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**14. ADDITIONAL INFORMATION**

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**14.1 Share Capital**

- (a) No ordinary shares will be allotted or sold on the basis of this Prospectus later than twelve (12) months after the date of issue of this Prospectus.
- (b) There are no founder, management or deferred shares in the Company.
- (c) There is only one class of shares in the Company, namely ordinary shares of RM1.00 each, all of which rank pari passu with one another.
- (d) Save for the 5,000,000 ordinary shares of RM1.00 each reserved for the eligible employees and Directors of the Group as well as employees of Kauthar via the ESTS, pursuant to this Prospectus, there are at present no other schemes involving the employees and Directors in the share capital of the Company or its subsidiaries.
- (e) Save as disclosed below, as at the date of this Prospectus none of the share capital of the Company or any of its subsidiaries is under any option or agreed conditionally or unconditionally to be put under any option. Details of the options granted to the employees and directors of the Group and employees of Kauthar are as follows: -
  - (i) Number of shares under option : 5,000,000 ordinary shares of RM1.00 each held by IASB
  - (ii) Exercise period : Within 3½ years from the listing date of EDARAN
  - (iii) Exercise price : RM1.45 per share inclusive of the holding cost of IASB in respect of the option shares
  - (iv) Grantees : All the eligible employees and Directors of EDARAN Group and Kauthar, who are confirmed and are still in the service of the Group and Kauthar respectively as at 11 January 2001 (excluding those who have tendered their resignation prior to 11 January 2001) based on years of service as at 31 December 1999.
- (f) Save as disclosed in Section 5.2 of this Prospectus, no shares, stocks or debentures in the Company or its subsidiaries have been issued or are proposed to be issued as partly or fully paid-up for cash or otherwise than in cash within the two (2) years preceding the date of this Prospectus.

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**14. ADDITIONAL INFORMATION (Cont'd)**

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**14.2 Articles of Association**

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

**1. Changes in Capital**

The provisions in the Company's Articles of Association dealing with changes in share capital are as follows: -

**Article 3**

(b) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Companies Act 1965 (in the section hereinafter referred to as "the Act") and to these articles, shares in the Company for the time being unissued (whether forming part of the original capital or of any increase in capital) are under the control of the directors who may issue, allot or otherwise dispose of such shares to such persons on such terms and conditions and at such times and with such preferred, deferred or other special rights or such restrictions whether with regard to dividend, voting, return of capital or other matters as the directors determine, but the Directors shall comply with the following conditions:-

- 1) No shares may be issued at a discount except in compliance with section 59 of the Act;
- 2) In the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than five percent (5%) of the nominal amount of the share; and
- 3) In the case of shares other than ordinary shares no special rights shall be attached unless the same have been expressed in these articles.

**Article 5**

(a) Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares shall, before issue be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as circumstances admit, to the amount of the existing shares to which they are entitled.

(b) The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined.

(c) The directors may, after the expiration of the time referred to in article 5(b) or on receipt of an intimation from the member to whom the offer is made that he declines to accept the shares offered, issue those shares, together with any shares that cannot, in the opinion of the directors, be conveniently offered under this article by reason of the proportion that the shares offered bear to shares already held, in such manner as they think most beneficial to the Company.

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**14. ADDITIONAL INFORMATION (Cont'd)**

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- (d) The Company shall ensure that all new issue of securities and all other types of securities proposed to be listed on Kuala Lumpur Stock Exchange (in this section hereinafter referred to as “the Exchange”), including any additional listing of such securities (except where the Company is specifically exempted from compliance with section 38 of the Securities Industry (Central Depositories) Act, 1999 (in this section hereinafter referred to as the Central Depositories Act”), in which event it shall so similarly be exempted from compliance with this requirement), are made by way of crediting the securities accounts of the allottees with such securities.

**Article 6**

Notwithstanding article 5(a), the Company may apply to the Exchange to waive the convening of a general meeting to obtain members' approval for further issue of shares (other than by way of bonus or rights issues) where:

- (a) the aggregate of the shares issued in any one financial year (other than by way of bonus or rights issues) does not exceed ten per cent (10%) of the issued share capital of the Company; or
- (b) there is still in effect a resolution under section 132D of the Act approving the issuance of shares by the Company.

**Article 7**

No shares in the Company may be issued, where the issue of those shares has the effect of transferring a controlling interest in the Company, without the prior approval of members by resolution passed in general meeting.

**Article 8**

- (a) Subject to the approval of members by resolution passed in general meeting, the Company may issue shares to employees on such terms and conditions and at such times as the directors think fit.
- (b) The resolution to be considered at the meeting must set out details of the amount of shares proposed to be issued to directors.
- (c) A director may not participate in an issue of shares to employees unless the members by resolution passed in general meeting, have approved of the specific allotment to be made to the director and unless the director holds office in an executive capacity.
- (d) Notwithstanding article 8 (c) above hereof, any non-executive Director may so subscribe and participate in an issue of shares of the Company pursuant to a public issue or public offer PROVIDED ALWAYS that no special allotment or options shall be granted to him.

**Article 40**

The Company may by resolution increase its authorised share capital by the creation of new shares of such amount as is specified in the resolution.

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**14. ADDITIONAL INFORMATION (Cont'd)**

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**Article 41**

The Company may by resolution:

- (a) consolidate and divide all or any of its authorised share capital into shares of larger amounts than its existing shares;
- (b) subdivide all or any of its shares into shares of smaller amount than is fixed by the memorandum but so that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each such share of a smaller amount is the same as it was in the case of the share from which the share of a smaller amount is derived; or
- (c) cancel shares that, at the date of passing of the resolution, have not been taken or agreed to be taken by any person or have been forfeited and reduce its authorised share capital by the amount of the shares so cancelled.

**Articles 42**

The Company may subject to the Act, convert any class of shares into any other class of shares.

**Articles 43**

Subject to the Act, the Company may, by special resolution, reduce its share capital, any capital redemption reserve fund or any share premium account.

**2. Variation of Class Rights**

The provisions in the Company's Articles of Association dealing with changes or variations of class rights are as follows: -

**Article 9**

- (a) Subject to these articles, the rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (b) The provisions of these articles relating to general meetings apply so far as they are capable of application and with any necessary changes to every such separate meeting except that:
  - 1) a quorum is constituted by two (2) persons; and
  - 2) any holder of shares of that class, present in person or by proxy, may demand a poll.
- (c) The rights conferred upon the holder of the shares of any class issued with preferred or other rights will not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to have been varied by the creation or issue of further shares ranking equally with the first-mentioned shares.

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**14. ADDITIONAL INFORMATION (Cont'd)**


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- (d) Subject to section 69 of the Act, where any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up and charge the interest so paid to capital as part of the cost of construction or provision.

