

## 13. STATUTORY AND GENERAL INFORMATION

### 13.1 Share Capital

- (i) No ordinary shares will be allotted on the basis of this Prospectus later than twelve (12) months after the date of the issue of this Prospectus.
- (ii) There are no founder, management or deferred shares in the Company. As at the date of this Prospectus, there is only one (1) class of shares in the Company, namely ordinary shares of 50 sen each, all of which rank pari passu with one another.
- (iii) Save for the 9,050,000 KSLH Shares reserved for the eligible employees and Business Associates of the KSLH Group and the 5,325,000 KSLH Shares reserved for the Entitled Employees, no person has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of the Company and its subsidiary companies.
- (iv) Save as disclosed in Sections 5.2 and 5.5 of this Prospectus, no shares, stocks and debentures of KSLH and its subsidiary companies have been issued or are proposed to be issued as partly or fully paid-up in cash or otherwise within two (2) years preceding from the date of this Prospectus.
- (v) The Company or any of its subsidiaries does not have any capital which is put under option, or agreed conditionally or unconditionally to be put under option.

### 13.2 Articles Of Association

The following provisions are reproduced from the Company's Articles of Association:

#### 13.2.1 Transfer and Transmission of Securities

The provision in the Company's Articles of Association in relation to arrangements for the transfer of securities of the Company and such restrictions thereto on the ease of transferability, in addition to those provided for in the Companies Act, 1965, the Rules of the MCD and the Listing Requirements of the KLSE, are as follows:

##### (i) **Articles of Association of the Company**

###### ***Article 26 (Transferor's Right)***

The instrument of transfer of any security shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the security until the name of the transferee is entered in the Record of Depositors in respect thereof.

###### ***Article 27 (Refusal to register transfers)***

The Central Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules.

###### ***Article 28 (Closing of registers)***

The register may be closed at such times and for such periods as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty (30) days in any year. The Company shall give the Exchange prior written notice and publication in a daily newspaper circulating in Malaysia of the period of the intended closure and the purposes thereof, which notice shall be at least twelve (12) market days or such number of days as may be prescribed by the Exchange. In relation to the closure, the Company shall give written notice in accordance with the Rules to prepare the appropriate Record of Depositors.

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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**

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***Article 29 (Transfer of securities)***

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

***Article 30 (Instrument of Transfer)***

Subject to the provisions of the Central Depositories Act and the Rules, every instrument of transfer shall be in writing and in the form approved in the Rules and shall be presented to the Central Depository with such evidence (if any) as the Central Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person.

***Article 31 (Transmission)***

In the case of the death of a member, the executors or administrators of the deceased, shall be the only person recognised by the Company as having any title to his securities. Any person becoming entitled to a security in consequence of the death or bankruptcy of a member may, subject to the Rules and Article 30 hereof, transfer the security to himself or to some person nominated by him as the transferee.

***Article 32 (Death or bankruptcy of a member)***

Any person becoming entitled to a security in consequence of the death or bankruptcy of a member, may, upon such evidence being produced as may from time to time properly be required by the Rules and subject as hereinafter provided, elect either to be registered himself as holder of the security or to have some person nominated by him registered as the transferee thereof, but the Central Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the security by that member before his death or bankruptcy. Provided always that where the security is a deposited security, a transfer of the security may be subject to the Rules carried out by the person(s) becoming so entitled.

***Article 33 (Person entitled to receive and give discharge for dividends)***

A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or, privileges as a member unless and until he shall become a member in respect of the share. If the person becoming entitled elects to have the shares transferred to him, the aforesaid notice shall be given to the Central Depository and subject to the Rules, a transfer of the shares may be carried out by the person becoming so entitled.

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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**


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***Article 34 (Transmission of securities from Foreign Register)***

(1) Where:

- (a) the securities of the Company are listed on an Approved Market Place; and
- (b) 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,

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.

(2) Where 1(a) and 1(b) above are fulfilled, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.

**(ii) Companies Act, 1965**

The provisions within the Companies Act, 1965 on the transferability of securities are as follows:

***Section 103 (1)***

Notwithstanding anything in its articles a company shall not register a transfer of shares or debentures unless a proper instrument of transfer in the prescribed form has been delivered to the company, but this subsection shall not prejudice any power to register as a shareholder 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.

***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.

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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**


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**Section 107C (1)**

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

**Section 107C (2)**

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

**(iii) Listing Requirements of the KLSE**

The provisions of the Listing Requirements of the KLSE on the transferability of securities are as follows:

**Paragraph 7.13 - Transfer of Securities**

The transfer of any listed security or class of listed security of the company, 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 subsection 107C(2) of the Companies Act, 1965 and any exemption that may be made from compliance with subsection 107C(1) of the Companies Act, 1965 the company shall be precluded from registering and effecting any transfer of the listed securities.

**Paragraph 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 fulfils the requirements of subparagraphs (1)(a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.

