and is a Chartered Engineer with the Institute of Electrical Engineers, UK.

He started his career as an Instrumentation Engineer in 1986 with British Steel in England. He later joined ICI in England for 33 months. In January 1991, he joined McDermott Engineering Europe Ltd, Scotland, as Senior Engineer. After 10 months, he was appointed Lead Engineer at Amec Offshore Development Limited, Scotland. Both companies are engineering contractors providing engineering, procurement, installation and commissioning services to the oil and gas, petrochemical and downstream industries. In March 1994, he was recruited as the Project Eng/Lead Inst. Engineer for Worley (Melbourne). He was later promoted as the General Manager of Worley (Brisbane). In February 1997, he was transferred to RWE in Miri as the General Manager.

Wan Pauzi bin Yahya, aged 46, joined REC in July 1999 as Project Director. He holds a Bachelor of Science (Hons) in Electronic Engineering from University of Sussex, Brighton, England (1977). Wan Pauzi is currently a Director of REC, RC and UTW.

He started his career as Head of the Electronic and Biomedical Section at the Engineering Division at Seremban Hospital in 1978. A year later, he was transferred to the General Hospital in Kuala Lumpur. In 1981, he joined the Engineering Division of the Ministry of Health as Chief Hospital Engineer of the Hospital Engineering section. There, he was responsible for the establishment and management of over 100 Hospital Engineering Department throughout the country. In 1988, he was again promoted, and was then responsible as the Chief Hospital Engineer of Hospital Kuala Lumpur. In 1996, he joined KP Healthcare as Project Director. Prior to this post, he was also responsible for Healthcare Project Proposals.

Wan Pauzi is a member of the Board of Engineers Malaysia, Institute of Healthcare Engineering and Estate Management U.K and the American Society for Healthcare Engineering.

Abdul Hamid bin Mohd Ali, aged 44, is the General Manager of Malaysian Airport Management & Technical Services Sdn Bhd and Executive Director of UTW. He obtained a Bachelor of Science degree in Civil Engineering from University of Glasgow, Scotland in 1981 and Master of Science degree in Airport Planning & Management from Loughborough University of Technology, United Kingdom in 1988.

He began his career in the public service as a Civil Engineer with the Department of Civil Aviation in 1981 and was subsequently appointed Senior Civil Engineer in 1986 and Director of Airport Development in 1990. Prior to the present post, he was the Senior Project Manager Privatisation Unit at KLIA and Senior Manager Airport Engineering with Malaysia Airports Berhad. He was directly involved in the site selection and planning of KLIA in 1992/93. He has wide experience in airport development and operation and was involved in the replanning of Subang airport to solve congestion prior to transfer to KLIA, development of Langkawi Airport, Penang Airport, Johor Bahru Airport, Miri Airport and he was the Project Director for the newly completed Formula 1 Circuit at Sepang.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

Ir Yap Yuen Thye, aged 40, was appointed Vice President of RBSB in 1995. He heads the Business Development Unit of RBSB.

He holds a Bachelor of Applied Science degree in Civil Engineering from University of Windsor, Ontario, Canada (1984). Yap is a member of the Institution of Engineers, Malaysia and the Canadian Society of Civil Engineers, Canada. He is a Professional Engineer registered with the Board of Engineers, Malaysia. Yap joined RBSB as a Civil/Structural Engineer in 1984 and rose through the ranks to Principal Engineer involving himself in engineering of projects in design and construction, in particular infrastructure works. In 1992, he was appointed General Manager of RBSB, Penang branch and was appointed Associate Director upon his return to the Kuala Lumpur headquarters in 1993 and later made Technical Director responsible for management and business development.

Yap has more than 15 years experience in management and engineering works. In the RBSB's ISO 9001 Quality project he acted as Project Director through its implementation and successful certification. Yap is currently a Director of RBSB.

Ir Ng Wai Leong, aged 44, joined RBSB as a Civil Engineer in 1983 and was appointed Vice President of RBSB in 1995. He heads the Water Supply Strategic Business Unit in RBSB.

Ng holds an Honours Degree in Civil Engineering from University of Malaya, Malaysia (1980) and he is a Professional Engineer registered with the Board of Engineers, Malaysia. He is a member of the Institution of Engineers, Malaysia and a member of the Malaysian Water Association.

He started his professional career in 1980 with the Public Works Department in various posting and was responsible for the co-ordination, implementation and supervision of the FELDA water supply schemes in Perak. In 1982, he was transferred to the Headquarters of PWD in Kuala Lumpur where he assumed responsibilities to design, to co-ordinate the Federal Land Development Authority ("FELDA") water supply schemes in various regions.

Ng has extensive knowledge and more than 19 years experiences in water resources/water supply projects. This includes providing project management and technical audit services as well as comprehensive planning and design services. He was the Project Director to numerous major water supply projects in the country under RBSB and has co-ordinated, designed and planned the Sri Gading Water Supply project, the Sungai Selangor Water Supply Scheme, Water Resources Study for South East Johor, and the implementation of the West Johor Water Supply project.

Ir Vijaya Kumar a/l S. Chellathurai, aged 48, joined RBSB as a Civil/Structural Engineer in 1983 and was appointed Vice President of RBSB in 1995. He heads the Transportation Strategic Business Unit of RBSB.

He holds a Bachelor of Engineering degree in Civil Engineering from University of Madras (1975) and Master of Engineering in Civil Engineering from Pennsylvania State University (1983). Kumar is a Fellow Member of the Institution of Engineers, Malaysia and a Member of the American Society of Civil Engineers. He is a Professional Engineer registered with the Board of Engineers, Malaysia.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

From 1975 to 1980, he was working in a large Consulting Engineers firm involving mainly drainage and sewerage works both in the office and at site. From 1980 to 1981, he was working with an international construction firm in Saudi Arabia, responsible for the supervision of construction works involving quality control, testing of construction materials and cost control.

Kumar has extensive knowledge and more than 23 years of experience in the field of Transportation and Highways, Infrastructure and Project Management. Amongst the projects where he was appointed Project Director or Project Manager are North South Expressway Central Link, Ladang Bertam Interchange, Seremban-Bangi Expressway, South Klang Valley Expressway, Kuala Lumpur Outer Ring Road, Johore Coastal Roads, Senai-Desaru Highway, Kuantan-Padang Endau Highway, Muar By Pass and many more.

Ir Tarique Azam, aged 50, joined RBSB in 1993 and was appointed Vice President in 1995. He heads the Geotechnical Strategic Business Unit of RBSB.

Tarique holds a Bachelor of Technology degree in Civil Engineering from Indian Institute of Technology, Madras, India (1975) and Masters in Geotechnical Engineering from Asian Institute of Technology, Thailand (AIT Bangkok). Tarique is a Fellow of the Institution of Engineers, Malaysia and a Member of South East Asian Society of Soil Mechanics. He is a Professional Engineer registered with the Board of Engineers, Malaysia.

He has been in the geotechnical field for more than 25 years since the start of his career as a Soils Engineer in 1975, working in various firms before joining RBSB in 1981 which he left and rejoined in 1993.

Tarique has been actively involved in a multitude of challenging and diversified geotechnical and foundation engineering related projects, such as, amongst other, the 451m high Petronas Twin Towers, Telekom 66-storey Headquarters, LRT System 2 (underground stations), Malaysia-Singapore Second Crossing, North-South Expressway, Shah Alam Expressway and South-Klang Valley Expressway, Manjung 2100MW Power Station and Rawang Ipoh Double tracking railway.

Ir Ong Cheng Siong, aged 44, joined RBSB as an Electrical Engineer in 1980 and was promoted to Associate in 1990. He was promoted to the post of Technical Director in 1994.

Ong holds a Bachelor of Engineering degree in Electrical Engineering from University of Melbourne (1980). He is a Member of the Institution of Engineers, Malaysia, a Professional Engineer with the Board of Engineers, Malaysia and a Member with the Association of Consulting Engineers, Malaysia.

He started his professional career as an Electrical Project Engineer in 1980, responsible in detail engineering design of various projects and assisted senior engineers in project management, supervision and contract administration of projects. For the past 20 years, Ong has gained extensive experience in detail design, audit, project implementation and contract management and supervision of various major projects. Some of the major projects that he were responsible for are electrical design of the LPG bottling plant for Shell Sepangar Bay in Sabah, design and implementation of the 8 – storey service apartment Phase II for Tan & Tan Development Sdn Bhd and design checking of Pelangi Beach Resort in Langkawi.

Ir Ng Chee Wan, aged 52, joined RBSB as Senior Electrical Engineer in 1982 and was made an Associate in June the same year. He was promoted to a Technical Director in 1994. In 1999 he was appointed as a Vice President of RBSB. He heads the Industrial & Building Services Strategic Business Unit.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

He holds a Bachelor of Engineering in Electrical Engineering from the University of New South Wales, Australia (1973). He is a Professional Engineer registered with the Board of Engineers, Malaysia and is a Chartered Professional Engineer in Australia.

He is responsible in handling of design and engineering aspects of the electrical and mechanical department. He has gained extensive knowledge and has more than 27 years experience in the field of electrical engineering. He has been involved in the Sungai Selangor Water Supply Scheme Phase 2 Stage 1 project, Sri Gading Water Project, UDA Bukit Nanas project in Kuala Lumpur, Shangri-La Office Tower and Service Apartment, Regent Hotel Kuala Lumpur, Pan Pacific Hotel Kuala Lumpur, Concorde Hotel Kuala Lumpur, New World and Ramada Renaissance Hotel in Kuala Lumpur and the Kuala Lumpur International Airport, Sepang.

Ir Ng Wye Kong, aged 43, joined RBSB in August 1978. He holds a Bachelor of Science in Civil Engineering from the University of Mississippi, USA (1992). He was promoted to the post of Technical Director in January 1997.

He is a Professional Engineer registered with the Board of Engineers, Malaysia. He has over 22 years experience in the field of structural engineering and project management. His experiences has enable him to endeavour in prestigious projects, some of which are Kuala Lumpur City Centre Twin Tower and KLCC Retail Podium Complex, Sentul Raya Golf View Condominium, Telekom Tower, Alor Setar, Kedah, UDA Pakat Development, Jalan Bukit Bintang, KL, Bolton Headquarters, Jalan Ampang, Kuala Lumpur, Keck Seng Headquarters, Jalan Bukit Bintang, Kuala Lumpur, Damai Cove Resort, Kuching, Sarawak.

Ng is presently the Managing Director of PSI, an associate company of RBSB.

Cheong Koon Hong, aged 43, was appointed Vice President of RBSB in 1997. He heads the Infrastructure Strategic Business Unit.

He holds a Bachelor of Engineering degree in Civil Engineering from Monash University, Melbourne, Australia (1981). Cheong began his career in 1982 as a Design and Planning Engineer at Jabatan Bekalan Air Selangor where he was involved in the design and supervision of water/water resources projects. He joined RBSB in 1984 and is actively involved in a multitude of infrastructure projects for urban township, residential, commercial, industrial and university development which include Bandar Baru Darulaman, Bandar Nusajaya, Bandar Kinrara, International Islamic University, Bandar Mahkota Cheras, Bukit Jalil Golf Course & Residential Development and Putrajaya Residential Development. In addition, Cheong has also experience in construction management, having being seconded to turnkey contractors for the development of University Utara Malaysia, Jitra and Universiti Institute Technology Mara, Jengka.

Ir Stephen Tong Tek Mong, aged 41, joined RBSB as an Engineer in 1983 and was appointed Vice President in 1996. He heads the Structure Strategic Business Unit of RBSB.

He holds a Bachelor of Science degree with honours in Civil Engineering from University of Glasgow, Scotland. Stephen is a member of the Institution of Engineers, Malaysia and the International Association for Bridge and Structural Engineering. He is a Professional Engineer registered with the Board of Engineers, Malaysia.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

He has more than 17 years of experience in the field of structural engineering and project management and has been involved many prestigious projects in Malaysia and overseas. Some of which includes the Kuala Lumpur City Centre, Telekom Malaysia New Headquarters, Public Bank Johor Bahru, Menara Alor Setar, Pelangi Beach Resorts, Bank Negara Headquarters extension, Ritz Carlton Hotel Kuala Lumpur, Hanoi Inn in Vietnam and the MSN Platform Selatan field in Indonesia.