**3. Transfer of Securities and Transmission of Securities**

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

**(i) Articles of Association**
**Article 23**

- (a) The transfer of any shares or any class of shares which have been deposited with the Central Depository, shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding Section 103 and 104 of the Act, but subject to Section 107C(2) of the Act and any exemption that may be made in compliance with Section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such shares.
- (b) Subject to the Act, Central Depositories Act, the Rules and article 23 (b), the Company may suspend registration of transfers at such time and for such period as the directors may from time to time determine.
- (c) Any such suspension must not exceed thirty (30) days (or such other period permitted under the Act and by the Exchange) in any year.
- (d) The Company must give at least twelve (12) market days notice (or, subject to the Act, such other period prescribed by the Exchange) of any such suspension to the Exchange stating the period and purpose of such suspension.

**Article 24**

- (a) The Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the Registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the Registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in the ownership of such securities, where;
- (i) the securities of the Company are listed on an Approved Market Place; and
- (ii) The Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities,
- (b) For the avoidance of doubt, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.

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**14. ADDITIONAL INFORMATION (Cont'd)**

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**Article 25**

The Company shall be entitled to charge a fee not exceeding RM2.00 or such other sum permitted under the Act and by the Exchange on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas or other instrument.

**Article 26**

In the case of the death of a member, the legal personal representatives of the deceased will be the only persons recognised by the Company as having any title to his interest in the shares.

**Article 27**

- (a) Subject to the Act, Central Depositories Act, the Rules and to these articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such information being produced as is properly required by the directors, elect either to be registered himself as holder of the share or to have some other person nominated by him registered as the transferee of the share.
- (b) If the person becoming entitled elects to be registered himself, he must deliver or send to the Company a notice in writing signed by him stating that he so elects, provided that where the share is a security, as defined in Section 2 of Central Depositories Act, standing to the credit of a securities account (as defined in Central Depositories Act) (in this section hereinafter referred to as "Deposited Security") and the person becoming entitled elects to have the share transferred to him, the notice must also be served by him on the Central Depository.
- (c) If he elects to have another person registered, he must execute a transfer of the share to that other person, provided always that where the share is a Deposited Security and subject to the Rules, any subsequent transfer or withdrawal of the share may be carried out by that other person.
- (d) In either case under article 27 (a) above all the limitations, restrictions and provisions of these articles relating to the right to transfer, and the registration of transfers of shares, are applicable to any such notice or transfer as if the death or bankruptcy of the member had not occurred and the notice or transfer were a notice or transfer signed by that member.

**Article 28**

- (a) Where the registered holder of a share dies or becomes bankrupt, his personal representative or the trustee of his estate, as the case may be, is, upon the production of such information as is properly required by the directors, entitled to the same dividend and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt.
- (b) The Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety (90) days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

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**14. ADDITIONAL INFORMATION (Cont'd)**


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**(ii) Listing Requirements of Kuala Lumpur Stock Exchange****7.13 - Transfers of Securities**

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

**7.14 - Transmission of securities from Foreign Register**

(1) Where: -

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

such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in the ownership of such securities.

- (2) For the avoidance of doubt, no company which fulfills the requirements of subparagraphs 1(a) and (b) above shall allow any transmission of securities from the Malaysian Register to the Foreign Register.

**(iii) Companies Act, 1965****Section 103(1)**

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

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**14. ADDITIONAL INFORMATION (Cont'd)**

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**Section 103(1A)**

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

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

***Section 107C - Transfer of securities is by way of book entry***

- (1) On or after the coming into operation of this section, the transfer of any securities or class of securities of a company whose securities or any class of whose securities have been deposited with a central depository shall be by way of book entry by the central depository in accordance with the rules of the central depository and, notwithstanding sections 103 and 104, such company shall be precluded from registering and effecting any transfer of securities or class of securities which have been deposited.
- (2) Subsection (1) shall not apply to a transfer of securities to a central depository or its nominee company.

**(iv) Rules of the MCD*****Rule 9.03(2) - Documents to lodge***

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

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form FTF015 (request for express transfer of securities form) fully and properly completed in triplicate;
- (b) the Transferring Depositor has executed the Transferor portion of the said form duly witnessed by another person (other than the depositor's spouse);



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**14. ADDITIONAL INFORMATION (Cont'd)**


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- (c) the Transferring Depositor has stated his reason for the transfer and that the reason is or are amongst any of the approved reasons as stated herein below:-
  - (i) transmission of securities arising from the provisions of any written law or an order of the court of competent jurisdiction;
  - (ii) rectification of errors;
  - (iii) pledge, charge or mortgage;
  - (iv) mandatory offer pursuant to the provisions of the Malaysian Code on Takeovers and Mergers 1998;
  - (v) any other circumstances as deemed fit by the Central Depository after consultation with the Securities Commission;
- (d) documents to support the reason for the transfer;
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manuals.

**4. Remunerations of Directors**

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

**Article 72**

- (a) Subject to these articles, the directors will be paid such fee as is from time to time determined by Ordinary Resolution of the Company and that fee will be divided among the directors in such proportions and manner as the directors may determine and, in default of such determination, equally, except that any directors who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office.
- (b) That fee will accrue from day to day.
- (c) The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or otherwise in connection with the business of the Company.
- (d) Subject to these articles, if any director being willing renders or is called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any business or purposes of the Company, the directors may arrange with that director for a special remuneration by the payment of a stated sum of money and that special remuneration may be by way of salary percentage of profits or otherwise as the directors may determine but not a commission based on or percentage of turnover.
- (e) Fees payable to non-executive directors must be a fixed sum and not by way of commission based on, or percentage of, profits or turnover.
- (f) Salaries payable to executive directors must not include a commission based on, or percentage of, turnover.

**14. ADDITIONAL INFORMATION (Cont'd)**

- (g) Fees payable to directors may not be increased except pursuant to a resolution passed in general meeting and where notice of the proposed increase has been given in the notice convening the meeting.
- (h) The directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to or to any person in respect of any director or ex-director who may hold or have held any executive office or any office or place of profit under the Company or any subsidiary company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

**5. Voting Powers of Directors**

The provisions in the Company's Articles of Association dealing with the voting powers of Directors in proposals, arrangements or contracts in which they are interested are as follows: -

**Article 74**

- (a) A director may hold any other office or place of profit (except that of auditor) in the Company in conjunction with the office of director and on such terms as to remuneration and otherwise as the directors of the Company by resolution may determine.
- (b) A director will not be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor will such a contract or any contract or arrangement entered into by or on behalf of the Company in which a director is in any way, whether directly or indirectly, interested be avoided nor will a director be liable, by reason of holding his office or of the fiduciary relations thereby established, to account to the Company for any profit arising from such a contract or from such contracts or arrangement.
- (c) A director may not vote in respect of any contract or arrangement or proposed contract or arrangement in which he is in any way, whether directly or indirectly, personally interested or in respect of any matter arising out of such a contract or arrangement or proposed contract or arrangement.