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**(iv) Rules of the MCD**

The rules within the MCD on the transferability of securities are as follows:

***Rule 8.01(2) – Rejection of transfer***

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

***Rule 8.05(A) – Transfer from the principal or nominee account***

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

***Rule 9.03(2) – Documents to lodge***

It shall be the responsibility of the authorised depository agent, in processing the transfer between 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 on the said form duly witnessed by another person (other than the Depositor's spouse);
- (c) the Transferring Depositor has stated his reason for the transfer and that the reason is or are amongst any of the approved reasons as stated herein below:
  - (i) transmission and transfer of securities arising from the provisions of any written law or an order of 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 Take-overs 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; and
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manual.

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## 13. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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### 13.2.2 Remuneration of Directors

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

#### ***Article 83 (Directors' remuneration)***

The fees payable to the Directors shall from time to time be determined by the Company in general meeting, and such fees shall be divided among the Directors in such proportions and manner as that Directors may determine provided always that:

- (a) fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to Directors who do hold an executive office in the Company may not include a commission on or percentage of turnover;
- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;
- (d) any fee paid to an Alternate Director shall be such amount as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

The Directors may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meeting of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company. Any Director who is appointed to any executive office including the office of Chairman or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary percentage of profits or otherwise as the Directors may determine but not a commission on or percentage of turnover. Any such extra remuneration payable to a non-executive Director shall not include a commission on or a percentage of profits or turnover.

#### ***Article 114 (Remuneration of Managing Director)***

A Managing Director or Deputy Managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits or partly in one way and partly in another) as the Directors may determine.

### 13.2.3 Borrowing and Voting Powers of Directors

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

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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**

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***Article 87 (General powers of the Company vested in Directors)***

The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with these Articles or provisions of the Act, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

***Article 88 (Powers of Directors)***

The Directors shall not without the prior approval of the Company in general meeting, carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's undertaking or property.

***Article 89 (Director's borrowing powers)***

The Directors may exercise all the powers of the Company to borrow or raise money for the purpose of the Company's or any of its related corporations' businesses on such terms as they think fit and may secure the repayment of the same by mortgage or charge upon the whole or any part of the Company's undertaking and property (both present and future) including its uncalled or unissued capital and may issue bonds, debentures and other securities whether charged upon the whole or part of the assets of the Company or otherwise but the Directors shall not borrow any money or mortgage or charge any of the Company's or any of the subsidiary companies' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

***Article 90 (Power to maintain pension fund)***

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

***Article 91 (Branch registers)***

The Directors may exercise all the powers of the Company in relation to any official seal for use outside Malaysia and in relation to branch register.

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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**

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***Article 92 (Directors may appoint attorneys)***

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

***Article 93 (Appointment of Alternate Directors)***

Any Director with the approval of the majority of Directors may appoint any person (whether a member of the Company or not) to be an Alternate or Substitute Director in his place during such period as he thinks fit. Any person while he so holds office as an Alternate or Substitute Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly, and to exercise all the powers of the appointor in his place. An Alternate or Substitute Director shall not require any share qualification, and shall ipso facto vacate office if the appointor vacates office as a Director or removes the appointee from office. Any appointment or removal under this Article shall be effected by notice in writing under the hand of the Director making the same.

***Article 94 (Execution of negotiable instruments and receipts for money paid)***

All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.

***Article 95 (Discharge of duties)***

A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

***Article 97 (Power of Directors to hold offices of profit and to contract with Company)***

Subject always to sections 131, 132E, 132F and 132G of the Act, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified, by his office, from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company which a Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.



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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**

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***Article 102 (Directors' power to vote)***

Subject to these Articles, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes subject to Article 105, the Chairman of the meeting shall have a second or casting vote. Where two (2) Directors form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote.

***Article 103 (Restriction on voting)***

A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest and if he shall do so his vote shall not be counted.

***Article 116 (Appointment of associate directors)***

The Directors may from time to time appoint any person to be an associate director and may from time to time cancel any such appointment. The Directors may fix, determine and vary the powers, duties and remuneration of any person so appointed, but a person so appointed shall not be required to hold any shares to qualify him for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.

**13.2.4 Changes in Capital and Variation of Class Rights**

The provisions in the Company's Articles of Association as to changes in share capital and variation of class rights, which are not less stringent than those required by law, are as follows:

***Article 4 (Allotment of shares)***

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of these Articles and the Act and to the provisions of any resolution of the Company every issue of shares or options in the Company shall be approved by the members in general meeting and such shares may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:

- (a) no shares shall be issued at a discount except in compliance with the provisions of section 59 of the Act;
- (b) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles and in the resolution creating the same;
- (c) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the members of the Company in general meeting;

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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**


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- (d) no Director shall participate in such issues of shares to employees unless:-
- (i) the members in general meeting have approved of the specific allotment to be made to such Director; and
  - (ii) he holds office in the Company in an executive capacity.

**Article 5 (Issue of New Securities)**

The Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with the Listing Requirements. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees.

**Article 8 (Rights of preference shareholders)**

Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are or will be liable, to be redeemed but the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time and the Company shall not issue preference shares ranking in priority to the preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts, and attending general meetings of the Company and shall also have the right to vote at any meeting convened in each of the following circumstances :

- a) when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;
- b) on a proposal to reduce the Company's share capital;
- c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
- d) on a proposal that affects rights attached to the preference shares;
- e) on a proposal to wind up the Company; and
- f) during the winding up of the Company.