Ir Lee Chan Moi, aged 44 joined RBSB in 1990 as a Senior Engineer. He was appointed as Technical Director and Head of Environment and Hydraulics Section in July 1999 and advanced to Vice President in January 2000. Lee holds a B.Sc. in Civil Engineering degree from University of Salford, UK. He is a Fellow of the Institution of Engineers, Malaysia, a Member of the Institution of Civil Engineers, U.K, and Professional Engineer registered with the Board of Engineers, Malaysia and Chartered Engineer, U.K.

Lee has more than 19 years of experience in water resources projects with particular specialisation on flood mitigation, river engineering, drainage, irrigation, coastal and maritime engineering and water supply. Lee has assumed various capacities including Design Engineer, Project Engineer, Project Manager and Project Director. His various posting has given him wide exposure in this particular field ranging from planning and feasibility study, master plan study, environmental study, numerical and hydraulic modelling, detailed design, construction project management and administration.

Ahmad Damanhuri bin Abdul Rahim, aged 49, joined REC in 2000 from Ranhill Bersekutu Sdn Bhd and is currently responsible for techno-commercial bid proposals and the project steering of the construction team.

Damanhuri holds a Bachelor of Science in Chemical and Polymer Engineering and Diploma in Industrial Studies from Loughborough University of Technology, UK (1975) and a Diploma in International Management from The Swedish Institute of Management, Sweden (1994). He completed his secondary education at the Malay College Kuala Kangsar in 1970.

His professional career started in 1975 with the Shell Group of Companies in Malaysia in the Industrial Chemicals & Sales Technical division. In 1980, he joined Malaysia Mining Corporation Berhad and was assigned to the coal, industrial projects and the oil & gas divisions. He joined the Innovest Group and was involved in the areas of boiler and pressure vessel fabrication, water privatisation, and business development.

Damanhuri was appointed as the Executive Director of Innovest subsidiary Wembley Gypsum Products Sdn Bhd in 1998. He was responsible for the overall management and operations of the company and initially in project management for the construction of the gypsum board and casting plaster plant. In 1996, he held the position of Chief Executive Officer of Gas Malaysia Sdn Bhd before joining RWE and later in 1997, RBSB as Vice President for Industrial and Power. He was the Project Director of various design and build, techno-commercial and engineering projects. Damanhuri is currently a Director in REC and several other private limited companies.

Ir Nik Naser bin Nik Ahmed, aged 44, is the Project Manager for RWE. He holds a Bachelor of Engineering degree in Mechanical Engineering from University of Queensland, Australia (1979).

Nik Naser has more than 20 years working experience covering design construction and operation of both onshore and offshore facilities in oil and gas, petrochemical and chemical industries. He started his career in March 1980 as Technical Executive Mechanical Engineering with Malaysian Shipyard and Engineering Sdn Bhd before joining Sime Engineering Sdn Bhd in April 1983 as its Senior Mechanical Engineer, responsible for basic and detail design of mechanical and facilities.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

Nik Naser has been involved in various projects undertaken by Sarawak Shell Berhad, ESSO Malaysia Inc, Petronas Carigali Sdn Bhd and MLNG, such as the Carigali Resak-Beranang Project, Sabah Gas Pipeline, MLNG Dua, Guntong "A" Offshore Platform, Palas 'A' Offshore Platform, Miri Crude Oil Terminal, Trengganu Crude Oil Terminal, Bayan Drilling Platform and Peninsular Gas Utilisation Project.

Between October 1994 and October 2000, Nik Naser was the Senior Vice President of Kvaerner Petrominco Engineering Sdn Bhd where he was the Project Manager for various conceptual and detailed engineering before joining RWE in October 2000.

Mustapha Mat, aged 48, is the Regional Project Manager for RWE covering Kuala Lumpur and Kerteh office.

He has a diploma in Mechanical Engineering from Universiti Teknologi Malaysia (1975) and a Bachelor of Science degree in Mechanical Engineering from Brighton University, United Kingdom (1980). While at Petronas, he attended numerous technical, management and quality management courses.

Of his 20 years of working experience, 17 years were with Petronas Gas Bhd and Petronas Carigali Sdn Bhd, in engineering, project management, construction and hook-up and commissioning. His experience is distributed evenly between upstream and downstream oil and gas activities. In particular, he has extensive experience in downstream gas utilisation projects and upstream oil production projects.

Ir. Jamil Masri, aged 44, is a Project Manager at RWE. He has 20 years of work experience in the Oil and Gas industry in Malaysia.

He has a Bachelor of Science honours degree in Mechanical Engineering from Leeds University (1979). He is also a registered Professional Engineer with the Board of Engineers, Malaysia and a member of the Institute of Engineers, Malaysia.

His extensive experience in the local petroleum industry includes 5 years with Esso Malaysia Bhd, in Port Dickson refinery, and 6½ years with Sarawak Shell Berhad's Lutong Refinery in Miri and at Shell Refining Company (FOM) Bhd in Port Dickson. His experience includes working as contractor, with Gas Pantai Engineering Sdn Bhd, between 1985 and 1990.

Sanusi bin Sulieman, aged 39, joined REC in May 2000 as Project Director. He holds a Bachelor of Engineering (Hons) from University Malaya, Kuala Lumpur (1984).

Sanusi has been involved in various sector of the water industry for the past 16 years, he started his career as a Project Engineer in 1984 with the Penang Water Authority where he was responsible for the implementation, supervision and coordination of project works implemented by Penang Water Authority in Seberang Prai. Between 1986 and 1990, Sanusi was the Treatment Engineer responsible for the operations and maintenance of the various treatment plants and dams in Seberang Prai. In 1990, he was transferred to be the Distribution Engineer for the entire Seberang Prai.

In 1992, Sanusi joined RBSB as a Senior Engineer in the Water Supply Section and was involved in the Johor Bahru Water Privatisation Project. Between 1994 and 1999, he was with Puncak Niaga (M) Sdn Bhd as Senior Project Manager responsible for the Sungai Selangor Phase 2 Project and the Distribution Supply System Phase 2 Stage 1. Sanusi joined Generale Des Eaux (SEA) Sdn Bhd as Project Manager involved in the development of new projects, privatisation proposals and joint venture proposals for water supply works in Malaysia, Thailand and Indonesia.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

Alias bin Anuar, aged 35, joined REC in June 2000 as Senior Construction Manager. He holds a Bachelor in Mechanical Engineering, Swinburne University of Technology, Melbourne, Australia.

He started his career as a Trainee Engineer with REPCO Bearing Company Pty Ltd Australia in 1988. In 1989, he joined Melbourne Metro Board of Works as its Junior Mechanical Engineer. Alias came back to Malaysia in 1990 to join Sime Sembawang Engineering Sdn Bhd as Mechanical Engineer responsible for the detail engineering/design check, technical evaluation for procurement of all mechanical equipment, erection and installation.

Alias joined Shapadu Energy & Engineering Sdn Bhd in 1995, first as Project Manager for the FCB 005 Construction Maintenance Contract and later as Operation Manager for the SEEN EPO at Kemaman Supply Base until June 2000.

Alias is a Registered Engineer with the Board of Engineers Malaysia.

Ir Ayob bin Zakaria, aged 44, joined REC as the Operations Manager in November 1996 and is currently a Deputy Project Director. He holds a Bachelor of Science (Hons) in Civil Engineering from the University of Aston, U.K (1979) and a Masters in Business Administration from MARA Institute of Technology/Ohio University (1984).

Ayob is responsible in developing and executing REC's marketing strategies, control the activities of the department as well as managing client interface. He started his career as a Civil Engineer with Petronas in 1979 where he was involved in various oil and gas related projects. In March 1984, he joined Wan Mohamad & Khoo Sdn Bhd as its Civil/Structural Engineer responsible for the engineering design for several projects. He joined Ranhill Fluor Sdn Bhd in Jan 1986 as a Senior Engineer and was involved in the execution of various projects by Shell Malaysia Trading, Sarawak Shell Berhad, Shell Refinery Port Dickson and Petronas Dagangan Berhad. Between 1988 and 1991, Ayob was with RBSB as its Senior Civil and Structural Engineer.

In 1988 he joined J.P Kenny Sdn Bhd, a company involved in oil and gas pipeline consultancy, as its Senior Engineer with project management responsibilities in the area of oil and gas. He later joined Shedden (M) Sdn Bhd as its Business Development Manager, before joining Babcock K-W Sdn Bhd (now known as Ranhill Engineers and Constructors Sdn Bhd). Ayob is a registered Professional Engineer and a member of the Institution of Engineers, Malaysia and Institute of Civil Engineers, U.K.

Nor Azmi bin Wahab, aged 38, the Deputy General Manager of UTW was appointed to the position on 1st May 1998. He obtained his Bachelor of Science-Mechanical Engineering Degree from Universiti Teknologi Malaysia in 1986.

He began his career in the maintenance of M&E Facilities for the Government department and has experience for more than 13 years in this line. Prior to this post, he is also the Engineering Manager for Malaysia Airports Holdings Berhad. He was directly involved in the airport operations and maintenance at Lapangan Terbang Antarabangsa Sultan Azlan Shah Subang, KLIA project management and operations and maintenance of Sepang International Circuit.

Lau Bey Ling, aged 37, joined RBSB as the Company Secretary in April 1996. She is a member of the Institute of Chartered Secretaries and Administrators (UK) and an Associate member with the Malaysian Institute of Chartered Secretaries & Administrators (MAICSA).

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

Prior to joining RBSB in 1996, she has more than 9 years experience gained from her exposure from working in secretarial management firms, which have international affiliations. During this period, she had handled a portfolio of various clienteles ranging from public listed companies to multinationals in diverse industries.

Monindar Kaur, aged 33 years, is the Chief Accountant of RBSB. She is a Certified Practising Accountant (CPA) of the Australian Society of CPAs and Public Accountant of the Malaysian Institute of Accountants. She graduated with a Bachelor of Economics degree from Monash University, Australia in 1990.

She has more than 10 years of professional and commercial experience and has been involved in a wide variety of assignment in various industries via audits, financial consulting and corporate advisory, for listed companies, government related companies and multinationals. She has worked in Arthur Andersen & Co, (from 1990-1995), before joining RBSB, where she heads the Finance and Accounting Department and was made a Senior Associate in 1995.

Laila Mazlan, aged 40, joined RBSB in August 1993. She is a diploma holder from Malaysian Institute of Management and is a member of the Malaysian Institute of Management. She was appointed the Administration Manager in 1995 and in May 1998, was promoted as the Human Resources & Administration Manager. She was made an Associate in the company in 1996.

She has approximately 18 years of working experience and has vast organisational and administrative experience in various organisations and has risen through the ranks to the current managerial position. Prior to joining RBSB, she was with The Kuala Lumpur Stock Exchange for 10 years. She has gained valuable working experience in the Exchange having actively involved in many phases of the Exchange's growth. In 1991, she joined an international foreign representative stockbroking firm, Nikko Securities Co. Ltd before joining RBSB.

Edwin Pereira, aged 37, joined REC in February 2000 as Commercial and Finance Manager. He started his career in 1987 with Ernst & Young and was involved in various projects such as turnaround of companies under Tabung Pemulihan Usahawan Bumiputera, Tabung Projek Perumahan Terbengkalai and companies under the implementation of Section 176 scheme of arrangements with the creditors of the companies.

Edwin was also involved in asset management including recovery and sales, budgets preparations, management of companies under receiverships and liquidation as well as undertaking viability studies for bankers, Ministry of Finance, Bank Negara Malaysia and private sector. He left Ernst & Young in 1993 as Senior Consultant.

Edwin joined Shapadu Energy & Engineering Sdn Bhd in 1993 as its Management Accountant and in 1996 was made its Corporate Planner responsible for the various feasibility studies, preparation of business projection and forecast and financial report and analysis. He was promoted to Head Cost Control, Contract & Planning in 1997 responsible for contract management and cost monitoring on all project activities. Edwin is a Registered Accountant with the Malaysian Institute of Accountants.