**Article 84**

- (a) A director shall not vote in respect of any contract or arrangement or proposed contract or arrangement in which he is in any way, whether directly or indirectly, personally interested or in respect of any matter arising out of such a contract or arrangement or proposed contract or arrangement.
- (b) If he should do so his vote should not be counted, nor shall he be counted in the quorum present at the meeting but neither of these prohibitions shall apply to:
  - (1) Any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligation undertaken by him for the benefit of the Company; or
  - (2) Any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by deposit of a security; or
  - (3) Any contract or arrangement with any corporation in which he is interested only as an officer of the corporation or as the holder of shares or other securities

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**14. ADDITIONAL INFORMATION (Cont'd)**


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**6. Borrowing Powers of Directors**

The provisions in the Company's Articles of Association dealing with the borrowing powers of Directors in proposals, arrangements or contracts in which they are interested are as follows: -

**Article 94**

Without limiting the generality of article 99 but subject to the Act, the directors may: -

- (a) Exercise all the powers of the Company to borrow money, to charge any property or business of the Company or all or any of the uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company.
- (b) Exercise all the powers of the Company to guarantee payment of money payable under contracts or obligations of any subsidiary company or companies with or without securities.
- (c) Borrow money or mortgage or charge any property, business or undertaking of the company or its subsidiaries, or all or any of the uncalled capital and issue debentures or give any other security for a debt, liability or obligation of any other person related to the Company.

**14.3 General Information**

- (a) The nature of the Group's business is set out in Section 5 of this Prospectus. The names of all corporations which are deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 and their respective principal activities are set out under Section 5 of this Prospectus.
- (b) The time of the opening and closing of the Application Lists is set out in Section 2 of this Prospectus.
- (c) The amount payable in full on application of the Placement/Issue/Offer Shares is RM2.15 per ordinary share.
- (d) As at the date of this Prospectus, the Company and its subsidiaries do not have any convertible debt securities.
- (e) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 17.2 of this Prospectus.
- (f) The name and address of the Auditors and Reporting Accountants of the Company are set out in the Corporate Directory Section of this Prospectus.
- (g)
  - (i) Underwriting commission is payable by the Company and the Offerors to the Managing Underwriter and Underwriters at the rate of 1.5% of the Placement/Issue/Offer Price of RM2.15 per ordinary share on the ordinary shares being underwritten which form the subject of this Prospectus;
  - (ii) Brokerage will be paid by the Company and the Offerors at the rate of 1% of Placement/Issue/Offer Price of RM2.15 per ordinary share to the parties in the circumstances specified in Section 2.6 of this Prospectus.
  - (iii) Expenses incidental to the listing of and quotation for the entire enlarged issued and paid-up capital of the Company on the Main Board of the KLSE amounting to approximately RM3,000,000 will be borne by the Company.

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**14. ADDITIONAL INFORMATION (Cont'd)**


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- (h) Save as disclosed under item (g) above, no commission, discounts, brokerage or other special terms has been paid or is payable by the Company or its subsidiaries within the two (2) years preceding the date of this Prospectus in connection with the issue or sale of any capital of the Company or any of its subsidiaries and no Director or proposed Director or promoter or expert is entitled to receive any such payment.
- (i) No amount or benefit has been paid or given within the two (2) preceding years of the date hereof nor is it intended to be so paid or given, to any promoter, except for any remuneration received in the course of employment.
- (j) The Company and its subsidiaries have not established a place of business outside Malaysia.
- (k) Save as disclosed in the consolidated profit forecast and assumptions of the Company and its subsidiary companies and the factors as stated in Section 4 of this Prospectus, the Directors are not aware of any material information including trading factors or risks which are unlikely to be known or anticipated by the general public and which could materially affect the profits of the Company and its subsidiaries.
- (l) The financial conditions and operations of the Company and its subsidiaries are not affected by any of the following:
  - (i) known trends or known demands, commitments, events or uncertainties that will result in or are reasonably likely to result in the Company's or the Group's liquidity increasing or decreasing in any material way;
  - (ii) material commitments for capital expenditure;
  - (iii) unusual or infrequent events or transaction or any significant economic changes that materially affected the amount of reported income from the operations; and
  - (iv) known trends or uncertainties that have had or the Company reasonably expects to have a material favourable or unfavourable impact on revenues or operating income.
- (m) During the last financial year and the current financial year, there were no: -
  - (i) public take-over offers by third parties in respect of the Company's shares; and
  - (ii) public take-over offers by the Company in respect of other company's shares.
- (n) No property has been acquired or is proposed to be acquired by the Company or its subsidiary companies in contemplation of the Public Issue and Placement.
- (o) There is no present intention on the part of the Directors of the Company to issue any part of the authorised but unissued share capital of the Company, except for the Placement Shares and the Public Issue Shares.

**14.4 Material Contracts**

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

- (a) A sale and purchase agreement dated 25 June 1999 whereby Maybase Corporation Sdn Bhd (the vendor) agreed to sell and EKOM agreed to purchase two pieces of properties held under H.S(D) No. 50136 P.T. No. 1692 and H.S.(D) No. 50137 P.T. No 1693 both in Mukim of Ampang, District and State of Wilayah Persekutuan with two units of three (3) storey shop office erected thereon at a total purchase price of RM1,300,000 subject to the existing tenancies;

**14. ADDITIONAL INFORMATION (Cont'd)**

- (b) A sale and purchase agreement dated 13 July 1999 whereby Pakatan Travel Agency Sdn Bhd (the vendor) agreed to sell and EMAC agreed to purchase the property held under title H.S(D) 50259 P.T No. 1815, Mukim of Ampang, District and State of Wilayah Persekutuan at the price of RM265,000;
- (c) A conditional sale and purchase agreement dated 4 August 2000 between EDARAN and the vendors of EMAC, Sabri bin Hashim, Abdul Shukri bin Abdullah, Mohd Shu'aib bin Ishak, Rizuwan bin Mohd Murad, Ahmad Yasri bin Mohd Hashim, Mohd Sopiyan bin Mohd Rashdi and IASB, for the acquisition of 100,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of EMAC for a purchase consideration of RM25,612,735 to be satisfied by the issuance of 20,823,363 new ordinary shares of RM1.00 each in EDARAN;
- (d) A conditional sale and purchase agreement dated 4 August 2000 between EDARAN and the vendor of EKOM, Kauthar, for the acquisition of 1,500,000 ordinary share each representing the entire issued and paid-up share capital of EKOM for a purchase consideration of RM13,992,640 to be satisfied by the issuance of 11,740,844 new ordinary shares of RM1.00 each in EDARAN;
- (e) Underwriting Agreement dated 11 December 2000 between EDARAN, the Offerors and the Underwriters for the underwriting of up to 15,600,000 ordinary shares of RM1.00 each under the Public Issue and Offer For Sale and any shares not taken by the Placees of the Group for an underwriting commission of 1.5% of the Placement/Issue/Offer price of RM2.15 per ordinary share;
- (f) A settlement programme dated 6 December 2000 between EMAC and a company in which a director and a substantial shareholder has an interest for the settlement of outstanding amount of RM26.925 million owing from a company in which a director and a substantial shareholder has an interest to EMAC under an installment payment scheme and easy payment scheme;
- (g) A Trust Deed dated 5 March 2001 between Lee, Ong & Kandiah ("Trustee"), EMAC and ECOMM for the mortgage of EDARAN shares held by Kauthar and Sabri bin Hashim to Lee, Ong & Kandiah as the Trustee (Stakeholder) to hold as security for the payment of the debt due and owing from a trade debtor to EMAC and ECOMM;
- (h) A Settlement Agreement 5 March 2001 between Kauthar ("Settlor") and Lee, Ong & Kandiah ("Trustee"), where the Settlor agreed to deposit with the Trustee RM500,000 from the proceeds of the offer for sale of its shares in EDARAN for the benefit of EDARAN and/or ECOMM to obtain approval of the relevant authorities to the renovations made on its premises; and
- (i) A Share Mortgage Agreement dated 5 March 2001 between Kauthar ("Depositor") and Lee, Ong & Kandiah ("Stakeholder") where the Depositor has agreed to provide security for the amount of RM8,463,000 (in terms of EDARAN shares placed with the Stakeholder) for part of the debt from one of EDARAN trade debtor which shall be repaid before 31 December 2001; and
- (j) A Share Mortgage Agreement dated 5 March 2001 between Sabri bin Hashim ("Depositor") and Lee, Ong & Kandiah ("Stakeholder") where the Depositor has agreed to provide security for the amount of RM8,462,000 (in terms of EDARAN shares placed with the Stakeholder) for part of the debt from one of EDARAN trade debtor, which shall be repaid before 31 December 2001.