**Article 9 (Repayment of preference capital)**

Notwithstanding Article 10 hereof, the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholders' rights shall only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths (3/4) of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**

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***Article 10 (Modification of class rights)***

Subject to the provisions of section 65 of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the share capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths (3/4) of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the members of that class. To every such separate meeting all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) members of the class holding or representing by proxy, one-third (1/3) of the share capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one (1) vote for every such share held by him. To every such special resolution the provisions of section 152 of the Act shall with such adaptation as are necessary apply.

***Article 14 (Shares buy-back)***

The Company shall have the power to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities in respect thereof for the time being in force.

***Article 45 (Power to increase capital)***

The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

***Article 46 (Offer of unissued original shares)***

Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created shall, before they are issued 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 the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, shall be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.

***Article 47 (Issue of securities)***

Notwithstanding the foregoing and subject to the Act and the Listing Requirements, the Company must ensure that it shall not issue any shares or convertible securities if the nominal value of the those shares or convertible securities, when aggregated with the nominal value of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten per cent (10%) of the nominal value of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue.

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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**


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***Article 48 (Company may alter its capital in certain ways)***

The Company may by ordinary resolution:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
- (b) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of the Act, and so that as between the resulting shares, one (1) or more of such shares may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares; or
- (c) cancel any shares not taken or agreed to be taken by any person.

***Article 49 (Capital raised by the creation of new shares)***

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the provisions herein contained with reference to payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise. Unless otherwise provided in accordance with these Articles the new shares shall be Ordinary Shares.

***Article 50 (Reduction of capital)***

The Company may by special resolution reduce its share capital and any capital redemption reserve fund in any manner authorised and subject to any conditions prescribed by the Act.

**13.3 Directors And Substantial Shareholders**

- (i) The names, addresses and occupations of the Directors are set out in Section 1 of this Prospectus.
- (ii) Directors are not required to hold any qualification shares in the Company unless otherwise so fixed by the Company in a general meeting.
- (iii) No Director or key management personnel of the KSLH Group is or has been involved in any of the following events (whether in or outside Malaysia):
  - (a) A petition under any bankruptcy laws or insolvency laws was filed (and not struck out) against such person or any partnership in which he is or was a partner or any corporation of which he is or was a Director or key management personnel;
  - (b) Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; or
  - (c) The subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or governmental body 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.

### 13. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (iv) The aggregate remuneration and benefits paid to the Directors for services rendered in all capacities to the Group amounted to RM821,120 for the financial year ended 31 December 2000. For the financial year ending 31 December 2001, the amount payable to the Directors for services rendered in all capacities to the Group is estimated to be RM2,680,700.
- (v) The direct and indirect interests of the Directors in the Company immediately prior to and after the IPO, are set out below:

	<-----Before----->				<-----After----->			
	Direct		Indirect		Direct		Indirect	
	No. of KSLH Shares '000	%	No. of KSLH Shares '000	%	No. of KSLH Shares '000	%	No. of KSLH Shares '000	%
Khoo Cheng Hai @ Ku Cheng Hai	6,304	4.10	81,450 <sup>1</sup>	52.94	4,229	2.34	81,450 <sup>1</sup>	45.00
Ku Tien Sek	5,469	3.55	81,450 <sup>1</sup>	52.94	4,180	2.31	81,450 <sup>1</sup>	45.00
Ku Hwa Seng	3,712	2.41	81,450 <sup>1</sup>	52.94	3,712	2.05	81,450 <sup>1</sup>	45.00
Ahmad Bin Ab. Rahman	40,327	26.21	-	-	34,981	19.33	-	-
YB Dato' Haji Ishak Bin Ismail	6,548	4.26	-	-	6,548	3.62	-	-
Tay Thin Hock	-	-	-	-	-	-	-	-
Gow Kow	-	-	-	-	-	-	-	-
Ibrahim Bin Hj Ali	-	-	-	-	-	-	-	-

Note:

<sup>1</sup> Deemed interested via his interest in PSSB pursuant to Section 6A of Companies Act, 1965

- (vi) The direct and indirect interests of the substantial shareholders in the Company immediately prior to and after the IPO, are set out below:

	<-----Before----->				<-----After----->			
	Direct		Indirect		Direct		Indirect	
	No. of KSLH Shares '000	%	No. of KSLH Shares '000	%	No. of KSLH Shares '000	%	No. of KSLH Shares '000	%
PSSB	81,450*	52.94	-	-	81,450	45.00	-	-
Khoo Cheng Hai @ Ku Cheng Hai	6,304	4.10	81,450 <sup>1</sup>	52.94	4,229	2.34	81,450 <sup>1</sup>	45.00
Ku Tien Sek	5,469	3.55	81,450 <sup>1</sup>	52.94	4,180	2.31	81,450 <sup>1</sup>	45.00
Ku Hwa Seng	3,712	2.41	81,450 <sup>1</sup>	52.94	3,712	2.05	81,450 <sup>1</sup>	45.00
Ku Wa Chong	10,040	6.53	81,450 <sup>1</sup>	52.94	651	0.36	81,450 <sup>1</sup>	45.00
Ahmad Bin Ab. Rahman	40,327	26.21	-	-	34,981	19.33	-	-
YB Dato' Haji Ishak Bin Ismail	6,548	4.26	-	-	6,548	3.62	-	-