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

5.5.2 Shareholdings of the Management Team

Name	Nationality	No. of Ranhill Ordinary Shares Held After The Placement, Offer for Sale and Public Issue			
		Direct		Indirect	
		No. of Shares	%	No. of Shares	%
Haji Zamali bin Midun	Malaysian	840,070	1.06	-	-
Abdul Hamid bin Mohd Ali	Malaysian	7,000 ⁽¹⁾	0.01	-	-
Ab Patah bin Omar	Malaysian	7,000 ⁽¹⁾	0.01	-	-
John Ashley Etherington	Malaysian	7,000 ⁽¹⁾	0.01	-	-
Ng Wye Kong	Malaysian	140,007	0.18	-	-
Yap Yuen Thye	Malaysian	280,015	0.35	-	-
Ng Wai Leong	Malaysian	560,055	0.71	-	-
Vijaya Kumar a/l Chellathurai	Malaysian	560,055	0.71	-	-
Tarique Azam	Malaysian	409,024	0.52	-	-
Ong Cheng Siong	Malaysian	512,683	0.65	-	-
Ng Chee Wan	Malaysian	280,015	0.35	-	-
Cheong Koon Hong	Malaysian	280,015	0.35	-	-
Stephen Tong Tek Mong	Malaysian	140,008	0.18	-	-
Lee Chan Moi	Malaysian	7,000 ⁽¹⁾	0.01	-	-
Wan Pauzi bin Yahya	Malaysian	7,000 ⁽¹⁾	0.01	-	-
Ahmad Damanhuri bin Abdul Rahim	Malaysian	7,000 ⁽¹⁾	0.01	-	-
Sanusi bin Sulieman	Malaysian	5,000 ⁽¹⁾	0.01	-	-
Ayob bin Zakaria	Malaysian	7,000 ⁽¹⁾	0.01	-	-
Nor Azmi bin Wahab	Malaysian	6,000 ⁽¹⁾	0.01	-	-
Nik Mohd Naser bin Nik Ahmad	Malaysian	-	-	-	-
Mustapa Mat	Malaysian	6,000 ⁽¹⁾	0.01	-	-
Jamil Masri	Malaysian	7,000 ⁽¹⁾	0.01	-	-
Anuar bin Alias	Malaysian	4,000 ⁽¹⁾	0.01	-	-
Lau Bey Ling	Malaysian	7,000 ⁽¹⁾	0.01	-	-
Monindar Kaur	Malaysian	7,000 ⁽¹⁾	0.01	-	-
Edwin Pereira	Malaysian	4,000 ⁽¹⁾	0.01	-	-
Laila bin Mazlan	Malaysian	7,000 ⁽¹⁾	0.01	-	-

(1) Based on their respective entitlement pursuant to the allocation of Offer Shares to Eligible Employees and Directors of the Ranhill Group

5.6 Declarations from the Directors and 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 or insolvency 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

5. INFORMATION ON SHAREHOLDERS, PROMOTERS, DIRECTORS & KEY MANAGEMENT (Cont'd)

- (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.

5.7 Family Relationship

There are no family relationship among the Directors and senior management staff mentioned above.

5.8 Management Undertaking Agreement

Save as disclosed below, none of the directors and key management 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. As a condition stated in the approval letter of SC dated 3 May 2000, the following directors and key management has signed a Management Undertaking with the Group for a period of three (3) years from the date of listing and quotation of Ranhill on the Main Board of the KLSE.

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 of REC
Ab Patah bin Omar	General Manager of UTW
Wan Pauzi bin Yahya	Project Director of REC

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

6. MORATORIUM AND OTHER CONDITIONS

6.1 Moratorium on Disposal of Shares

The SC have placed a moratorium on the shareholdings of the promoters of Ranhill as follows:-

Shareholders	No. of ordinary shares of RM1.00 each held pursuant to the listing	% of enlarged issued and paid-up share capital	No. of shares of RM1.00 each placed under moratorium	% of enlarged issued and paid-up share capital
Dato' Hamdan bin Mohamad	14,958,734	18.94	6,731,430	8.42
Haji Hassan bin Saat @ Saad Kamarulzaman bin Omar	4,456,861	5.64	2,005,587	2.54
Che Khalib bin Mohamad Noh	843,513	1.07	379,581	0.48
Ahmad Zahdi bin Jamil	395,543	0.50	177,995	0.23
Haji Zamali bin Midun	395,543	0.50	177,995	0.23
Ng Wye Kong	840,070	1.06	378,031	0.48
Yap Yuen Thye	140,007	0.18	63,003	0.08
Ng Wai Leong	280,015	0.35	126,007	0.16
Vijaya Kumar A/I S.Chellathurai	560,055	0.71	252,025	0.32
Tarique Azam	560,055	0.71	252,025	0.32
Ong Cheng Siong	409,024	0.52	184,061	0.23
Ng Chee Wan	512,683	0.65	230,707	0.29
Cheong Koon Hong	280,015	0.35	126,007	0.16
Stephen Tong Tek Mong	280,015	0.35	126,007	0.16
Ranhill Corporation	140,008	0.18	63,003	0.08
	31,721,857	40.15	24,276,536	30.73
Total	56,773,998	71.87	35,550,000	45.00

The above shareholders, who collectively own a total of 56,773,998 ordinary shares of RM1.00 each representing 71.87% of the enlarged issued and paid-up share capital of Ranhill pursuant to the listing, have been imposed with a moratorium on the sale of their shares proportionately according to their respective shareholdings for one (1) year from the date of admission of Ranhill to the Main Board of the KLSE.

Thereafter, the above shareholders will be allowed to sell, transfer or assign only up to a maximum of one-third per annum (on a straight line basis) of their respective shareholding under moratorium, such permission to sell being cumulative so that the restriction on sale shall cease to apply upon expiry of the fourth year after the date of listing of Ranhill on the Main Board of the KLSE.

The restriction, which has been fully accepted by the aforesaid shareholders, is specifically endorsed on the share certificates representing the respective shareholdings of the aforesaid shareholders which are under moratorium to ensure that Ranhill's registrar do not register any transfer not in compliance with the restriction imposed by the SC and KLSE.

7. RELATED PARTY TRANSACTION/CONFLICT OF INTEREST

7.1 Related-Party Transactions

Save as disclosed below, none of the Directors nor substantial shareholders of the Company has any interest, direct or indirect, in the Ranhill Acquisitions, and none of the Directors has any interest, directly or indirectly in the promotion of or in any assets acquired or proposed to be acquired or disposed of or proposed to be disposed of by or leased or proposed to be leased to the Company or any of its subsidiary companies within the two (2) years preceding the date of this Prospectus.

7.1.1 AKSB Acquisitions and Ranhill Acquisitions

The following Directors of the Company are deemed to have an interest in the acquisitions as follows:-

Name of Directors	Nature of Relationship
Dato' Hamdan bin Mohamad	He is a substantial shareholder and a director of RBSB, RC and RBV as well as a director of REC, RWE, UTW and RSG and deemed to be a substantial shareholder of REC, RWE, UTW, RC and RSG by virtue of his substantial shareholding in Ranhill Corporation
Haji Hassan bin Saat @ Saad	He is a substantial shareholder and a director of RBSB and RBV as well as a director of UTW and RWE
Haji Mohd Haniff bin Haji Koslan	He is a director of REC and RSG and deemed to be a substantial shareholder of REC, RWE, UTW, RC and RSG by virtue of his substantial shareholding in Ranhill Corporation
Kamarulzaman bin Omar	He is a substantial shareholder and a director of RBSB as well as a director of REC and RWE
Che Khalib bin Mohamad Noh	He is a substantial shareholder of RBV
Mohamed Mazlan bin Abdul Manaf	He is a director of RC, REC and RWE

7.1.2 SAJH Capital Works Programme and Semanggar Water Supply Scheme

(a) SAJH Capital Works Programme

SAJ Holdings Sdn Bhd ("SAJH") was awarded the privatisation of the water supply services in the State of Johor Darul Ta'zim on 20 April 1999. By a Contract Agreement dated 11 February 2000, SAJH has awarded to Ranhill Corporation the contract for the design, construction, supply, delivery, installation, testing and commissioning of the entire SAJH programme of works on a turnkey basis for the next seven (7) years (the "SAJH Capital Works Programme"). The contract requires Ranhill Corporation to:

7. RELATED PARTY TRANSACTION/CONFLICT OF INTEREST (Cont'd)

- Carry out the programme of works and provide all labour, supervision, materials, equipment required for the completion of the Programme of Works;
- Responsible for the adequacy, stability and safety of the works and the method of construction; and
- Obtain the necessary permits and licences from the relevant authorities in connection with the works.

Ranhill Corporation through a letter dated 11 February 2000 awarded the SAJH Capital Works Programme to REC for the first seven (7) years. The contract between Ranhill Corporation and REC is for the amount of RM618.62 million for Phase I and RM928.44 million for Phase II for the 7-year period.

SAJH Capital Works Programme involves specialised activities, which cover various types of development works covering water resource activities (dams, reservoirs, etc), water treatment plants, main distribution lines, supply lines, asset replacement and renewal program. The activities start from the planning and design stage and continue through to procurement, construction and commissioning.

With the provisions and conditions stipulated by the concession agreement signed between LOSB, SAJH, Syarikat Air Johor Sdn Bhd and State Government of Johor Darul Ta'zim and the licence, which governs the operations of SAJH, terms of the SAJH Capital Works Programme have been awarded based on commercial terms on the basis of competitive pricing and transparent to the relevant authorities.

The Ranhill Group has been a contractor to various water projects by Jabatan Bekalan Air Johor and Syarikat Air Johor Sdn Bhd since 1979, well before the privatisation of water supply system in Johor to SAJH. The SAJH Capital Work Programme is not a new project but is a continuation of Ranhill Group's involvement in Johor's water supply projects. Some of the major water projects that have been undertaken by the Ranhill Group in Johor and elsewhere in the country since the 1980s includes:-

Johor

- (i) Sri Gading Water Supply System
- (ii) West Johor Water Supply System
- (iii) Johor Bahru Water Supply Privatisation Project
- (iv) South-East Johor Water Supply Scheme
- (v) Tenglu Water Treatment Works

Other States in Malaysia

- (i) Rehabilitation of Water Supply Systems in Malaysia
- (ii) Sungai Selangor Water Supply Scheme Phase I
- (iii) Sungai Selangor Water Supply Scheme Phase II
- (iv) National Water Resources Study
- (v) Sungai Selangor Water Supply Scheme Distribution Supply System

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

Barring any unforeseen circumstances the SAJH Capital Works Programme is projected to provide significant revenue and profits to the Group. The revenue and profit expected for the financial year ending 30 June 2001 is as follows:-

Financial Year Ending 30 June	2001 RM'000
Turnover	217,017
Profit after tax contribution to the Ranhill Group	16,757

(b) Semanggar Water Supply Scheme

SAJH was awarded the project to undertake the Semanggar Water Supply Scheme by the State Government of Johor on 12 September 2000. Phase I of the project covers the design and build of intake water covering civil and building work including intake and raw water pumping station. The project is being undertaken to eliminate the dependency of SAJH on the supply of treated water from the Public Utilities Board of the Republic of Singapore. The project is estimated at RM650 million.

Through a letter of award dated 25 October 2000, SAJH has awarded the contract to undertake the Semanggar Water Supply Scheme to Ranhill Corporation over a period of 40 months. Ranhill Corporation, on 25 October 2000, awarded the total contract to RC for the provisional sum of RM241.11 million, subject to the finalisation of the contract sum between SAJH, RC, Public Works Department and the State Government of Johor.

The Semanggar Water Supply Scheme will provide significant revenue and profits to the Group. The revenue and profit expected for the financial year ending 30 June 2001 is as follows:-

Financial Year Ending 30 June	2001 RM'000
Turnover	49,998
Profit after tax contribution to the Ranhill Group	3,211

The following persons interested in the SAJH Capital Works Programme and the Semanggar Water Supply Scheme :-

Name of Directors	Related Parties	Nature of Relationship
Dato' Hamdan bin Mohamad	SAJH	Executive Chairman and indirect substantial shareholder by virtue of his substantial shareholding in LOSB, which is a substantial shareholder of SAJH
	Ranhill Corporation	Executive Chairman and a substantial shareholder

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

Name of Directors	Related Parties	Nature of Relationship
Haji Mohd Haniff bin Haji Koslan	SAJH	Executive Director and indirect substantial shareholder by virtue of his substantial shareholding in Lambang Optima Sdn Bhd, which is a substantial shareholder of SAJH
	Ranhill Corporation	Director, President & Chief Operating Officer and a substantial shareholder
Che Khalib bin Mohamad Noh	SAJH	Director and Chief Executive Officer

Lambang Optima Sdn Bhd (“LOS B”) is a company incorporated in Malaysia under the Companies Act, 1965 on 18 July 1995, having an authorised share capital of RM10,000,000 divided into 10,000,000 ordinary shares of RM1.00 each and an issued and paid-up capital of RM10,000,000 divided into 10,000,000 ordinary shares of RM1.00 each. LOSB’s principal activity is investment holding.