**14. ADDITIONAL INFORMATION (Cont'd)****14.5 Material Litigation**

Save as disclosed below the EDARAN Group is presently not engaged whether as plaintiff or defendant in any legal action, proceeding, arbitration or prosecution for any criminal offence, which has a material effect on the financial position of the EDARAN 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 EDARAN and its subsidiaries.

Schneider (M) Sdn Bhd has made a claim against ECOMM for an alleged breach of contract for an amount claimed of RM1,002,111. The parties have agreed to submit the claim to arbitration and the parties are negotiating the Joint Reference Agreement.

The Directors in consultation with their solicitors are of the opinion that ECOMM has a fair chance of defending the claim. Except for the above, the Directors are not aware of any other existing material contingent liabilities and material commitments in respect of the companies within the EDARAN Group.

**14.6 Related Party Transactions / Conflict of Interest**

(a) Save as disclosed below, none of the other Directors and substantial shareholders of the Company has an interest, directly or indirectly in the Acquisitions and none of the Directors and substantial shareholders of the Company has any interest, directly or indirectly, in the promotion of or in any assets which have, within the two (2) years preceding the date of this Prospectus, been 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 and its subsidiaries: -

- (i) A conditional sale and purchase agreement dated 4 August 2000 between EDARAN and the vendor of EKOM, namely Kauthar. Tan Sri Dato' Tajudin bin Ramli is a substantial shareholder of Kauthar. See Section 14.4 for details.
- (ii) A conditional sale and purchase agreement dated 4 August 2000 between EDARAN and the vendors of EMAC, Sabri bin Hashim, Abdul Shukri bin Abdullah, Mohd Salleh bin Lamsah, Mohd Shu'aib bin Ishak, Rizuwan bin Mohd Murad, Ahmad Yasri bin Mohd Hashim and Mohd Sopiyan bin Mohd Rashdi. Further, Rizuwan bin Mohd Murad and Mohd Sopiyan bin Mohd Rashdi are Directors of EMAC. See Section 14.4 for details.

The following Directors and substantial shareholders of the Company are deemed to have interest in the Acquisitions as follows:

<b>Name</b>	<b>Nature of Interest</b>
Tan Sri Dato' Tajudin bin Ramli	Director and substantial shareholder of EKOM (through Kauthar)
Mohd Salleh bin Lamsah	Director of ECOMM and substantial shareholder of EMAC
Mohd Shu'aib bin Ishak	Director of ECOMM and substantial shareholder of EMAC
Sabri bin Hashim	A substantial shareholder of EMAC
Abdul Shukri bin Abdullah	Director of EKOM and substantial shareholder of EMAC
Rizuwan bin Mohd Murad	Director and substantial shareholder of EMAC
Ahmad Yasri bin Mohd Hashim	A substantial shareholder of EMAC
Mohd Sopiyan bin Mohd Rashdi	Director and substantial shareholder of EMAC

**14. ADDITIONAL INFORMATION (Cont'd)**

- (b) According to the Register of Directors' shareholdings as at 19 March 2001 (being the latest practicable date prior to the printing of this Prospectus) the Directors' shareholdings in the Company before and after the Placement, the Public Issue and the Offer for Sale are as follows:

-

Name	Before the Placement, the Public Issue and the Offer for Sale				After the Placement, the Public Issue And the Offer for Sale			
	Direct No. Of Shares	%	Indirect No. Of Shares	%	Direct No. Of Shares	%	Indirect No. Of Shares	%
Tan Sri Dato' Tajudin bin Ramli	2	-	18,171,440 <sup>(1)</sup>	36.05	2	-	15,769,440 <sup>(1)</sup>	26.28
Dato' Idrus bin Zainol	2	-	-	-	2	-	-	-
Bistamam bin Ramli	-	-	-	-	-	-	-	-
Dato' Abdul Halim bin Abdullah	-	-	-	-	-	-	-	-
Mohd Salleh bin Lamsah	1,611,428	3.20	-	-	1,398,428	2.33	-	-
Mohd Shu'aib bin Ishak	1,611,428	3.20	-	-	1,398,428	2.33	-	-
Shaifubahrim bin Mohd Saleh	-	-	-	-	-	-	-	-

Notes:

(1) Deemed interested by virtue of his substantial shareholding in Kauthar.

- (c) Based on the Register of Major Shareholders as at 19 March 2001 (being the latest practicable date prior to the printing of this Prospectus), the major shareholders (with 5% or more shareholding, direct and indirect) of the Company before and after the Public Placement, Issue and Offer are as follows: -

Name	Before the Placement, the Public Issue And the Offer for Sale				After the Placement, the Public Issue And the Offer for Sale			
	Direct No. Of Shares	%	Indirect No. Of Shares	%	Direct No. Of Shares	%	Indirect No. Of Shares	%
Kauthar	18,171,440	36.05	-	-	15,769,440	26.28	-	-
Tan Sri Dato' Tajudin bin Ramli	2	-	18,171,440 <sup>(1)</sup>	36.05	2	-	15,769,440 <sup>(1)</sup>	26.28
Abdul Shukri bin Abdullah	5,313,136	10.55	-	-	4,611,136	7.69	-	-
Sabri bin Hashim	16,436,564	32.61	-	-	14,263,564	23.77	-	-
IASB	5,000,000	9.91	-	-	5,000,000	8.33	-	-

Notes:

(1) Deemed interested by virtue of his substantial shareholding in Kauthar.

- (d) Save for the Directors and substantial shareholders who are interested in the Acquisitions as set out in Section 14.6 (a) above, none of the other Directors or the substantial shareholders of EDARAN and its subsidiaries has any material interest in any contract or arrangement which is significant in relation to the business of the Group and subsisting at the date of this Prospectus.
- (e) None of the other Directors or the substantial shareholders are interested, directly or indirectly, in any business carrying a similar trade as the Company and its subsidiary companies and which is not quoted on a recognised stock exchange.
- (f) No option to subscribe for securities of the Company or any of its subsidiary companies was granted to or exercised by any Directors during the last financial year ended 30 June 2000.