Notes:

\* The 81,450,000 KSLH Shares will be transferred to PSSB prior to the Public Issue. For further information, please refer to Section 5.3 of this Prospectus

<sup>1</sup> Deemed interested via his interest in PSSB pursuant to Section 6A of Companies Act, 1965

- (vii) Save as disclosed in Section 8 in this Prospectus, none of the Directors or substantial shareholders are interested, directly or indirectly, in any business carrying on a similar trade as the Company and its subsidiary companies and which is not quoted on a recognised stock exchange.
- (viii) No option to subscribe for securities of the Company or its subsidiary companies was granted to or exercised by any Director during the last financial year ended 31 December 2000.

### 13. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

- (ix) None of the Directors has any interest in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Company and its subsidiaries.
- (x) The following Directors and/or substantial shareholders of the Group are deemed to have an interest in the Acquisitions, the details of which are set out in Section 5.3 of this prospectus:

Name	Nature of Interest
Khoo Cheng Hai @ Ku Cheng Hai	Director and substantial shareholder of BBDSB, BBESB, EXSB, EVSB, GDSB, HTPSB, HTRSB, HTSB, KSLR, PPISB, SSB and TLDSB
Ku Hwa Seng	Director and substantial shareholder of BBDSB, BBESB, EXSB, EVSB, GDSB, HTPSB, HTRSB, HTSB, KSLR and PPISB, Director of SSB as well as substantial shareholder of TLDSB
Ku Tien Sek	Director and substantial shareholder of BBDSB, BBESB, EXSB, EVSB, GDSB, HTPSB, HTRSB, HTSB, KSLR, PPISB and TLDSB, as well as Director of SSB
Ku Wa Chong	Director of BBDSB, BBESB, GDSB, HTSB, KSLR, HTRSB and TLDSB, and substantial shareholder of BBESB, EXSB, EVSB, GDSB, HTPSB, HTRSB, HTSB, KSLR, PPISB and TLDSB
Ku Pon	Director of BBDSB, BBESB, EXSB, EVSB, GDSB, HTPSB, HTSB, KSLR, PPISB, SSB and TLDSB
YB Dato' Haji Ishak Bin Ismail	Substantial shareholder of HTPSB
Ahmad Bin Ab. Rahman	Director of BBDSB, BBESB, GDSB, HTPSB, HTSB, KSLR, PPISB and substantial shareholder of BBDSB, BBESB, EXSB, EVSB, GDSB, HTRSB, HTSB, KSLR, PPISB, SSB and TLDSB

#### 13.4 Material Litigation

Neither KSLH nor its subsidiary companies are engaged in any litigation, either as plaintiff or defendant, which has a material effect on the financial position of the Company or its subsidiary companies and the Directors have no knowledge of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially and adversely affect the position or business of the Company and/or its subsidiaries.

#### 13.5 Material Contracts

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

- (i) Master Share Sale Agreement dated 19 November 2001 between KSLH and the vendors of the companies specified hereunder for the acquisitions by KSLH of the entire issued and paid-up share capital of:
- (a) BBDSB for the acquisition by KSLH of the entire issued and paid-up share capital of BBDSB comprising 1,500,000 Shares for a total purchase consideration of RM22,963,544 to be satisfied by an issuance of 25,688,284 new KSLH Shares at an issue price of approximately 89 sen per share;