The Directors and their shareholdings in LOSB as at 15 December 2000 are as follows:

Name of Director/Shareholders	Nationality/Place of Incorporation	Total No. of RM1.00 Ordinary Shares Held			
		Direct	%	Indirect	%
Dato’ Hamdan bin Mohamad	Malaysian	7,000,000	70.0	-	-
Haji Mohd Haniff bin Haji Koslan	Malaysian	3,000,000	30.0	-	-

SAJH is a company incorporated in Malaysia under the Companies Act, 1965 on 5 February 1999, having an authorised share capital of RM165,000,000 divided into 150,000,000 ordinary shares of RM1.00 each 150,000,000 preference shares of RM0.10 each and an issued and paid-up capital of RM100,000,000 divided into 100,000,000 ordinary shares of RM1.00 each. SAJH’s principal activity is to carry on the business of water supply.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

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

The Directors and shareholders of SAJH as at 15 December 2000 are as follows:

Name of Director/Shareholders	Nationality/Place of Incorporation	Total No. of RM1.00 Ordinary Shares Held			
		Direct	%	Indirect	%
Dato' Hamdan bin Mohamad	Malaysian	-	-	80,000,000 ⁽¹⁾	80.0
Haji Mohd Haniff bin Haji Koslan	Malaysian	-	-	80,000,000 ⁽¹⁾	-
Che Khallib bin Mohamad Noh	Malaysian	-	-	-	-
Ahmad Zahdi bin Jamil	Malaysian	-	-	-	-
Haji Md Hatta bin Bakri	Malaysian	-	-	-	-
Richard George Azlan bin Abas	Malaysian	-	-	-	-
Dato' Haji Baderi bin Dasuki	Malaysian	-	-	-	-
LOSB	Malaysia	80,000,000	80.0	-	-
YPJ Corporation Sdn Bhd	Malaysia	20,000,000	20.0	-	-

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

By virtue of the above, the SAJH Capital Works Programme and the Semanggar Water Supply Scheme are deemed to be related party transactions. However, the Board of Ranhill are of the opinion that the terms of both transactions are fair and reasonable and was conducted on an arms-length basis and on commercial terms.

7.1.3 Serdang Hospital Project

The project covers the construction of a new 620 bed hospital catering for secondary and selected tertiary care in Mukim of Dengkil, Selangor (the "Serdang Hospital Project"). The project was awarded by the Public Works Department, Malaysia ("PWD") to Konsortium Ranhill Sdn Bhd (487596-V) ("KRSB") on 19 September 2000, a company 51.0% owned by Ranhill Corporation. The total development cost is borne by the Federal Government.

Ranhill Corporation, through a letter dated 19 September 2000 awarded the entire Serdang Hospital Project to REC for the amount of RM710.19 million.

The Serdang Hospital Project will provide significant revenue and profits to the Group. The revenue and profit expected for the financial year ending 30 June 2001 is as follows:-

Financial Year Ending 30 June	2001 RM'000
Turnover	94,963
Profit after tax contribution to the Ranhill Group	6,002

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

The following are the persons interested in the Serdang Hospital Project :-

Name of Directors	Related Parties	Nature of Relationship
Dato' Hamdan bin Mohamad	KRSB	Executive Chairman and indirect substantial shareholder by virtue of his substantial shareholding in Ranhill Corporation
	Ranhill Corporation	Executive Chairman and a substantial shareholder
Haji Mohd Haniff bin Haji Koslan	KRSB	Executive Director and indirect substantial shareholder by virtue of his substantial shareholding in Ranhill Corporation
	Ranhill Corporation	Director, President & Chief Operating Officer and a substantial shareholder

KRSB is a company incorporated in Malaysia under the Companies Act, 1965 on 7 July 1999, having an authorised share capital of RM100,000 divided into 100,000 ordinary shares of RM1.00 each and an issued and paid-up capital of RM100 divided into 100 ordinary shares of RM1.00 each. KRSB's principal activity is to undertake the construction and completion of a teaching hospital and other related facilities in Serdang.

The Directors and shareholders of KRSB as at 15 December 2000 are as follows:

Name of Director/Shareholders	Nationality/Place of Incorporation	Total No. of RM1.00 Ordinary Shares Held			
		Direct	%	Indirect	%
Dato' Hamdan bin Mohamad	Malaysian	-	-	51 ⁽¹⁾	51.0
Haji Mohd Haniff bin Haji Koslan	Malaysian	-	-	51 ⁽¹⁾	51.0
Dato' Mohd Zakhir Siddiqy bin Sidek	Malaysian	-	-	-	-
Kassim @ Osman bin Ahmad	Malaysian	-	-	-	-
Ranhill Corporation	Malaysia	51	51.0	-	-
Arena Proaktif Sdn Bhd	Malaysia	29	29.0	-	-
Wicakmas Sdn Bhd	Malaysia	20	20.0	-	-

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

By virtue of the above, the Serdang Hospital Project is deemed a related party transaction. However, the Board of Ranhill are of the opinion that the transactions are fair and reasonable and was conducted on an arm-length basis and on commercial terms.

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

7.1.4 Muar By Pass Project

Pursuant to a Letter of Intent from the Public Works Department, Malaysia ("PWD"), dated 30 November 1999, Ranhill Corporation has submitted a proposal to the Economic Planning Unit, Prime Minister's Department ("EPU") to undertake the Muar By Pass Project. The project covers the design and build of a 632 meter cable staged bridge and a 14-km two lane single carriageway. Ranhill Corporation is currently in final negotiations with the EPU and PWD and barring unforeseen circumstances, is expected to be concluded by the second quarter of 2001. Through a provisional letter of award dated 1 July 2000, Ranhill Corporation has awarded the entire contract to RC for a provisional sum of RM197.76 million subject to the finalisation of the contract price with EPU and PWD.

The Muar By Pass Project will provide significant revenue and profits to the Group over the tenure of the project. However, the Group does not expect any revenue and profit to be generated from the Muar By Pass Project for the financial year ending 30 June 2001.

The following are the persons interested in the Muar By Pass Project :-

Name of Directors	Related Parties	Nature of Relationship
Dato' Hamdan bin Mohamad	Ranhill Corporation	Executive Chairman and a substantial shareholder
Haji Mohd Haniff bin Haji Koslan	Ranhill Corporation	Director, President & Chief Operating Officer and a substantial shareholder

By virtue of the above, the Muar By Pass Project is deemed a related party transaction. However, the Board of Ranhill are of the opinion that the transactions are fair and reasonable and was conducted on an arm-length basis and on commercial terms.

7.1.5 Ranhill Consulting Sdn Bhd (394869-A) ("RConsult")

By way of a Services Agreement dated 5 April 2000 entered between RConsult and RBSB commencing from the date of the agreement for an indefinite period whereby RConsult will subcontract all contracts secured by RConsult to RBSB. RConsult is a consulting engineer firm licensed with the Board of Engineers Malaysia and the Ministry of Finance, to undertake all aspects of engineering consultancy services.

Name of Directors	Related Parties	Nature of Relationship
Dato' Hamdan bin Mohamad	RConsult	Director and a substantial shareholder
Haji Hassan bin Saat @ Saad	RConsult	Director and a substantial shareholder
Kamarulzaman bin Omar	RConsult	Director and a substantial shareholder
Haji Zamali bin Midun	RConsult	Director and a substantial shareholder

RConsult is a company incorporated in Malaysia under the Companies Act, 1965 on 19 July 1996, having an authorised share capital of RM100,000 divided into 100,000 ordinary shares of RM1.00 each and an issued and paid-up capital of RM20,000 divided into 20,000 ordinary shares of RM1.00 each. RConsult's principal activity is provision of engineering consultancy services.

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

The Directors and their shareholdings in RConsult as at 15 December 2000 are as follows:

Name of Director/Shareholders	Nationality/Place of Incorporation	Total No. of RM1.00 Ordinary Shares Held			
		Direct	%	Indirect	%
Dato' Hamdan bin Mohamad	Malaysian	8,000	40	-	-
Haji Hassan bin Saat @ Saad	Malaysian	4,000	20	-	-
Haji Zamali bin Midun	Malaysian	4,000	20	-	-
Kamarulzaman bin Omar	Malaysian	4,000	20	-	-

7.1.6 Perunding Ranhill Worley Sdn Bhd (142346-P) ("PRW")

By way of a Memorandum Agreement dated 1 January 1997 entered between PRW and RWE commencing from the date of the agreement until indefinitely whereby PRW will subcontract all contracts secured by PRW to RWE. PRW is a consulting engineer firm licensed with the Board of Engineers Malaysia, Petronas and the Ministry of Finance, to undertake all aspects of engineering consultancy services.

Name of Directors	Related Parties	Nature of Relationship
Dato' Hamdan bin Mohamad	PRW	Director and a substantial shareholder
Haji Hassan bin Saat @ Saad	PRW	Director and a substantial shareholder
Kamarulzaman bin Omar	PRW	Director and a substantial shareholder
Haji Zamali bin Midun	PRW	Director and a substantial shareholder

PRW is a company incorporated in Malaysia under the Companies Act, 1965 on 18 July 1985, having an authorised share capital of RM10,000,000 divided into 10,000,000 ordinary shares of RM1.00 each and an issued and paid-up capital of 5,100,000 divided into 5,100,000 ordinary shares of RM1.00 each. PRW's principal activity is engineering design of oil and gas facilities.

The Directors and their shareholdings in PRW as at 15 December 2000 are as follows:

Name of Director/Shareholders	Nationality/Place of Incorporation	Total No. of RM1.00 Ordinary Shares Held			
		Direct	%	Indirect	%
Dato' Hamdan bin Mohamad	Malaysian	3,060,000	60	-	-
Haji Hassan bin Saat @ Saad	Malaysian	1,020,000	20	-	-
Haji Zamali bin Midun	Malaysian	510,000	10	-	-
Kamarulzaman bin Omar	Malaysian	510,000	10	-	-

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

7.2 Interest in Similar Business

Save as disclosed below, none of the Directors or a Substantial shareholders and/or Key Management are interested, directly or indirectly in any business carrying on a similar trade as the Company and its subsidiary companies.

- (a) 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.
- (b) 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.
- (c) 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
- (d) 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 give rise to 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.

In addition, further to a condition stated in the approval letter of SC dated 3 May 2000, the Promoters, Directors and substantial shareholders had on 15 November 2000 provided an undertaking that all business transactions between Ranhill and the Promoters, Directors, substantial shareholders and/or any companies related to the Promoters, Directors and substantial shareholders shall be on an arms length basis and on commercial terms.

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.

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

7.3 Declaration by the Advisers

Aseambankers hereby confirms that there is no conflict of interest in its capacity as the Adviser for Public Issue, Placement and Offer for Sale.

Mohamad Radzi bin Abdul Hamid and Hairolnisah bt Hamdan, both of Messrs Abu Talib Sharom & Zahari ("ATSZ") are shareholders and Directors of AKSB, a party related in the AKSB Acquisitions and Ranhill Acquisitions. ATSZ believes that it is not in the position where its role as the due diligence legal adviser to Ranhill would cause a conflict of interest for the Public Issue, Placement and Offer for Sale.

Messrs PricewaterhouseCoopers have given the confirmation that there is no conflict of interest in their capacity as Auditors and Reporting Accountants respectively for the Public Issue, Placement and Offer for Sale.

8. OTHER INFORMATION ON RANHILL GROUP

8.1 Approvals and Conditions

The FIC, MITI and the SC approved the Public Issue and Offer for Sale on 18 January 2000, 10 March 2000 and 3 May 2000 respectively.