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**14. ADDITIONAL INFORMATION (Cont'd)**

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- (g) Save as disclosed below, there is no other transactions between EDARAN and the Promoters/Directors of EDARAN or their related companies: -

Tan Sri Dato' Tajudin bin Ramli, in his capacity as the Chairman and Chief Executive of Celcom (Malaysia) Sdn Bhd is deemed interested by virtue of his position in EDARAN as the Chairman of the Company in any transaction between EDARAN Group and Celcom Group. However, all such transactions are conducted on commercial term at arms length in the normal course of business.

- (h) **Declaration of the Advisers**

Aseambankers hereby confirms that there are no existing or potential conflicts of interest in its capacity as the Adviser for the IPO.

Messrs Lee, Ong & Kandiah has given their confirmation that there are no existing or potential conflicts of interest in its capacity as the Solicitors for the IPO.

Messrs Ernst & Young and has given their confirmation that there are no existing or potential conflicts of interest in their capacity as Reporting Accountants.

AC Nielsen (Malaysia) Sdn Bhd has given its confirmation that there are no existing or potential conflicts of interest in its capacity as the Market Research Consultant in relation to the IPO.

Deloitte Touche Tomatshu Management Solutions Sdn Bhd has given its confirmation that there are no existing or potential conflicts of interest in its capacity as the Market Research Consultant in relation to the IPO.

Jurunilai Besekutu has given its confirmation that there are no existing or potential conflicts of interest in its capacity as the Valuers in relation to the IPO.

**14.7 Responsibility Statement**

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

This Prospectus has been seen and approved by the Directors of the Company, the Promoters and the Offerors and they collectively and individually accepts full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.



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**15. CONSENTS**

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

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**16. DOCUMENTS FOR INSPECTION**

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Copies of the following documents may be inspected at the registered office of the Company during normal business hours for a period of twelve (12) months from the date of this Prospectus:

- (a) The Memorandum and Articles of Association of the Company;
- (b) The By-Laws of ESTS;
- (c) The material contracts referred to in Section 14.4 above;
- (d) The material litigations referred to in Section 14.5 above;
- (e) Directors' Report and Accountants' Report as included herein;
- (f) The Reporting Accountants' letters relating to the Consolidated Profit Forecast for the financial year ending 30 June 2001 and the Proforma Consolidated Balance Sheets as at 30 November 2000 of the Company as included herein;
- (g) The audited accounts of EDARAN and its subsidiaries for the past five (5) years for the financial ended 30 June 2000 and the 5 month period ended 30 November 2000;
- (h) Declaration by the Advisor on Related Party Transactions / Conflict of Interest referred to Section 14.6
- (i) The letters of consent referred to under Section 15; and
- (j) Valuation reports and Valuers' certificate on the properties of EDARAN Group prepared by Jurunilai Bersekutu.

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## 17. APPLICATION FOR SECURITIES

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This Prospectus is dated 30 March 2001. A copy of this Prospectus has been registered by the SC and has been lodged with the ROC who takes no responsibility for its contents.

An application shall be made to the KLSE within three (3) market days of the issuance of this Prospectus for admission to the Official List of the Main Board of the KLSE and for dealing in and quotation for the entire issued and fully paid-up ordinary shares of EDARAN, including the IPO Shares, which are the subject of this Prospectus. These ordinary shares will be admitted to the Main Board of the KLSE and official quotation will commence after receipt of confirmation from MCD that all CDS Accounts of the successful applicants have been duly credited and notices of allotment have been despatched to all successful applicants.

Acceptance of the applications will be conditional upon permission being granted by the KLSE to deal in and quotation for all the issued shares of the Company on the Main Board of the KLSE. Monies paid in respect of any application accepted will be returned without interest if the said permission is not granted. Admission to listing is not being sought on any other stock exchange.

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

An applicant should state his/her CDS Account number in the space provided in the Application Form if he presently has such an account. Where an applicant does not presently have a CDS Account, he/she should state in the Application Form his/her preferred ADA Code.

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

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

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

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

### 17.1 Opening and Closing of Application Lists

The Application Lists will open at 10.00 a.m. on 16 April 2001 and will remain open until 8.00 p.m. on the same day or for such further period or periods as the Directors and offerors of EDARAN in their absolute discretion may decide.

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**17. APPLICATION FOR SECURITIES (Cont'd)**

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**17.2 Application Forms**

Application for the IPO Shares must be made on the Application Form issued together with this Prospectus and must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Form. The Application Form together with the Notes and Instructions printed therein shall constitute an integral part of this Prospectus. Applications, which do not STRICTLY conform to the terms of this Prospectus or Application Form or Notes and Instructions, printed therein or which are illegible will not be accepted.

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

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

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

**17.3 Procedure for Application**

Applications for the 1,360,000 Placement Shares made available for application by the Placees, 8,240,000 ordinary shares pursuant to the Public Issue and 6,000,000 ordinary shares pursuant to the Offer For Sale by Malaysian Public must be made on the "**White**" Application Form provided.

Only one application form from each applicant will be considered and applications must be for 1,000 ordinary shares or multiples thereof. **MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED.** The amount payable in full on application is RM2.15 per ordinary share.

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

- (1) BANKER'S DRAFT OR CASHIER'S ORDER PURCHASED WITHIN MALAYSIA ONLY AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
- (2) MONEY ORDER OR POSTAL ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
- (3) GUARANTEED GIRO ORDER ("GGO") FROM BANK SIMPANAN NASIONAL MALAYSIA (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR

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**17. APPLICATION FOR SECURITIES (Cont'd)**

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- (4) ATM STATEMENT OBTAINED ONLY FROM ANY OF THE FOLLOWING:
- Alliance Bank Malaysia Berhad (88103-W) (formerly known as Multi Purpose Bank Berhad);
  - Arab-Malaysian Bank Berhad (295576-U);
  - Arab-Malaysian Finance Berhad (5493-X);
  - Asia Commercial Finance (M) Berhad (6251-U);
  - Southern Bank Berhad (ex-Ban Hin Lee Bank Berhad) (5303-W);
  - Bumiputra Commerce Bank Berhad (13491-P)
  - Bank Utama (Malaysia) Berhad (27714-A);
  - EON Bank Berhad (92351-V);
  - EON Finance Berhad (9692-K);
  - Hong Leong Bank Berhad (97141-X);
  - Hong Leong Finance Berhad (7797-V);
  - Hock Hua Bank Berhad (111501-D);
  - Malayan Banking Berhad (3813-K);
  - Mayban Finance Berhad (3905-T);
  - MBf Finance Berhad (8515-D);
  - Public Bank Berhad (6463-H);
  - Public Finance Berhad (6471-U);
  - RHB Bank Berhad (6171-M); or
  - United Merchant Finance Bhd (3838-T)

AND MUST BE MADE OUT IN FAVOUR OF "**MIDF SHARE ISSUE ACCOUNT NO. 515**" AND CROSSED "**A/C PAYEE ONLY**" (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM).