**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**

- (b) BBESB for the acquisition by KSLH of the entire issued and paid-up share capital of BBESB comprising 350,000 Shares for a total purchase consideration of RM11,773,808 to be satisfied by an issuance of 13,170,830 new KSLH Shares at an issue price of approximately 89 sen per share;
  - (c) EVSB for the acquisition by KSLH of the entire issued and paid-up share capital of EVSB comprising 300,000 Shares for a total purchase consideration of RM767,529 to be satisfied by an issuance of 858,600 new KSLH Shares at an issue price of approximately 89 sen per share;
  - (d) EXSB for the acquisition by KSLH of the entire issued and paid-up share capital of EXSB comprising 250,000 Shares for a total purchase consideration of RM550,547 to be satisfied by an issuance of 615,872 new KSLH Shares at an issue price of approximately 89 sen per share;
  - (e) GDSB for the acquisition by KSLH of the entire issued and paid-up share capital of GDSB comprising 3,000,000 Shares for a total purchase consideration of RM10,599,207 to be satisfied by an issuance of 11,856,856 new KSLH Shares at an issue price of approximately 89 sen per share;
  - (f) HTRSB for the acquisition by KSLH of the entire issued and paid-up share capital of HTRSB comprising 360,000 Shares for a total purchase consideration of RM1,405,886 to be satisfied by an issuance of 1,572,702 new KSLH Shares at an issue price of approximately 89 sen per share;
  - (g) HTSB for the acquisition by KSLH of the entire issued and paid-up share capital of HTSB comprising 2,000,000 Shares for a total purchase consideration of RM9,119,710 to be satisfied by an issuance of 10,201,808 new KSLH Shares at an issue price of approximately 89 sen per share;
  - (h) KSLR for the acquisition by KSLH of the entire issued and paid-up share capital of KSLR comprising 4,500,000 Shares for a total purchase consideration of RM58,112,841 to be satisfied by an issuance of 65,008,222 new KSLH Shares at an issue price of approximately 89 sen per share;
  - (i) PPISB for the acquisition by KSLH of the entire issued and paid-up share capital of PPISB comprising 200,000 Shares for a total purchase consideration of RM479,642 to be satisfied by an issuance of 536,554 new KSLH Shares at an issue price of approximately 89 sen per share; and
  - (j) TLDSB for the acquisition by KSLH of the entire issued and paid-up share capital of TLDSB comprising 740,000 Shares for a total purchase consideration of RM3,049,512 to be satisfied by an issuance of 3,411,352 new KSLH Shares at an issue price of approximately 89 sen per share.
- (ii) Share Sale Agreement dated 19 November 2001 between KSLH and the vendors of HTPSB for the acquisition by KSLH of the entire issued and paid-up share capital of HTPSB comprising 1,200,000 Shares for a total purchase consideration of RM17,577,517 to be satisfied by an issuance of 19,663,178 new KSLH Shares at an issue price of approximately 89 sen per share; and
- (iii) Share Sale Agreement dated 19 November 2001 between KSLH and the vendors of SSB for the acquisition by KSLH of the entire issued and paid-up share capital of SSB comprising 276,000 Shares for a total purchase consideration of RM1,131,392 to be satisfied by an issuance of 1,265,636 new KSLH Shares at an issue price of approximately 89 sen per share.

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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**

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- (iv) Underwriting Agreement dated 21 November 2001 between the Company and the Underwriters to underwrite 18,100,000 KSLH Shares which are available for application by the Malaysian public and 6,400,000 KSLH Shares which are reserved for the eligible employees and Business Associates for an underwriting commission of 2% of the value of the shares underwritten at an issue price of RM1.20.

**13.6 General Information**

- (i) The nature of Company's business and the names of all corporations which are deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 have been disclosed in Section 5 of this Prospectus.
- (ii) The last day and time of the opening of the Application Lists is set out in Section 14.1 of this Prospectus.
- (iii) The amount payable in full on application in relation to the IPO is RM1.20 per KSLH Share.
- (iv) As at the date of this Prospectus, the Company and its subsidiaries do not have any convertible debt securities.
- (v) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 14 of this Prospectus.
- (vi) The names and addresses of the Auditors and Reporting Accountants of the Company are set out in Section 1 of this Prospectus.
- (vii)
  - (a) Underwriting commission is payable by the Company to the Underwriters at the rate of 2% of the issue price of RM1.20 per KSLH Share on the Public Issue Shares being underwritten;
  - (b) Brokerage will be paid by the Company at the rate of 1% of the issue price of RM1.20 per KSLH Share in respect of successful applicants bearing the stamp of SIBB, member of the companies of the KLSE, members of the Association of Merchant Banks in Malaysia, members of the Association of Banks in Malaysia, or MIH; and
  - (c) Expenses incidental to the listing of and quotation for the entire issued and paid-up share capital of KSLH on the Main Board of the KLSE amounting to approximately RM3 million will be borne by KSLH.
- (viii) Save as disclosed in paragraph (vii) above, no commissions, discounts, brokerages or other special terms have been paid or are payable by the Company and its subsidiaries within the two (2) years immediately preceding the date of this Prospectus for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or debentures of the Company and its subsidiary companies, and no Director or proposed Director or promoter or expert is entitled to receive any such payment.
- (ix) Save as disclosed in this Prospectus, 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.
- (x) The Group has not established a place of business outside Malaysia.



### 13. STATUTORY AND GENERAL INFORMATION *(Cont'd)*

- (xi) Save as disclosed in the consolidated profit estimate and forecast and assumptions of KSLH, 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 subsidiary companies.
- (xii) Except for the Public Issue, 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.
- (xiii) To the best of the knowledge, information and belief of the Directors of the Company, the financial conditions and operations of the Company and its subsidiaries are not affected by any of the following:
  - (a) Known trends or known demands, commitments, events or uncertainties that will result in or are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way;
  - (b) Material commitments for capital expenditure, except as disclosed in Section 9.4.5 of this Prospectus;
  - (c) Unusual or infrequent events or transaction or any significant economic changes that materially affect the amount of reported income from the operations; and
  - (d) Known trends or uncertainties that have had or that the Group reasonably expects will have a material favourable or unfavourable impact on revenues or operating income.
- (xiv) During the last and current financial year, there were no:
  - (a) Public take-over offers by third parties in respect of the Company's shares; and
  - (b) Public take-over offers by the Company in respect of other companies' shares.
- (xv) Save for the 9,050,000 ordinary shares reserved for eligible employees and Business Associates of the Group and 5,325,000 ordinary shares reserved for the Entitled Employees of the Group pursuant to this Prospectus, there are at present no schemes involving the staff in the capital of the Company or its subsidiary companies.
- (xvi) Save as disclosed in Section 3.4 of this Prospectus, no person has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of the Company or its subsidiary companies. Further, no option for any shares, stocks, or debentures of the Company or its subsidiary companies has been granted to or exercised by any Director within the two (2) preceding years.
- (xvii) No property has been acquired or is proposed to be acquired by the Company or its subsidiary companies in contemplation of the Public Issue.