As mentioned in Section 4.3 in this Prospectus, the SC had also on 21 December 2000 approved the application by Ranhill to undertake a Placement of 3,661,000 ordinary shares of RM1.00 each at a Placement Price of RM3.00 per ordinary share to Nominated Placees by the Offerors. The 3,661,000 ordinary shares of RM1.00 each, which are the subject of the Proposed Placement, were part of the 7,600,000 ordinary shares of RM1.00 each that was originally approved by the SC to be offered by the Offerors vide its letter dated 3 May 2000. Pursuant to the SC's approval for the Placement, the Offer for Sale which was originally proposed of 7,600,000 ordinary shares of RM1.00 each had correspondingly been reduced to 3,939,000 ordinary shares of RM1.00 each.

The conditions imposed by all the authorities and the status of compliance are set out as follows:-

	Details of Conditions Imposed	Status of Compliance
FIC	<p>i) Ranhill must have at least a thirty percent (30%) direct Bumiputera equity interest upon listing and quotation of the Ranhill shares on the Main Board of the KLSE</p> <p>ii) Ranhill is to obtain the approval of the MITI and SC</p> <p>iii) RWE and REC is to maintain at least a 51% Bumiputera equity participation at all times, vide the letters dated 19 June 1999 and 10 March 1999</p>	<p>Currently Ranhill has 95.09% Bumiputera equity participation. Upon listing and quotation of the Ranhill shares on the Main Board of the KLSE, Ranhill will have at least a 67.87% Bumiputera equity participation.</p> <p>Ranhill obtained the approvals of the MITI and SC on 10 March 2000 and 3 May 2000 respectively.</p> <p>Upon listing and quotation of the Ranhill shares on the Main Board of the KLSE, Ranhill will have at least a 67.87% Bumiputera equity participation. By virtue of the indirect shareholdings of Ranhill in RWE and REC, this condition will be met.</p>
MITI	<p>i) Ranhill is to ensure that the MITI's approval is obtained prior to any sell down or transfer of below than fifty one percent (51%) of the equity participation of the Company by the approved Bumiputera shareholders, namely:-</p> <p>a) Dato' Hamdan bin Mohamad b) Haji Hassan bin Saat @ Saad c) Haji Zamali bin Midun d) Ranhill Corporation Sdn Bhd</p> <p>ii) Ranhill is to obtain the approval of the FIC and SC</p>	<p>The said approved Bumiputera shareholders had on 15 November 2000 provided an undertaking that Ranhill will be notified and/or informed prior to any sell down or transfer of their shares below the 51% aggregated equity participation limit.</p> <p>Ranhill obtained the approvals of the FIC and SC on 18 January 2000 and 3 May 2000 respectively.</p>

8. OTHER INFORMATION ON RANHILL GROUP (Cont'd)

	Details of Conditions Imposed	Status of Compliance																
SC	<p>i) The total gross proceeds of RM43,878,000 arising from the Public Issue shall be accrued entirely to Ranhill and utilised as follows:-</p> <table border="0"> <thead> <tr> <th>Working Capital</th> <th>RM</th> </tr> </thead> <tbody> <tr> <td>RC – Muar By Pass Project</td> <td>20,000,000</td> </tr> <tr> <td>REC – Serdang Hospital Project</td> <td>9,240,000</td> </tr> <tr> <td>REC – MLNG Tiga Plant Project</td> <td>7,138,000</td> </tr> <tr> <td>RBSB</td> <td>4,000,000</td> </tr> <tr> <td>RWE</td> <td>500,000</td> </tr> <tr> <td>Estimated Listing Expenses</td> <td>3,000,000</td> </tr> <tr> <td>Total</td> <td>43,878,000</td> </tr> </tbody> </table>	Working Capital	RM	RC – Muar By Pass Project	20,000,000	REC – Serdang Hospital Project	9,240,000	REC – MLNG Tiga Plant Project	7,138,000	RBSB	4,000,000	RWE	500,000	Estimated Listing Expenses	3,000,000	Total	43,878,000	To be utilised as set out in Section 2.7 of this Prospectus.
Working Capital	RM																	
RC – Muar By Pass Project	20,000,000																	
REC – Serdang Hospital Project	9,240,000																	
REC – MLNG Tiga Plant Project	7,138,000																	
RBSB	4,000,000																	
RWE	500,000																	
Estimated Listing Expenses	3,000,000																	
Total	43,878,000																	
	ii) Documented proof on the utilisation of proceeds arising from the Public Issue is to be furnished to the SC for their attention, where relevant.	To be complied upon utilisation of the proceeds arising from the Public Issue.																
	iii) Upon completion of the shares allocated to the eligible employees, Aseambankers is to confirm that such allocation is in accordance with the SC Guidelines	Met.																
	iv) Any business transactions between Ranhill and its Promoters, Directors and/or substantial shareholders have to be at arms-length and on commercial terms and not to the disadvantage of RB	The Promoters, Directors and Substantial shareholders had on 15 November 2000 provided an undertaking that all business transactions between Ranhill and the Promoters, Directors, Substantial shareholders and/or any companies related to the Promoters, Directors and Substantial shareholders shall be on an arms length basis and on commercial terms.																
	v) There should be a distinct separation to ensure segregation of responsibility and job function between Ranhill Corporation and the Ranhill Group so as the interest and position of Ranhill Group is protected.	Shareholders Undertaking Agreement by Ranhill Corporation dated 15 November 2000 has been entered into to comply with this condition.																
	All future contracts and projects secured by Ranhill Corporation must be awarded to Ranhill Group.	Ranhill Corporation and Ranhill had entered into a Shareholders Undertaking Agreement on 15 November 2000 ensuring that all contracts and projects secured by Ranhill Corporation will be awarded to Ranhill Group.																
	vi) Ranhill Corporation is not allowed to be involved in similar business activities that will give rise to a conflict of interest situation with the existing businesses of the Ranhill Group so long as Ranhill Corporation remains a substantial shareholder of RB	Ranhill Corporation had on 15 November 2000 provided Shareholders Undertaking Agreement that all its future business transactions will not give rise to a conflict of interest situation with Ranhill Group.																

8. OTHER INFORMATION ON RANHILL GROUP (Cont'd)

	Details of Conditions Imposed	Status of Compliance
	vii) The forecasted after taxation profit of the Ranhill Group is to be at least RM8.0 million exclusive of any unsecured contracts and projects, as well as contracts and projects from related parties SAJH excluded.	To be met as disclosed in this Prospectus.
	viii) Ranhill is to disclose in its Prospectus all aspects pertaining to the SAJH Capital Works Programme, Serdang Hospital Project and the Muar By Pass Project and their respective profit contribution.	Disclosed as set out in Section 7 of this Prospectus.
	ix) All the Promoters of Ranhill is to enter into a Management 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	Management Undertaking Agreement signed between Ranhill and the Promoters on 15 November 2000.
	x) All advances to Directors of Ranhill Group and any companies owned by directors/substantial shareholders of Ranhill by the Ranhill Group has to be settled prior to the listing of Ranhill on the KLSE	As at the date of this Prospectus, there are no advances or debt owed to or by the Directors and any companies owned by directors/substantial shareholders of Ranhill, except for those which are within the normal credit period incurred in the ordinary course of business.
	xi) Moratorium imposed on disposal of shares held by substantial shareholders/promoters of Ranhill, whereby 45% of their shares cannot be sold or transferred or at least 1 year from the listing date, whichever is earlier. After which, they are allowed to dispose off one third of the moratorium shares annually on a straight-line basis.	The Promoters and Substantial Shareholders have provided a letter of undertaking dated 15 November 2000.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

8. OTHER INFORMATION ON RANHILL GROUP (Cont'd)**8.2 Major Licences and Permits Obtained**

Group of Companies	Licence
REC	<ol style="list-style-type: none"> 1. Construction Industry Development Board Contractor Registration Certified Grade G5 1970115 – WP021323 2. Petronas Licence LST – 113 3. Akuan Pendaftaran Kontraktor issued by Kementerian Kewangan Malaysia
UTW	<ol style="list-style-type: none"> 1. Construction Industry Development Board Contractor Registration Certified Grade G6 1990714 – WP052956 2. Sijil Kontraktor Kerja Taraf Bumiputera Kementerian Kewangan Malaysia Registration No. KKEW/K&B/D/02/494/357 – 0480080
RBSB	<ol style="list-style-type: none"> 1. Construction Industry Development Board Contractor Registration Certified Grade G7 1970825 – WP042494 2. MS ISO 9001 : 1994 Quality Systems – Model for quality assurance in design, development, production, installation and servicing
RWE	<ol style="list-style-type: none"> 1. MS ISO 9001 : 1994 Quality Systems – Model for quality assurance in design, development, production, installation and servicing

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

8. OTHER INFORMATION ON RANHILL GROUP (Cont'd)

8.3 Summary of Landed Property

The following are the properties owned by the Ranhill Group.

Location	Tenure	Description of existing use	Approx. Age of buildings	Land area/built up area	Net Book Value @ 30 June 2000
1. RBV					
a) Property held under Land title HS(D) 99246 Lot No. 16821 Mukim Setapak, Kuala Lumpur Wilayah Persekutuan	Freehold	Office use	7 years	433 square metres	RM19,113,520
b) Property held under Land title HS(D) 99248 Lot No. 6754 and 16822 Mukim Setapak, Kuala Lumpur Wilayah Persekutuan	Freehold	Office use	7 years	1,378 square metres	

The property was revalued on 4 April 1997, the valuation was carried out by an independent professional valuer based on the open market value basis.

8.4 Transactions in the Acquisition of the Properties during the two (2) years Preceding the Date of this Prospectus

There was no transaction in the acquisition of the properties as the properties were purchased on 24 January 1992 and 9 May 1997.

9. FINANCIAL INFORMATION

9.1 Proforma Consolidated Profit and Dividend Records

The following table sets out a summary of the proforma Ranhill Group's financial performance for the past six (6) financial years ended 30 June 2000 on the assumption that the Group structure has been in existence throughout the period under review.

Year ended 30 June	1995 RM'000	1996 RM'000	1997 RM'000	1998 RM'000	1999 RM '000	2000 RM'000
Turnover	60,210	79,216	125,467	141,603	137,971	95,669
Profit before depreciation, interest and taxation	13,058	17,820	23,039	25,408	35,444	28,962
Depreciation	793	1,475	2,321	3,522	3,952	3,459
Consolidated profit before interest and taxation	12,265	16,345	20,718	21,886	31,492	25,503
Interest	214	1,305	2,199	5,080	8,370	8,097
Consolidated profit before taxation, exceptional item and minority interests	12,051	15,040	18,519	16,806	23,122	17,406
Exceptional items ⁽¹⁾	-	-	-	(1,448)	-	-
Consolidated profit after exceptional item but before taxation and minority interests	12,051	15,040	18,519	15,358	23,122	17,406
Taxation	(3,396)	(5,083)	(6,947)	(4,347)	(918)	(3,743)
Consolidated profit after taxation but before minority interests	8,655	9,957	11,572	11,011	22,204	13,663
Minority interests	-	72	(1)	361	3,318	2,423
Consolidated profit after taxation and minority interest	8,655	9,885	11,573	10,650	18,886	11,240
No. of ordinary shares ('000) ⁽²⁾	64,374	64,374	64,374	64,374	64,374	64,374
Basic EPS (sen)	13.44	15.36	17.98	16.54	29.34	17.46

(1) The exceptional item represents foreign exchange losses suffered in 1998 by RWE.

(2) Assumed enlarged issued and paid-up share capital of 64,374,000 after the Ranhill Acquisitions.

9. FINANCIAL INFORMATION (Cont'd)

Financial Year Ended 30 June 1995

Turnover was derived from existing EPCM and PMC contracts carried out by RBSB during the year. In 1995, in addition to its existing contracts, RBSB was actively undertaking several large project such as KLCC, LRT and KLIA. This contributed significantly to RBSB's turnover and profits. In the same year, the turnover increased by 56%, while increase in the profit before tax (PBT) was 266% and profit after tax (PAT) was 378%.