THE NAME AND ADDRESS OF THE APPLICANT MUST BE EXACTLY THE SAME AS STATED IN THE APPLICANT'S IDENTITY CARD (TOGETHER WITH THE "RESIT PENUKARAN KAD PENGENALAN JPN 1/22") OR "RESIT PENGENALAN SEMENTARA JPN 1/9" IN THE CASE OF INDIVIDUAL APPLICANTS EXCEPT FOR ARMED FORCES / POLICE PERSONNEL WHICH SHOULD BE BASED ON THE ADDRESS OF THEIR RESPECTIVE CAMP / BASE / STATION. IN THE CASE OF CORPORATE / INSTITUTIONAL APPLICANTS, THE NAME MUST ALSO BE EXACTLY THE SAME AS IN THE CERTIFICATE OF INCORPORATION AND THE ADDRESS MUST BE THE SAME AS THE REGISTERED ADDRESS.

APPLICATIONS ACCOMPANIED BY ANY MODE OF PAYMENT OTHER THAN THOSE STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCE OR INAPPROPRIATE BANKER'S DRAFTS/CASHIER'S ORDERS/MONEY ORDERS/GGO WILL NOT BE ACCEPTED. DETAILS OF REMITTANCE MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED IN THE APPLICATION FORM.

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**17. APPLICATION FOR SECURITIES (Cont'd)**

**Directors and employees of MIDFCCS and their immediate family are strictly prohibited from applying for the shares.**

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

**MIDF Consultancy and  
Corporate Services Sendirian Berhad  
195A, Jalan Tun Razak  
P.O. Box 11122  
50736 Kuala Lumpur**

so as to arrive not later than **8.00 p.m.** on **16 April 2001** or delivered **BY HAND** to EON Bank Berhad branches based on the following addresses:

- |   |   |
|---|---|
| 1. <b>Klang Branch</b><br>2, Jalan Kapar<br>41400 Klang<br>Selangor Darul Ehsan   | 2. <b>Kepong Branch</b><br>60, Jalan 2<br>52100 Kepong<br>Kuala Lumpur  |
| 3. <b>Kuala Lumpur Main Branch</b><br>Bangunan Oriental Bank<br>1, Jalan Hang Lekiu<br>50100 Kuala Lumpur                     | 4. <b>Selayang Branch</b><br>141-143, Jalan 2/3A<br>Kompleks Pasar Borong Selayang<br>68100 Kuala Lumpur            |
| 5. <b>Taman Sungai Besi Branch</b><br>38, Jalan 7/108C<br>Jalan Sungei Besi<br>68100 Kuala Lumpur                             | 6. <b>Bukit Bintang Branch</b><br>Ground Floor, Wisma KLIH<br>126, Jalan Bukit Bintang<br>55100 Kuala Lumpur        |
| 7. <b>Wangsa Maju Branch</b><br>10, Jalan 1/27B<br>Bandar Baru Wangsa Maju<br>53300 Kuala Lumpur                              | 8. <b>Balakong Branch</b><br>S-7, Jalan 1/6, Taman Indah<br>Batu 11, Jalan Balakong<br>43200 Cheras<br>Kuala Lumpur |
| 9. <b>Segambut Branch</b><br>36-38, Jalan Segambut Utara<br>51200 Kuala Lumpur  | 10. <b>SS2 Branch</b><br>No. 20, Jalan SS 2/61<br>47300 Petaling Jaya<br>Selangor Darul Ehsan                       |
| 11. <b>Bandar Park Branch</b><br>152, Jalan Mega Mendung<br>Kompleks Bandar<br>Batu 5, Jalan Klang Lama<br>58000 Kuala Lumpur |   |

**during banking hours (9.30 a.m. to 3.30 p.m. from Monday to Friday and 9.30 a.m. to 12.00 p.m. on Saturday) only.**

No acknowledgement of the receipt of Application Forms or application monies will be made by the Company. Copies of this Prospectus together with White Application Forms may be obtained, subject to availability, from Aseambankers, member companies of the KLSE, members of the Association of Banks in Malaysia, members of Association of the Merchant Banks in Malaysia and MIDFCCS.

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**17. APPLICATION FOR SECURITIES (Cont'd)**

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**17.4 Applications and Acceptances**

The Directors of EDARAN reserve the right to reject any application or to accept any application in part only without assigning any reason thereof. The submission of an Application Form does not necessarily mean that the application will be successful.

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

In the event of an over-subscription, acceptance of applications may be subject to ballot to be conducted in the manner as approved by the Directors. Due consideration will be given to the desirability of distributing the ordinary shares to a reasonable number of applicants with a view to broadening the shareholding base of the Company and establishing an adequate market in the ordinary shares of the Company. The final allocation to any single applicant will be made to ensure that the Company complies with the SC's shareholding spread requirement that at least 25% of the issued and paid-up share capital of the Company is in the hands of a minimum number of 1,000 shareholders holdings not less than 1,000 shares each. However, in the event that the above requirement is not met, the Company may not be allowed to proceed with its listing. Applicants will be selected in a manner to be determined by the Directors of EDARAN.

In the event of an under-subscription by the Placees and Malaysian public, all the Public Issue Shares not applied for will be made available for subscription proportionately by the Underwriters in the proportions specified in the Underwriting Agreement 11 December 2000 and the Placement Shares will be subscribed by the Managing Underwriter.

WHERE AN APPLICATION IS NOT ACCEPTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES AS THE CASE MAY BE, WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANT WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS BY ORDINARY POST OR REGISTERED POST RESPECTIVELY AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

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

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

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**17. APPLICATION FOR SECURITIES (Cont'd)**

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**17.5 CDS Account**

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

An applicant should state his CDS Account number in the space provided on the Application Form if he presently has such account. Where an applicant does not presently have a CDS Account, he should state in the Application Form his preferred ADA Code. A list of the ADA Codes is given below. Where an applicant already has a CDS Account, he **should not** complete the preferred ADA Code. If a successful applicant fails to state either his CDS Account number or the preferred ADA Code, the Company may in the exercise of its absolute discretion instruct its Issuing House to insert a preferred ADA Code on the Application Form and further instruct the MCD to open a CDS Account on his behalf at the specified ADA and credit the shares allotted to him into his CDS Account.