#### 13.7 Letter of Consents

- (i) The written consent of the Adviser, Managing Underwriter, Underwriters, Auditors and Reporting Accountants, Independent Market Research Consultant, Principal Bankers, Issuing House, Solicitors, Registrars and Valuers to the inclusion in this Prospectus of their names in the manner and form in which their names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.

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**13. STATUTORY AND GENERAL INFORMATION (Cont'd)**

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- (ii) The written consent of the Reporting Accountants to the inclusion in this Prospectus of their names, Accountants' Report and their letters relating to the Consolidated Profit Estimate and Consolidated Profit Forecast for the financial years ending 31 December 2001 and 31 December 2002 and Proforma Consolidated Balance Sheets as at 30 June 2001 in the manner and form in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.
- (iii) The written consent of the Valuers to the inclusion in this Prospectus of their name and letter on the landed properties in the manner and form in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

**13.8 Documents Available For Inspection**

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) Memorandum and Articles of Association of the Company and its subsidiary companies;
- (b) Directors' Report and Accountants' Report as included herein;
- (c) The Reporting Accountants' Letter relating to the consolidated profit estimate and consolidated profit forecast for the financial years ending 31 December 2001 and 31 December 2002 and letter on the Proforma Consolidated Balance Sheets as at 30 June 2001, as included herein;
- (d) Audited accounts of KSLH and its subsidiaries for all relevant periods;
- (e) The letters of consent referred to in Section 13.7 of this Prospectus;
- (f) Material contracts referred to under Section 13.5 of this Prospectus;
- (g) Valuer's Certificate on the KSLH Group's landed properties as included herein together with the valuation reports referred to in Section 11 of this Prospectus;
- (h) Market Research Report dated 29 June 2000 and Market Research Update Report dated 30 October 2001 prepared by Messrs Vital Consulting Sdn Bhd;
- (i) Economic Report 2001/2002;
- (j) Economic and Financial Developments in the Malaysian Economy in the Third Quarter of 2001 dated 23 November 2001, Bank Negara Malaysia; and
- (k) Eighth Malaysia Plan, 2001-2005.

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## 14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

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### 14.1 Opening and Closing of Application Lists

The Application Lists will open at 10.00 am on 14 January 2002 and will remain open until 8.00 p.m. on the same day or for such further period or periods as the Directors of KSLH and in their absolute discretion may decide.

### 14.2 Procedure for Application

The Applications shall be made in connection with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of the Company.

i) Application by eligible employees and Business Associates of KSLH Group

Applications for the 9,050,000 KSLH Shares reserved for eligible employees and Business Associates of the KSLH Group must be made only on the special **Pink** Application Forms provided and **NOT** on any other Application form or by way of Electronic Share Application through a Participating Financial Institution's ATM.

ii) Application by the Malaysian Public

Applications for the 18,100,000 KSLH Shares made available for applications by the Malaysian investing public must be made on the **White** Application Forms provided or by way of Electronic Share Application through a Participating Financial Institution's ATM.

iii) Application by the Bumiputera Investors approved by MITI and Entitled Employees

Applications for the 18,100,000 KSLH Shares made available for applications by the Bumiputera Investors approved by MITI and Entitled Employees must be made on the **White** Application Forms provided or by way of Electronic Share Application through a Participating Financial Institution's ATM.

Directors and employees of MIH and their immediate families are strictly prohibited from applying for the Public Issue Shares.

Application for the IPO Shares must be made on the respective Application Forms issued together with this Prospectus and must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Form or by way of Electronic Share Application through a Participating Financial Institution's ATM. In accordance with Section 41 of the Securities Commission Act, 1993, 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 (1) Application can be made by each applicant. Multiple applications will not be accepted. Each Application must be for 1,000 shares or multiples thereof. The amount payable in full on application is RM1.20 per share. Persons submitting applications by way of Application Forms may not submit applications by way of Electronic Share Applications and vice versa. A corporation or institution cannot apply for shares by way of Electronic Share Application.

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## 14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (*Cont'd*)

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Each completed Application Form must be despatched by **ORDINARY POST** in the official envelopes provided, to the Issuing House at the following address:

Malaysian Issuing House Sdn Bhd  
27<sup>th</sup> Floor, Menara Multi-Purpose  
Capital Square  
No. 8, Jalan Munshi Abdullah  
50100 Kuala Lumpur  
P.O. Box 13269  
50804 Kuala Lumpur  
Wilayah Persekutuan

or DELIVERED BY HAND AND DEPOSITED in the Drop-in Boxes provided at the back portion of Menara Multi-Purpose, Capital Square, No. 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur, so as to arrive not later than **8.00 PM** on **14 January 2002**.