Financial Year Ended 30 June 1996

RBSB was expanding rapidly with many new projects that required specialists EPCM and PMC services. To ensure focus on delivering value to clients, the management re-engineered the organisation and introduced strategic business units (SBUs) to undertake the work based on market demand and client's specific requirements. The SBUs at RBSB consisted of Transportation & Infrastructure, Water Supply, Building Services, Structural, Maritime & Environment, Geotechnical and Industrial & Power.

The overall increase in turnover is attributable to new projects being awarded to RBSB during the year, especially the Pahang Cement Plant, Kelantan Petroleum Complex, LRT II and the 500kV Power Transmission System. Moreover, other major infrastructure projects like Kuala Lumpur City Centre and Light Rail Transport projects were progressing into the construction stage that required RBSB's input significantly especially in PMC. The Building Services Unit of RBSB contributed approximately 30% of RBSB's turnover for the year. This was mainly attributable to the billings for work done in connection with the KLIA Terminal Projects as the project was also into its construction stage, hence, requiring significant PMC input.

Overall in the financial year ended 30 June 1996, the Ranhill Group recorded a growth of 32% in turnover, 25% in PBT and 14% in PAT and after minority interests (MI). RC and RWE commenced operations in 1996.

Financial Year Ended 30 June 1997

The increase in turnover of Ranhill Group by 58% was due to the increase in RBSB's turnover and contribution from RC, RWE and RSG.

RBSB secured several major projects, such as the South Klang Valley Expressway (SKVE), KLIA Dedicated Highway (KLDH), Sri Gading Water Supply Project and Sungai Selangor Water Supply Scheme. The billings for work done in the design of the abovementioned projects contributed approximately RM24 million in turnover. RC was fully operational, contributing approximately 3% to Ranhill's turnover through its PMC works from infrastructure related projects.

RWE was actively involved in several EPCM works during the financial year especially in the Resak Production Platform and other petroleum projects. RSG commenced operations in 1997 and was actively involved in the EPC works of the Sri Gading Water Supply Project. As a result of the increase in the Group's turnover, PBT increased by 23% and PAT after MI by 17%.

Financial Year Ended 30 June 1998

The increase in turnover in 1998 despite the economic downturn was primarily attributed to the work completed with regards to the Sri Gading Water Supply Project which increased by 435% compared to 1997, resulting in an overall increase of 13%. UTW commenced operations in 1998 and was actively involved in the provision of facilities management and maintenance services.

9. FINANCIAL INFORMATION (Cont'd)

Although there was an overall increase in turnover in 1998, the Group experienced a decline in PBT primarily because the Group's major contributor, RBSB, suffered a drop in turnover and PBT. Several projects in which RBSB was involved in were discontinued and other projects, which was scheduled to commence had to be deferred. This resulted in a corresponding decrease in RBSB's PBT by 40% in 1998.

Financial Year Ended 30 June 1999

The contraction in the turnover for 1999 for the Group is primarily attributed to the deferment of projects especially in RBSB and the reduction in the work executed for REC. However, regardless of the decrease in turnover, the Group noted an increase in PBT and PAT due to the stringent cost cutting measures undertaken in order to weather the effects of the economic climate and the tax waiver granted under the Income Tax Act as well as the additional projects undertaken by UTW during the financial year.

Financial Year Ended 30 June 2000

The contraction in the turnover for 2000 for the Group is principally due to the completion of the main work for the Sri Gading Water Supply Project as well as the deferment of various Kumpulan Prasarana Rakyat Johor Sdn Bhd projects being undertaken by RC. The main projects being undertaken by REC, namely SAJH Capital Works Programme and Serdang Hospital Project only commenced in April 2000. However, RBSB and UTW experienced an increase of 19.91% and 55.29% from its 1999 turnover respectively.

Overall the Group experienced a decrease of 30.66% in turnover and 24.72% in PBT for the financial year 2000. This is also mainly due to financial year 1999 being a tax-free year and the completion of major projects with generally higher profit margin whereby significant amount of billings was done in financial year ended 30 June 2000 in respect of this projects.

9.2 Segmental Analysis of Revenue and Profits

Analysis of turnover by companies

	<----- Year ended 30 June ----->				
	1996	1997	1998	1999	2000
	RM'000	RM'000	RM'000	RM'000	RM'000
RBSB	65,053	85,336	64,194	42,511	50,977
RWE	4,345	13,963	19,243	19,439	13,438
REC	8,044	20,060	13,584	7,358	13,995
UTW	-	-	2,272	12,712	19,740
RBV	2,025	2,475	2,388	2,388	2,388
RSG	-	7,606	40,687	44,810	5,962
RC	1,774	3,719	14,121	13,670	1,417
	81,241	133,159	156,489	42,888	107,917
Less : Proforma consolidation adjustments	(2,025)	(7,692)	(14,886)	(4,917)	(12,248)
Proforma Consolidated Turnover	79,216	125,467	141,603	137,971	95,669

9. FINANCIAL INFORMATION (Cont'd)*Analysis of turnover by services*

	<----- Year ended 30 June ----->				
	1996	1997	1998	1999	2000
	RM'000	RM'000	RM'000	RM'000	RM'000
EPCM/PMC	77,442	119,359	97,021	69,308	67,246
EPC	1,774	11,325	54,808	58,480	18,543
O&M	-	-	2,272	12,712	19,740
Rental	2,025	2,475	2,388	2,388	2,388
	81,241	133,159	156,489	142,888	107,917
Less : Proforma consolidation adjustments	(2,025)	(7,692)	(14,886)	(4,917)	(12,248)
Proforma Consolidated Turnover	79,216	125,467	141,603	137,971	95,669

Analysis of profit after taxation and minority interests by companies

	<----- Year ended 30 June ----->				
	1996	1997	1998	1999	2000
	RM'000	RM'000	RM'000	RM'000	RM'000
RBSB	8,970	10,758	7,019	8,797	6,031
RWE	109	(2)	69	1,007	174
REC	85	31	395	59	1740
UTW	-	-	328	2,754	2401
RBV	348	434	264	600	608
RSG	-	(253)	1,009	3,686	10
RC	373	605	1,566	1,983	276
Proforma Consolidated PAT and MI	9,885	11,573	10,650	18,886	11,240

Analysis of profit after taxation and minority interests by services

	<----- Year ended 30 June ----->				
	1996	1997	1998	1999	2000
	RM'000	RM'000	RM'000	RM'000	RM'000
EPCM/PMC	9,164	10,786	7,483	9,862	6,452
EPC	373	353	2,575	5,669	1,779
O&M	-	-	328	2,754	2,401
Rental	348	434	264	600	608
Proforma Consolidated PAT and MI	9,885	11,573	10,650	18,886	11,240

9.3 Impact of Interest Rates on Operating Profit

The impact of interest rates on operating profit is minimal as the Group has a low gearing level for the five (5) financial years ended 30 June 2000. The interest cover as compared to operating profit before depreciation, interest and taxation ranged between 3.58 times and 13.66 times.

9. FINANCIAL INFORMATION (Cont'd)

The following table sets out the interest expense and profits before depreciation, interest and taxation for the past five (5) financial years ended 30 June 2000.

	<-----Year ended 30 June----->				
	1996 (RM'000)	1997 (RM'000)	1998 (RM'000)	1999 (RM'000)	2000 (RM'000)
Interest expense	1,305	2,199	5,080	8,370	8,097
Profit before depreciation, interest and taxation	17,820	23,039	25,408	35,444	28,962
Interest coverage (times)	13.66	10.48	5.00	4.23	3.58

Interest expense amounting to RM6.14 million or 75.8% of the total interest expense of the Group for financial year ended 30 June 2000 were incurred by RSG in undertaking the Sri Gading Water Supply Project under a Deferred Turnkey Programme wherein the interest cost is borne directly by the client, Syarikat Air Johor Sdn Bhd.

9.4 Directors' Declaration on Financial Performance

As at 15 December 2000, being the latest practicable date prior to the printing of this Prospectus, the financial conditions and operations of the Company and its subsidiaries are not affected by any of the following:

- (i) known trends, demands, commitments, events or uncertainties that have had or that the Group reasonably expects to have a material favourable or unfavourable impact on financial performance, position and operations of the Ranhill Group;
- (ii) material commitment for capital expenditure;
- (iii) unusual, infrequent events or transactions or any significant economic changes that materially affected the financial performance, position and operations of the Ranhill Group; and
- (iv) known events, circumstances, trends, uncertainties and commitments that are reasonably likely to make the historical financial statements not indicative of future financial performance and position.

9.5 Working Capital, Borrowings, Contingent Liabilities, Material Commitment and Material Litigation

Working Capital

The Directors of the Ranhill Group are of the opinion that after taking into account the cash generated during the profit forecast period and banking facilities available, the Group will have adequate working capital for its foreseeable future requirements.

Borrowings

As at 15 December 2000 (being the last practicable date of which, such amounts could be calculated prior to the printing of this Prospectus), the total bank facilities of the Group amounted to RM103.35 million, out of which RM82.09 million has been utilised.

9. FINANCIAL INFORMATION (Cont'd)

Save as disclosed below, the Group does not have any other loan capital outstanding or created but unissued, mortgages or charges outstanding.

Borrowings as at 15 December 2000	RM'000
Hire Purchase and Finance Lease	1,549
Local Bills Discounted	4,790
Term Loan	4,507
Revolving Credit Loan	1,000
Term Loan for Deferred Turnkey Payment ⁽¹⁾	70,249
	82,095
	82,095

(1) This amount represents borrowings by RSG to finance the Sri Gading Water Supply Project.

Contingent Liabilities

Save as disclosed below, as at 15 December 2000 (being the latest practicable date at which such amounts could be calculated prior to the printing of this Prospectus), there are no material contingent liabilities incurred by the Company or its subsidiary companies.

	RM'000
Corporate guarantee for credit facility of a subsidiary	360
Performance guarantee given to third parties	42,236
	42,596
	42,596

Material Commitment

Save as disclosed below, as at 15 December 2000 (being the latest practicable date at which such amounts could be calculated prior to the printing of this Prospectus), there are no material commitments incurred or known to be incurred by Ranhill or its subsidiary companies, which may have a substantial impact on the result or the financial position of the Company.

	RM'000
Approved and contracted for	8,147
Approved but not contracted for	6,120
	14,267
Total	14,267

9. FINANCIAL INFORMATION (Cont'd)

Material Litigation

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.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

9. FINANCIAL INFORMATION (Cont'd)

9.6 Consolidated Profit Forecast

The Directors of Ranhill forecast that, in the absence of unforeseen circumstances, the Group results for the financial year ending 30 June 2001 are as follows:-

	Financial year ending 30 June 2001 RM'000
Turnover / revenue	467,711
Consolidated profit before taxation before minority interest	47,469
Less: Taxation	14,462
Consolidated profit after taxation but before minority interests	33,007
Less : Minority Interests	714
Consolidated profit after taxation and minority interests	32,293
 <u>Based on weighted average number of 45,109,084 ordinary shares of RM1.00 each in issue</u>	
Basic EPS (sen)	71.59
PE multiple (times)*	4.19
 <u>Based on the enlarged share capital of 79,000,000 ordinary shares of RM 1.00 each in issue</u>	
Basic EPS (sen)	40.88
PE multiple (times)*	7.34

* Based on an Issue Price of RM3.00 per share

The principal assumptions upon which the consolidated profit are forecast has been made are set out in the report as prepared by the Reporting Accountants is set out in Section 9.7 of this Prospectus.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

9. FINANCIAL INFORMATION (Cont'd)

9.7 Reporting Accountants' Letter on the Consolidated Profit Forecast for Financial Year Ending 30 June 2001
(Prepared for inclusion in this Prospectus)



The Board of Directors
Ranhill Berhad
Wisma Ranhill
No 2-12, Jalan Setiawangsa 10
Taman Setiawangsa
54200 Kuala Lumpur

PricewaterhouseCoopers
(AF 1146)
Public Accountants
11th Floor Wisma Sime Darby
Jalan Raja Laut
P O Box 10192
50706 Kuala Lumpur, Malaysia
Telephone +60 (3) 2693 1077
Facsimile +60 (3) 2693 0997

19 December 2000

PwC/PC/py/0595J

**RANHILL BERHAD
CONSOLIDATED PROFIT FORECAST FOR THE FINANCIAL
YEAR ENDING 30 JUNE 2001**

Dear Sirs,

- 1 We have reviewed the accounting policies and calculations for the consolidated profit forecast of Ranhill Berhad and its subsidiary companies, for which the Directors are solely responsible, for the financial year ending 30 June 2001 as set out in the Prospectus to be dated 29 December 2000 in connection with the public issue of 14,626,000 new ordinary shares of RM1.00 each at an issue price of RM3.00 per ordinary share, offer for sale of 3,939,000 existing ordinary shares of RM1.00 each at an offer price of RM3.00 per ordinary share and placement of 3,661,000 existing ordinary shares at a placement price of RM3.00 per ordinary share and the listing of and quotation for its entire enlarged issued and paid-up 79,000,000 ordinary shares of RM1.00 each on the Main Board of the Kuala Lumpur Stock Exchange.
- 2 In our opinion, the consolidated profit forecast, so far as the accounting policies and calculations are concerned only, has been properly compiled on the basis of the assumptions made by the Directors as set out in the attached Appendix, and is presented on a basis consistent with the accounting policies adopted by Ranhill Berhad and its subsidiary companies.