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

**17.6 Notice of Allotment**

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

**17.7 Formalising of CDS Account**

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

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17. APPLICATION FOR SECURITIES (*Cont'd*)

## 17.8 List of Authorised Depository Agents

The list of ADA (Broker) Codes is as follows:

Name	Address and Telephone Number	ADA Code
<b>KUALA LUMPUR</b>		
AFFIN -UOB SECURITIES SDN. BHD (431338-P).	Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel. No: 03-2438668	028-001
ARAB-MALAYSIAN SECURITIES SDN BHD (92977-U)	15th Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-2382788/99	086-001
BBMB SECURITIES SDN BHD (16453-K)	Level 2, 3 ,4 & 15 Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-2088800	099-001
BIMB SECURITIES SDN BHD (290163-X)	1st & 2nd Floors, Podium Block Bangunan AMDB No. 1, Jalan Lumut 50350 Kuala Lumpur Tel. No.: 03-4433533	024-001
FIMA SECURITIES SDN BHD (210959-K) (formerly known as Capitalcorp Securities Sdn Bhd)	No. 45 – 14 Level 1 & 2 Plaza Damansara Jalan Medan Setia Satu Damansara Heights 50490 Kuala Lumpur Tel. No.: 03-2549966	018-001
CIMB SECURITIES SDN BHD (163712-V)	9th Floor Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel. No.: 03-2532288	065-001
HLG SECURITIES SDN BHD (12855-D) (formerly known as <i>Zalik Securities Sdn Bhd</i> )	21st Floor, Wisma HLA Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-2022778/2452998	066-001
INTER-PACIFIC SECURITIES SDN BHD (12738-U)	Level 7, Shahzan Insas Tower 30 Jalan Sultan Ismail 50250 Kuala Lumpur Tel. No.: 03-2441888	054-001
JUPITER SECURITIES SDN BHD (48703-W) (formerly known as <i>H A Securities Sdn Bhd</i> )	Lot 7th - 9th Floor Menara Olympia No. 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-2041888	055-001

17. APPLICATION FOR SECURITIES (*Cont'd*)

Name	Address and Telephone Number	ADA Code
K & N KENANGA BERHAD (15678-W)	8th Floor Pernas International Building 801, Jalan Sultan Ismail 50250 Kuala Lumpur Tel. No.: 03-2613066	073-001
KUALA LUMPUR CITY SECURITIES SDN BHD (126994-W)	Lot 3.07, Level 3 Bangunan Angkasaraya Jalan Ampang 50450 Kuala Lumpur Tel. No.: 03-2449322	076-001
LEONG & COMPANY SDN BHD (8789-P)	Level 18, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur Tel. No.: 03-2928899	061-001
MAYBAN SECURITIES SDN BHD (165630-M)	30th Floor, Menara Maybank 100, Jalan Tun Perak 50050 Kuala Lumpur Tel. No.: 03-2323822/33	098-001
MIDF SISMA SECURITIES SDN BHD (423833-U)	17th & 18th Floor, Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel. No.: 03-2668888	026-001
MGI SECURITIES SDN BHD (682-X) <i>(formerly known as Charles Bradburne &amp; Co. (1930) Sdn Bhd)</i>	1st & 2nd Floor, Wisma MGIC 38 Jalan Dang Wangi 50100 Kuala Lumpur Tel. No.: 03-2911889	052-001
OSK SECURITIES BHD (14152-V)	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel. No.: 03-21624388	056-001
PB SECURITIES SDN BHD (20027-W)	27 <sup>th</sup> Floor, Bangunan Public Bank 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel. No.: 03-2013011	051-001
PM SECURITIES SDN BHD (66299-A)	Ground, Mezzanine & 1st Floor, Menara Pengkalen No.2, Jalan Changkat Ceylon 50200 Kuala Lumpur Tel. No.: 03-2448055	064-001
RASHID HUSSAIN SECURITIES SDN BHD (95060-A)	Level 9 Tower One RHB Centre Jalan Tun Razak 50400 Kuala Lumpur Tel. No.: 03-9852233	087-001

17. APPLICATION FOR SECURITIES (*Cont'd*)

Name	Address and Telephone Number	ADA Code
KAF SEAGROATT & CAMPBELL SECURITIES SDN BHD (134631-V) (formerly known as Seagroatt & Campbell Sdn Bhd)	26th - 30th Floor, The Weld Tower 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-2081600	053-001
SIME SECURITIES SDN BHD (165878-V)	21st Floor, Bangunan Sime Bank Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel. No.: 03-2749288	097-001
TA SECURITIES BERHAD (16029-V)	Menara TA One 13 <sup>th</sup> Floor 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel. No.: 03-2321277	074-001
<b>SELANGOR DARUL EHSAN</b>		
AMSTEEL SECURITIES (M) SDN BHD (51253-A) (formerly known as Klang Securities Sdn Bhd)	2 <sup>nd</sup> , 3 <sup>rd</sup> & 4 <sup>th</sup> Floors Wisma Amsteel Securities No. 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel. No.: 03-3439999	080-001
JF APEX SECURITIES BHD (47680-X) (Petaling Jaya Branch) (formerly known as Halim Securities Sdn Bhd (107442-X))	Suite 1501 Menara Choy Fook On 1B Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7555777	079-002
JF APEX SECURITIES BHD (47680-X) (formerly known as Apex Securities Sdn Bhd)	3rd Floor, Wisma Apex 145A-C, Jalan Bukit P O Box 16 43007 Kajang Selangor Darul Ehsan Tel. No.: 03-8361118	079-001
HWANG-DBS SECURITIES BERHAD (14389-U) (Shah Alam Branch)	16 <sup>th</sup> , 18 <sup>th</sup> -20 <sup>th</sup> Floor Plaza Masalam 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 41000 Shah Alam Selangor Darul Ehsan Tel.: 03-5533288	068-002
MOHAIYANI SECURITIES SDN BHD (14028-A)	1st, 2nd & 3rd Floors Plaza Damansara Utama No.2 Jalan SS21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel. No.: 03-7197345	095-001

17. APPLICATION FOR SECURITIES (*Cont'd*)

Name	Address and Telephone Number	ADA Code
SJ SECURITIES SDN BHD (141671-T)	Level 3, Holiday Villa No.9 Jalan SS12/1 Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel. No.: 03-7340202	096-001
<b>MELAKA</b>		
MALACCA SECURITIES SDN BHD (16121-H)	No. 1, 3 & 5, Jalan PPM9 Plaza Pandan Malim (Business Park) Balai Panjang P.O. Box No.248 75250 Melaka Tel. No.: 06-3371533	012-001
OSK SECURITIES (MELAKA) SDN BHD (18884-P) (Formerly known as OCBC Securities (Melaka) Sdn Bhd)	No.579, 580 – 581 A & B Taman Melaka Raya 75000 Melaka Tel. No.: 06-2825211/414	072-001
STRAITS SECURITIES SDN BHD (74070-T)	Lot 9 & 10, 1st Floor Bangunan Tabung Haji Jalan Bandar Kaba P.O. Box No. 209 75740 Melaka Tel. No.: 06-2833622	011-001
<b>PERAK DARUL RIDZUAN</b>		
BOTLY SECURITIES SDN BHD (14948-M)	1st Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel. No.: 05-2531313	058-001
KIN KHOON & CO. SDN BHD (17816-P)	23–25, Wisma Kota Emas Jalan Dato' Tahwil Azhar P.O. Box No. 421 30910 Ipoh Perak Darul Ridzuan Tel. No.: 05-2543311	017-001
MBf NORTHERN SECURITIES SDN BHD (14782-V) <i>(formerly known as Yew Securities Sdn Bhd)</i>	No.71, Jalan Lim Bo Seng 30300 Ipoh Perak Darul Ridzuan Tel. No.: 05-2548999	067-001
M&A SECURITIES SDN BHD (15017-H) <i>(formerly known as Perak Traders &amp; Co Sdn Bhd)</i>	M & A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel. No.: 05-2419800	057-001