Applications may also be delivered in a drive-in manner at Stadium Hoki Tun Razak, Jalan Duta, Kuala Lumpur on 14 January 2002, between 8.30 am to 8.00 pm only.

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

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

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

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

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

### 14.3 Applications and Acceptances

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

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

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

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

In the event of an under-subscription by the Malaysian public and such portion by the eligible employees and Business Associates, the Public Issue Shares not applied for will be made available for subscription by the Managing Underwriter and Underwriters in proportions stipulated in the Underwriting Agreement dated 21 November 2001. The Company had procured irrevocable letters of undertaking from certain eligible employees and Business Associates of the Company and from all the Entitled Employees, all of whom undertake to subscribe or purchase, an aggregate of at least 7,975,000 KSLH Shares which are not underwritten pursuant to the Underwriting Agreement dated 21 November 2001.

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

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

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

**14.4 CDS Accounts**

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

In the case of an application by way of an Application Form, an applicant should state his CDS Account number in the space provided on the Application Form if he presently has such an account. Where an applicant does not presently have a CDS Account, he should state in the Application Form his preferred ADA Code in the space provided. 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 his preferred ADA code, the Company may, in the exercise of its absolute discretion, instruct the Issuing House to insert a preferred ADA Code on the Application Form and further instruct MCD to open a CDS Account on the applicant's behalf at the specified ADA and credit the shares allotted to the successful applicant into the successful applicant's CDS Account.

## 14. PROCEDURE FOR APPLICATION AND ACCEPTANCE *(Cont'd)*

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

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

### 14.5 Notice of Allotment

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

### 14.6 Formalising of CDS Accounts

Successful applicants whose CDS Accounts have been opened by MCD at their preferred ADA or the ADA caused to be inserted by MIH at the instruction of the Company in case where the successful applicants fail to state either their CDS account numbers or the preferred ADA Codes are required to formally open their accounts by submitting to the ADA the necessary documents and the account opening fees. No transaction of KSLH shares credited to the accounts can be effected until the accounts have been formally opened.

### 14.7 List of ADA

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

Name	Address and Telephone Number	Broker Code
<b><u>Kuala Lumpur</u></b>		
AFFIN-UOB SECURITIES SDN BHD	Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No: 03-21438668	028-001
ARAB-MALAYSIAN SECURITIES SDN BHD	15th Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-20782788	086-001
BBMB SECURITIES SDN BHD	Level 2, 3, 4 & 15 Menara Olympia No 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2019900	099-001

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
BIMB SECURITIES SDN BHD	1st & 2nd Floor, Podium Block Bangunan AMDB No 1, Jalan Lumut 50400 Kuala Lumpur Tel No: 03-40433533	024-001
FIMA SECURITIES SDN BHD	No. 45-14 Plaza Level & Level 1 Plaza Damansara Jalan Medan Setia Satu Damansara Heights 50490 Kuala Lumpur Tel No: 03-2549966	018-001
CIMB SECURITIES SDN BHD	9th Floor, Commerce Square Jalan Semantan, Damansara Heights 50490 Kuala Lumpur Tel No: 03-2532288	065-001
HLG SECURITIES SDN BHD	Level 5, Wisma Kia Peng No 3 Jalan Kia Peng 50450 Kuala Lumpur Tel No: 03-21681168	066-001
INTER-PACIFIC SECURITIES SDN BHD	Level 7, Menara Shahzan Insas 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-21441888	054-001
JUPITER SECURITIES SDN BHD	7th-9th Floor, Menara Olympia 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-20341888	055-001
K & N KENANGA BHD	8th Floor, Kenanga International Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-21649080	073-001
KUALA LUMPUR CITY SECURITIES SDN BHD	No. 8, Jalan Binjai Off Jalan Ampang 50450 Kuala Lumpur Tel No: 03-21667922	076-001
LEONG & COMPANY SDN BHD	Level 18, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No: 03-26928899	061-001
MAYBAN SECURITIES SDN BHD	Level 5-13, MaybanLife Tower Dataran Maybank No. 1, Jalan Maarof 59000 Kuala Lumpur Tel No: 03-22978888	098-001
ALLIED AVENUE ASSETS SECURITIES SDN BHD	Ground Floor & Level 1 THB Satu, Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur Tel No : 03-2551111	052-001
MIDF SISMA SECURITIES SDN BHD	17 & 18 Floor, Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-21668888	026-001
OSK SECURITIES BERHAD	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No: 03-21624388	056-001