Yours faithfully,

PRICEWATERHOUSECOOPERS
(No. AF: 1146)
Public Accountants

MOHD DARUIS ZAINUDDIN
(No. 969/3/01 (J/PH))
Partner of the Firm

9. FINANCIAL INFORMATION (Cont'd)

APPENDIX
Page 1RANHILL BERHAD
AND ITS SUBSIDIARY COMPANIESCONSOLIDATED PROFIT FORECAST AND ASSUMPTIONS FOR THE FINANCIAL YEAR
ENDING 30 JUNE 2001

The Directors of Ranhill Berhad ('RB') forecast that, in the absence of unforeseen circumstances, the consolidated profit after taxation and minority interests of RB and its subsidiary companies ('Ranhill Group') for the financial year ending 30 June 2001 will be as follows:

	RM'000
Revenue	467,711
Consolidated profit before taxation	47,469
Taxation	(14,462)
Consolidated profit after taxation and before minority interest	33,007
Minority interests	(714)
Consolidated profit after taxation and minority interests	32,293

Based on weighted average number of 45,109,084 ordinary
shares of RM1.00 each in issue

Basic earnings per share (sen)	71.59
Price-earnings multiple (times) *	4.19

Based on the enlarged share capital of 79,000,000 ordinary
of RM1.00 each in issue

Basic earnings per share (sen)	40.88
Price-earnings multiple (times) *	7.34

Note:

* Based on issue price of RM3.00.



9. FINANCIAL INFORMATION (Cont'd)

APPENDIX
Page 2

RANHILL BERHAD AND ITS SUBSIDIARY COMPANIES

CONSOLIDATED PROFIT FORECAST AND ASSUMPTIONS FOR THE FINANCIAL YEAR ENDING 30 JUNE 2001 (CONTINUED)

PRINCIPAL BASES AND ASSUMPTIONS

The principal bases and assumptions upon which the above consolidated profit forecast has been made are as follows:

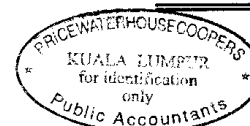
- 1 The financial statements of Ranhill Group have been consolidated on the following bases:
 - (a) Ranhill Bersekutu Sdn Bhd ('RBSB'), RB Ventures Sdn Bhd ('RBV'), Ranhill Sri Gading Sdn Bhd ('RSG'), Ranhill Civil Sdn Bhd ('RC') (formerly known as Pengurusan KPRJ-Ranhill Sdn Bhd) and Ranhill Engineers and Constructors Sdn Bhd ('REC') have been consolidated in accordance with the principles of merger accounting whereby the consolidated results of the Ranhill Group have been presented as if RB and the subsidiary companies have been incorporated and Ranhill Group had always been in existence.
 - (b) Ranhill Worley Engineering Sdn Bhd ('RWE') and Urusan Teknologi Wawasan Sdn Bhd ('UTW') have been consolidated in accordance with the principles of acquisition accounting.

Under both methods, intercompany transactions are eliminated on consolidation and the proforma consolidated profit forecast reflects external transactions only.

Both methods are in accordance with Malaysian Accounting Standard No. 2 which has been adopted by the Malaysian Accounting Standards Board.

- 2 The proceeds from the Public Issue of RM43,878,000 will be utilised by Ranhill Group as follows:

	RM'000
<u>Working capital</u>	
(i) RC - (Muar By-Pass Project)	20,000
(ii) REC - (Serdang Hospital Project)	9,240
(iii) REC - (MLNG Tiga Plant Project)	7,138
(iv) RBSB	4,000
(v) RWE	500
(vi) Estimated share issue expenses	3,000
	43,878



9. FINANCIAL INFORMATION (Cont'd)

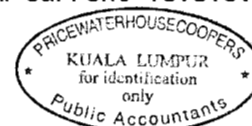
APPENDIX
Page 3

RANHILL BERHAD
AND ITS SUBSIDIARY COMPANIES

CONSOLIDATED PROFIT FORECAST AND ASSUMPTIONS FOR THE FINANCIAL YEAR
ENDING 30 JUNE 2001 (CONTINUED)

- 3 The Public Issue of 14,626,000 new ordinary shares of RM1.00 each at RM3.00 per ordinary shares will raise proceeds of RM43,878,000 and will be received by 29 February 2001.
- 4 The consolidated profit after taxation and minority interest for the year ending 30 June 2001 includes an amount of approximately RM6.0 million from the Serdang Hospital Project.
 - 4.1 Serdang Hospital Project

The Serdang Hospital Project was awarded by Public Works Department, Malaysia to Konsortium Ranhill Sdn Bhd on 19 September 2000, a company 51.0% owned by Ranhill Corporation Sdn Bhd. Ranhill Corporation, through a letter dated 19 September 2000 awarded the project to REC at a fixed price of approximately RM710 million.
- 5 There will be no material acquisitions or disposals of assets or material changes in Ranhill Group structure.
- 6 There will be no significant changes in the prevailing economic and political conditions in Malaysia and elsewhere, especially those conditions that affect the construction industry, which will adversely affect the activities or performance of Ranhill Group.
- 7 The timing for completion of the contracts, pricing and the progress billing will be achieved as planned. The cost will be at the forecast level.
- 8 The value of contracts awarded, tendered and expected to be awarded will be completed by Ranhill Group in line with forecast levels.
- 9 There will be adequate supply of raw materials and other relevant resources available to Ranhill Group for its construction activities.
- 10 There will be no significant changes in present legislation or Government regulations affecting the activities of Ranhill Group or the market in which it operates.
- 11 The rate of inflation will not vary significantly from current levels.



9. FINANCIAL INFORMATION (Cont'd)

APPENDIX
Page 4

RANHILL BERHAD
AND ITS SUBSIDIARY COMPANIES

CONSOLIDATED PROFIT FORECAST AND ASSUMPTIONS FOR THE FINANCIAL YEAR
ENDING 30 JUNE 2001 (CONTINUED)

- 12 There will be no material fluctuations in foreign currency exchange rates from the prevailing rates.
- 13 Other than inflationary increases, there will be no significant changes in wages, supplies, administration, overhead expenses and other costs.
- 14 There will be no major industrial disputes or other abnormal factors, both domestic and overseas, which will adversely affect the activities of Ranhill Group.
- 15 Existing financing facilities will remain available at rates approximating those currently available. Ranhill Group will also be able to obtain additional financing facilities at prevailing interest rates.
- 16 Financing of each project will be managed on a project by project basis.
- 17 There will be no significant changes to the existing management personnel and structure as well as the operating and accounting policies of Ranhill Group.
- 18 There will be no changes to the present income tax legislation which will have a significant effect on Ranhill Group.
- 19 There will be no material changes in the level of capital expenditure other than the planned increase in line with the expansion of the business operations.



0595J/py

9. FINANCIAL INFORMATION (Cont'd)

9.8 Directors' Analysis of Profit Forecast for the Financial Year Ending 30 June 2001

Commentary On Future Performance

Profit Forecast For The Financial Year Ending 30 June 2001

Incorporating the effect of the floatation scheme as set out in Section 4.3 of the Prospectus, the Group's consolidated turnover is estimated to be approximately RM467.711 million, representing an increase of RM372.04 million or 388.88% over the turnover for the financial year ended 30 June 2000. This substantial increase is derived from the three (3) major projects secured by the Group, namely, SAJH Capital Works Programme, Serdang Hospital and Semanggar Water Supply Scheme. Additionally, the Group also expects to secure the Muar By Pass Project, which is expected to be finalised by the second quarter of 2001.

These projects are estimated to contribute 45.78%, 19.89% and 10.69% to the Group's turnover respectively in financial year ending 30 June 2001 with Muar By Pass only in financial year ending 30 June 2002. An additional RM27.44 million or 5.87% turnover for financial year ending 30 June 2001 will come from the MLNG Tiga Plant Project secured by REC in September 2000. The total EPC work will contribute to approximately 84.02% or RM392.97 million of the Group's turnover. The Group expects to achieve consolidated PAT after MI of RM32.29 million for financial year ending 30 June 2001, representing a 187.30% increase over the financial year ended 30 June 2000.

The financial year ending 30 June 2001 will reflect future trend in turnover and PAT after MI contribution from the Group's activities where the Group expects to see a shift from EPCM and PMC activities to EPC activities as its main contributor to the Group's turnover and PAT. Accordingly, REC and RC will be the main contributor to the Ranhill's Group revenue with approximately 71.53% and 10.69% respectively.

The Director of Ranhill have reviewed and analysed the reasonableness of the bases and assumptions in arriving at the Profit Forecast for the financial year ending 30 June 2001 and are of the opinion that the Profit Forecast for the financial year ending 30 June 2001 to be true and fair in light of the projects secured during the year, future prospects of the industry, future plans and strategies to be adopted by Ranhill and Ranhill's level of gearing, liquidity and working capital requirements.

9.9 Sensitivity Analysis

9.9.1 Variations in Turnover

	Forecast for Financial Year Ending 30 June 2001					
	Turnover RM'000	Direct Cost RM'000	PBT RM'000	PAT RM'000	Gross Profit Margin %	Net Profit Margin %
As Forecast (net of MI)	457,268	396,739	46,475	32,293	13.24	7.06
Up 10%	502,995	396,739	92,202	64,066	21.12	12.74
Up 5%	480,131	396,739	69,338	48,180	17.37	10.03
Down 10%	411,541	396,739	748	520	3.60	0.13
Down 5%	434,405	396,739	23,611	16,406	8.67	3.78

9. FINANCIAL INFORMATION (Cont'd)

9.9.2 Variations in Direct Cost

	Forecast for Financial Year Ending 30 June 2001					Gross Profit Margin %	Net Profit Margin %
	Turnover RM'000	Direct Cost RM'000	PBT RM'000	PAT RM'000			
As Forecast	457,268	396,739	46,975	32,293		13.24	7.06
Up 10%	457,268	436,413	6,801	4,726		4.56	1.03
Up 5%	457,268	416,576	26,638	18,509		8.90	4.05
Down 10%	457,268	357,065	86,149	59,860		21.91	13.09
Down 5%	457,268	376,902	66,312	46,077		17.58	10.08

9.10 Dividend Forecast

It is the policy of the Directors of Ranhill in recommending dividends to allow shareholders to participate in the profits of the Group as well as leaving adequate reserves for the future growth of the Group.

Barring unforeseen circumstances, the Directors of Ranhill expect to declare a gross dividend of up to 10% for the financial year ending 30 June 2001 based on the enlarged issued and paid-up share capital of 79,000,000 ordinary shares of RM1.00 each.

Based on the Issue/Placement/Offer Price of RM3.00 per share, the gross dividend yield per share would be approximately 3.33% and the net dividend cover is 5.74 times based on the earnings for the financial year ending 30 June 2001.