17. APPLICATION FOR SECURITIES (*Cont'd*)

Name	Address and Telephone Number	ADA Code
PHILEO ALLIED SECURITIES SDN BHD (25397-M)	No.62, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel. No.: 05-2558233	071-001
SBB SECURITIES SDN BHD (100518-M)	51-53, Persiaran Grenhill 30450 Ipoh Perak Darul Ridzuan Tel. No.: 05-2530888	090-001
HWANG-DBS SECURITIES BERHAD (14389-U) ( <i>Taiping Branch</i> )	No. 21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel. No.: 05-8060888	068-003
OSK SECURITIES BERHAD ( <i>Ipoh branch</i> ) (64149-M)	Wisma Premier Capital 21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel. No.: 05-2415100	056-002
<b>PULAU PINANG</b>		
A.A. ANTHONY & COMPANY SDN BHD (13622-K)	No. 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel. No.: 04-2299318	014-001
HWANG-DBS SECURITIES BERHAD (14389-U)	Levels 2, 3, 4, 7 & 8 Wisma Sri Pinang, No. 60, Green Hall 10200 Pulau Pinang Tel. No.: 04-2636996	068-001
KE-ZAN SECURITIES SDN BHD (89986-P)	1st - 4th Floors, Wisma Ke-Zan No. 64, Bishop Street 10200 Pulau Pinang Tel. No.: 04-2634222`	085-001
MERCURY SECURITIES SDN BHD (113193-W) ( <i>formerly known as Seberang Securities Sdn Bhd</i> )	2nd Floor Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Pulau Pinang Tel. No.: 04-3322123	093-001
SMITH ZAIN SECURITIES SDN BHD (13901-H)	7th & 8th Floor, Wisma PSCI No. 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel. No.: 04-2283355	016-001
SOON THEAM SECURITIES SDN BHD (014147-K)	No. 111, Jalan Macalister 10400 Pulau Pinang Tel No. 04-2281868	060-001

17. APPLICATION FOR SECURITIES (*Cont'd*)

<b>Name</b>	<b>Address and Telephone Number</b>	<b>ADA Code</b>
THONG & KAY HIAN SECURITIES SDN BHD (14592-P) ( <i>formerly known as Thong &amp; Oh Securities Sdn Bhd</i> )	Level 5 & 6, Wisma Sri Pinang, No. 60 Green Hall 10200 Pulau Pinang Tel. No.: 04-2635481	070-001
UT SECURITIES SDN BHD (20710-W) ( <i>formerly known as United Traders Securities Sdn. Bhd</i> )	6 <sup>th</sup> , 10 <sup>th</sup> & 12 <sup>th</sup> Floor, Bangunan Mayban Trust No. 3 Penang Street 10200 Pulau Pinang Tel. No.: 04-2626644	059-001
<b>KEDAH DARUL AMAN</b>		
ALOR SETAR SECURITIES SDN BHD (123654-H)	Lot T-30, 2nd Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel. No.: 04-7317088	094-001
<b>PERLIS INDRA KAYANGAN</b>		
UPEN SECURITIES SDN BHD (254920-D)	2nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel. No.: 04-9766315	023-001
<b>NEGERI SEMBILAN DARUL KHUSUS</b>		
PAN MALAYSIAN EQUITIES SDN BHD (228587-U)	9th & 10th Floor Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel. No.: 06-7638999	084-001
MALPAC SECURITIES SDN BHD (159143-V) ( <i>formerly known as Seremban Securities Sdn Bhd</i> )	2nd & 3rd Floors 19-21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel. No.: 06-7623131/34	063-001
<b>JOHOR DARUL TAKZIM</b>		
KESTREL SECURITIES SDN BHD (97150-A) ( <i>formerly known as MBf Securities Sdn Bhd</i> )	No. 57, 59 & 61 Jalan Ali 84000 Muar Johor Darul Takzim Tel. No.: 07-9531222	088-001
ENG SECURITIES SDN BHD (53333-T)	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel. No.: 07-2231211	081-001

17. APPLICATION FOR SECURITIES (*Cont'd*)

<b>Name</b>	<b>Address and Telephone Number</b>	<b>ADA Code</b>
PENINSULA SECURITIES SDN BHD (57258-V) <i>(formerly known as Hamid &amp; Chua Securities Sdn Bhd)</i>	Level 2, Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel. No.: 07-3333600	077-001
JB SECURITIES SDN BHD (17812-U)	Level 6, 7 & 8 Menara Sarawak Enterprise No. 5 Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel. No.: 07-3332800	078-001
SOUTH JOHOR SECURITIES SDN BHD (53647-D) <i>(formerly known as Koh &amp; Lee Securities Sdn Bhd)</i>	3rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-4342282	069-001
HWANG-DBS SECURITIES (JOHOR BAHRU) SDN BHD (430550-H)	Podium 2A & 3, Menara Ansar 65 Jalan Trus 80000 Johor Bahru Johor Darul Takzim Tel. No.: 07-2222692	027-001
<b>PAHANG DARUL MAKMUR</b>		
KUALA LUMPUR CITY SECURITIES SDN BHD <i>(Kuantan branch)</i>	A-397, A-399 and A-401 Taman Sri Kuantan III, Jalan Berserah 25300 Kuantan Pahang Darul Makmur Tel. No.: 09-5660800	076-002
<b>KELANTAN DARUL NAIM</b>		
KOTA BAHRU SECURITIES SDN BHD (15629-M) <i>(formerly known as Lee &amp; Kee Securities Sdn Bhd)</i>	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel. No.: 09-7482798	075-001
<b>TERENGGANU DARUL IMAN</b>		
FA SECURITIES SDN BHD (251711-V)	3rd Floor, Wisma UMNO Jalan Masjid Abidin 20100 Kuala Terengganu Terengganu Darul Iman Tel. No.: 09-6238128	021-001
PTB SECURITIES SDN BHD (425317-T)	1st, 2nd & 3rd Floors No. 61, Jalan Sultan Ismail Peti Surat 151 Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Ehsan Tel no.: 09-6235546	025-001

17. APPLICATION FOR SECURITIES (*Cont'd*)

Name	Address and Telephone Number	ADA Code
<b>SARAWAK</b>		
SARAWAK SECURITIES SDN BHD (219322-W)	Wisma Mahmud, Jalan Sungai Sarawak 93100 Kuching Sarawak Tel. No.: 082-338000	019-001
BORNEO SECURITIES SDN BHD (444043-A)	12G, Jalan Kampung Datu 96000 Sibul Sarawak Tel. No.: 084-319998	030-001
SARAWAK SECURITIES SDN BHD (Miri Branch) (219322-W)	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel. No.: 085-435577	019-002
<b>SABAH</b>		
INNOSABAH SECURITIES SDN BHD (194990-K)	No. 11, Equity House, Block K Kompleks Sadong Jaya Karamunsing 88100 Kota Kinabalu Sabah Tel. No.: 088-234099	020-001
<b>WILAYAH PERSEKUTUAN LABUAN</b>		
LABUAN SECURITIES SDN BHD (239683-W)	Level 2, Wisma Oceanic Jalan OKK Awang Besar 87007 Wilayah Persekutuan Labuan, Sabah Tel. No.: 087-410621	022-001