The intended appropriation of the consolidated profit forecast after taxation in respect of the respective financial year ending 30 June 2000 would be as follows:

For the year ending 30 June 2001	RM'000
Consolidated profit before taxation and minority interests	47,469
Less: Taxation	14,462
Consolidated profit after taxation but before minority interests	33,007
Less : Minority interest	714
Consolidated profit after taxation and minority interests	32,293
Less : Proposed dividend (less 28% tax)	5,688
Retained profit for the year	26,605
Gross dividend per share (sen)	10
Net dividend per share (sen)	7.2
Gross dividend yield based on the Issue/Placement/Offer Price of RM3.00 per share	3.33%
Net dividend yield based on the Issue/Placement/Offer Price of RM3.00 per share	2.40%
Gross dividend cover	4.09 times
Net dividend cover	5.68 times

9. FINANCIAL INFORMATION (Cont'd)

The declaration, amount and payment of dividends are subject to the approval by the shareholders of Ranhill on recommendation of the Board of Directors. Ranhill currently expects to pay dividends on an annual basis but has not established (and does not expect to establish) any fixed percentage of earnings allocated for the payment of dividends. Any variation from the forecast dividend would depend on Ranhill's results of operations, financial conditions, cash requirements and other factors deemed relevant by the Board of Directors.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

9. FINANCIAL INFORMATION (Cont'd)

9.11 Proforma Consolidated Balance Sheet As At 30 June 2000
(Prepared for inclusion in this Prospectus)



The Board of Directors
Ranhill Berhad
Wisma Ranhill
No 2-12, Jalan Setiawangsa 10
Taman Setiawangsa
54200 Kuala Lumpur

PricewaterhouseCoopers
(AF 1146)
Public Accountants
11th Floor Wisma Sime Darby
Jalan Raja Laut
P O Box 10192
50706 Kuala Lumpur, Malaysia
Telephone +60 (3) 2693 1077
Facsimile +60 (3) 2693 0997

19 December 2000

PwC/PC/py/0595J

RANHILL BERHAD
PROFORMA CONSOLIDATED BALANCE SHEETS AS AT 30 JUNE 2000

Dear Sirs,

- 1 We have reviewed the presentation of the proforma consolidated balance sheets of Ranhill Berhad as at 30 June 2000 with the notes thereto, for which the Directors are solely responsible, as set out in the Prospectus to be dated 29 December 2000 in connection with the public issue of 14,626,000 new ordinary shares of RM1.00 each at an issue price of RM3.00 per ordinary share, offer for sale of 3,939,000 existing ordinary shares at an offer price of RM3.00 per ordinary share, and placement of 3,661,000 existing ordinary shares at a placement price of RM3.00 per ordinary share and the listing and quotation for its entire enlarged issued and paid-up 79,000,000 ordinary shares of RM1.00 each on the Main Board of the Kuala Lumpur Stock Exchange.
- 2 Based on the results of our review, we confirm that the proforma consolidated balance sheets of Ranhill Berhad as at 30 June 2000, which are provided for illustrative purposes only, have been properly compiled on the bases set out in the notes to the proforma consolidated balance sheets.

Yours faithfully,

PRICEWATERHOUSECOOPERS
(No. AF: 1146)
Public Accountants

MOHD DARUIS ZAINUDDIN
(No. 969/3/01 (J/PH))
Partner of the Firm

9. FINANCIAL INFORMATION (Cont'd)

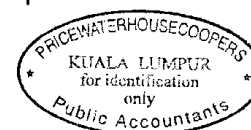
APPENDIX I
Page 1RANHILL BERHAD
AND ITS SUBSIDIARY COMPANIES

PROFORMA CONSOLIDATED BALANCE SHEETS AS AT 30 JUNE 2000

	Audited as at 30.6.2000 RM'000	Adjusted for consolidation of subsidiaries (Note) RM'000	Proforma I After Placement offer for sale, Public Issue and Proposed Utilisation RM'000
FIXED ASSETS	-	25,425	25,425
ASSOCIATED COMPANIES	-	2,259	2,259
LONG TERM DEBTS	-	70,532	70,532
DEFERRED EXPENDITURE	*644	648	4
Current assets	**	118,296	159,174
Current liabilities	(644)	(52,658)	(52,014)
Net current (liabilities)/assets	(644)	65,638	107,160
Net assets	**	164,502	205,380
Share capital (Note 3)	**	64,374	79,000
Share premium (Note 4)	-	401	26,653
Reserves (Note 5)	-	19,780	19,780
Shareholders' funds	**	84,555	125,433
Minority interests	-	4,391	4,391
Term loans	-	73,649	73,649
Hire purchase and lease creditors	-	592	592
Deferred taxation	-	1,315	1,315
	**	164,502	205,380
Net tangible assets (NTA)	**	83,907	125,429
NTA per share (RM)	1.00	1.30	1.59

* This represents listing expenses

** Being RM2.00

(Note): The acquisition of the subsidiaries has been completed on
15 November 2000.

9. FINANCIAL INFORMATION (Cont'd)

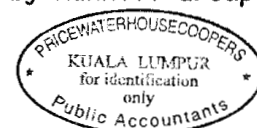
APPENDIX I
Page 2

RANHILL BERHAD
AND ITS SUBSIDIARY COMPANIES

PROFORMA CONSOLIDATED BALANCE SHEETS AS AT 30 JUNE 2000

NOTES TO THE PROFORMA CONSOLIDATED BALANCE SHEETS (CONTINUED)

- 1 Basis of preparation.
 - 1.1 The proforma consolidated balance sheets are provided for illustrative purposes only to show the effects on the audited balance sheet of Ranhill Berhad ('RB') as at 30 June 2000 had the proposed transactions been effected on that date.
 - 1.2 The proforma consolidated balance sheets have been prepared on the following bases:
 - (a) Ranhill Bersekutu Sdn Bhd ('RBSB'), RB Ventures Sdn Bhd ('RBV'), Ranhill Sri Gading Sdn Bhd ('RSG'), Ranhill Civil Sdn Bhd ('RC') (formerly known as Pengurusan KPRJ-Ranhill Sdn Bhd) and Ranhill Engineers and Constructors Sdn Bhd ('REC') were consolidated in accordance with the principles of merger accounting whereby the existing businesses of these companies and RB are deemed to have been always combined together.
 - (b) Ranhill Worley Engineering Sdn Bhd ('RWE') and Urusan Teknologi Wawasan Sdn Bhd ('UTW') were consolidated in accordance with the principles of acquisition accounting.
- Under both methods, intercompany transactions are eliminated on consolidation and the proforma consolidated balance sheets reflect external transactions only.
- Both methods are in accordance with Malaysian Accounting Standard No. 2 which has been adopted by the Malaysian Accounting Standards Board.
- 1.3 The balance sheets of RB and the subsidiary companies ('Ranhill Group') set out above which were consolidated into the proforma consolidated balance sheets using the merger accounting and acquisition accounting bases are extracted from the audited financial statements of the companies for the financial period/year ended 30 June 2000.
- 1.4 The proforma consolidated balance sheets are presented on a basis consistent with accounting policies normally adopted by Ranhill Group.



9. FINANCIAL INFORMATION (Cont'd)

APPENDIX I
Page 3RANHILL BERHAD
AND ITS SUBSIDIARY COMPANIES

PROFORMA CONSOLIDATED BALANCE SHEETS AS AT 30 JUNE 2000

NOTES TO THE PROFORMA CONSOLIDATED BALANCE SHEETS (CONTINUED)

2 Effects on the proforma consolidated balance sheets

2.1 The proforma consolidated balance sheets have been presented to include the following:

2.1.1 Proforma I includes the effects of:

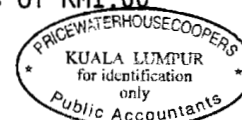
- (a) A Public Issue of 14,626,000 new ordinary shares of RM1.00 each at an indicative issue price of RM3.00 per share of Ranhil Group ('Public Issue').
- (b) An Offer for Sale of 3,939,000 existing ordinary shares of RM1.00 each at an indicative offer price of RM3.00 per share.
- (c) A Placement of 3,661,000 existing ordinary shares of RM1.00 each at an indicative placement price of RM3.00 per share.
- (d) A listing of and quotation for the entire enlarged issued and paid-up share capital of RB comprising 79,000,000 ordinary shares of RM1.00 each on the Main Board of the Kuala Lumpur Stock Exchange ('KLSE') ('Listing').
- (e) The estimated share issue expenses of RM3,000,000 which is debited to the Share Premium Account.

3 Share Capital

Movements in the issued and paid-up share capital are as follows:

	RM'000
As at 30 June 2000	*
Issue of 64,373,998 fully paid-up new ordinary shares in RB of RM1.00 each in respect of the acquisitions of companies by RB	64,374
Adjusted for consolidation of subsidiaries	64,374
Issue of 14,626,000 fully paid-up new ordinary shares in RB of RM1.00 each in respect of the Public Issue	14,626
Per proforma consolidated balance sheet I	<u>79,000</u>

* Being RM2.00 comprising 2 fully paid ordinary shares of RM1.00 each.



9. FINANCIAL INFORMATION (Cont'd)

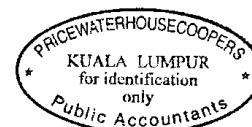
APPENDIX I
Page 4RANHILL BERHAD
AND ITS SUBSIDIARY COMPANIES

PROFORMA CONSOLIDATED BALANCE SHEETS

NOTES TO THE PROFORMA CONSOLIDATED BALANCE SHEETS (CONTINUED)

4	Share premium	RM'000
	Movements in the share premium are as follows:	
	As at 30 June 2000	-
	Premium arising from the issuance of 4,010,000 fully paid-up new ordinary shares in RB of RM1.00 each at approximately RM1.10 per share in respect of the acquisitions of RWE and UTW by RB	401
	Adjusted for consolidation of subsidiaries	401
	Premium arising from the issuance of 14,626,000 fully paid-up new ordinary shares in RB of RM1.00 each at an indicative issue price of RM3.00 per share in respect of the Proposed Public Issue	29,252
	Estimated share issue expenses written off	(3,000)
	Per proforma consolidated balance sheet I	<u>26,653</u>

In accordance with the merger relief provisions of Section 60(4) of the Companies Act, 1965, no premium is recorded in the share premium account of RB for the acquisition of RBSB, RBV and RSG, RC and REC.



9. FINANCIAL INFORMATION (Cont'd)

APPENDIX I
Page 5RANHILL BERHAD
AND ITS SUBSIDIARY COMPANIES

PROFORMA CONSOLIDATED BALANCE SHEETS

NOTES TO THE PROFORMA CONSOLIDATED BALANCE SHEETS (CONTINUED)

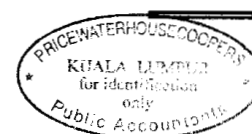
5 Reserves

	<u>Revaluation reserve</u> RM'000	<u>Retained earnings</u> RM'000	<u>Total</u> RM'000
Movement in the reserves are as follows:			
As at 30 June 2000	-	-	-
<u>Merger method</u>			
Reserves on acquisition of subsidiary companies	2,434	47,685	50,119
Merger deficit	(2,434)	(30,284)	(32,718)
<u>Acquisition method</u>			
Reserve on consolidation arising from the acquisition of subsidiary companies	-	2,379	2,379
Per proforma consolidated balance sheet I	-	19,780	19,780

Note

The merger deficit is derived from the following:

	RM'000
Nominal value of shares issued for acquisition of subsidiary companies	60,364
Less: Nominal value of share capital of subsidiary companies acquired	27,646
	<u>32,718</u>



9. FINANCIAL INFORMATION (Cont'd)

APPENDIX I
Page 6

RANHILL BERHAD
AND ITS SUBSIDIARY COMPANIES

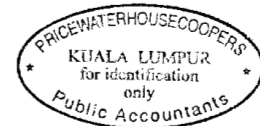
PROFORMA CONSOLIDATED BALANCE SHEETS

NOTES TO THE PROFORMA CONSOLIDATED BALANCE SHEETS (CONTINUED)

6 Proposed utilisation

The proceeds from the Public Issue of RM43,878,000 will be utilised by Ranhill Group as follows:

	RM'000
<u>Working capital</u>	
(i) RCSB - (Muar By-Pass Project)	20,000
(ii) REC - (Serdang Hospital Project)	9,240
(iii) REC - (MLNG Tiga Plant Project)	7,138
(iv) RBSB	4,000
(v) RWE	500
(vi) Estimated share issue expenses	3,000
	<u>43,878</u>



0595J/py