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
PB SECURITIES SDN BHD	27th Floor, Bangunan Public Bank No. 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2013011	051-001
PM SECURITIES SDN BHD	Ground & 1 <sup>st</sup> Floor, MUI Plaza Jalan P.Ramlee 50250 Kuala Lumpur Tel No : 03-21463000	064-001
RASHID HUSSAIN SECURITIES SDN BHD	Level 9, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-9852233	087-001
KAF SEAGROATT & CAMPBELL SECURITIES SDN BHD	30th Floor, The Weld Tower No. 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-20201600	053-001
SIME SECURITIES SDN BHD	21st Floor, Bangunan Sime Bank 4 Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No : 03-22749288	097-001
TA SECURITIES BERHAD	TA One Tower No. 22, Jalan P.Ramlee 50250 Kuala Lumpur Tel No: 03-20721277	074-001
<b><u>Selangor Darul Ehsan</u></b>		
AMSTEEL SECURITIES (M) SDN BHD	2 <sup>nd</sup> , 3 <sup>rd</sup> & 4 <sup>th</sup> Floor Wisma Amsteel Securities No 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No: 03-33439999	080-001
JF APEX SECURITIES BERHAD	3rd Floor, Wisma Apex 145A-C, Jalan Bukit 43000 Kajang Selangor Darul Ehsan Tel No: 03-87361118	079-001
MOHAIYANI SECURITIES SDN BHD	1st, 2nd & 3rd Floor, Plaza Damansara Utama No. 2 Jalan SS 21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No: 03-77297345	095-001
PM SECURITIES SDN BHD	No. 157 & 159 Jalan Kenari 23/A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No.: 03-80700773	064-003
SJ SECURITIES SDN BHD	Level 3, Holiday Villa No. 9, Jalan SS 12/1, Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No: 03-56340202	096-001



**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
JF APEX SECURITIES BERHAD	15 <sup>th</sup> & 16 <sup>th</sup> Floor Menara Choy Fock On No 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No. 03-76201118	079-002
HWANG-DBS SECURITIES BERHAD	16 <sup>th</sup> , 18 <sup>th</sup> -20 <sup>th</sup> Floor, Plaza Masalam No. 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No. 03-55133288	068-002
<b><u>Melaka</u></b>		
MALACCA SECURITIES SDN BHD	No. 1, 3 & 5, Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang P O Box 248 75250 Melaka Tel No: 06-3371533	012-001
OSK SECURITIES BERHAD	579, 580-581 A&B Taman Melaka Raya 75000 Melaka Tel No: 06-2825211	056-003
STRAITS SECURITIES SDN BHD	Lot 9 & 10, 1st Floor Bangunan Tabong Haji Jalan Bandar Kaba 75000 Melaka Tel No: 06-2833622	011-001
<b><u>Perak Darul Ridzuan</u></b>		
BOTLY SECURITIES SDN BHD	1 <sup>st</sup> Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No: 05-2531313	058-001
KIN KHOON & CO SDN BHD	A23-A29 Wisma Kota Emas Jalan Dato' Tahwil Azhar P.O. Box 421 30300 Ipoh Perak Darul Ridzuan Tel No: 05-2543311	017-001
M & A SECURITIES SDN BHD	M & A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No: 05-2419800	057-001
MAYBAN SECURITIES SDN BHD	55, 57 & 63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2558233	098-002
SBB SECURITIES SDN BHD	51 - 53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2530888	090-001
HWANG-DBS SECURITIES BERHAD	21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No: 05-8060888	068-003

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
OSK SECURITIES BERHAD	21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2415100	056-002
<b><u>Pulau Pinang</u></b>		
AA ANTHONY & COMPANY SDN BHD	No. 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No: 04-2299318	014-001
HWANG-DBS SECURITIES BERHAD	Level 2, 3, 4, 7 & 8, Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No: 04-2636996	068-001
HWANG-DBS SECURITIES BERHAD	Ground, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor 1620 & 1621, Jalan Permatang Batu Taman Industri Permatang Batu 14000 Bukit Mertajam Pulau Pinang Tel No : 04-5372882	068-006
OSK SECURITIES BERHAD	64, Bishop Street 20F & 20G, Penang Street 10200 Pulau Pinang Tel No: 04-2634222	056-004
OSK SECURITIES BERHAD	Level 19, Menara NB 5050 Jalan Bagan Luar 12000 Butterworth Pulau Pinang Tel No : 04-3322299	056-005
MERCURY SECURITIES SDN BHD	Ground, 1 <sup>st</sup> , 2 <sup>nd</sup> & 3 <sup>rd</sup> Floor Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai Pulau Pinang Tel No: 04-3322123	093-001
SMITH ZAIN SECURITIES SDN BHD	7th & 8th Floor, PSCI Tower 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No: 04-2283355	016-001
SOON THEAM SECURITIES SDN BHD	No. 111, Jalan Macalister 10400 Pulau Pinang Tel No: 04-2281868	060-001
THONG & KAY HIAN SECURITIES SDN BHD <i>(formerly known as Thong KHJC Sdn Bhd)</i>	Level 5 & 6, Wisma Sri Pinang 60 Green Hall 10200 Pulau Pinang Tel No: 04-2635481	070-001
UT SECURITIES SDN BHD	6 <sup>th</sup> , 10 <sup>th</sup> & 12 <sup>th</sup> Floor, Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel No: 04-2626644	059-001
<b><u>Kedah Darul Aman</u></b>		
KUALA LUMPUR CITY SECURITIES SDN BHD	2nd Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No: 04-7317088	076-004

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
<b><u>Perlis Indera Kayangan</u></b>		
UPEN SECURITIES SDN BHD	2nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indera Kayangan Tel No: 04-9765200	023-001
<b><u>Negeri Sembilan Darul Khusus</u></b>		
HWANG-DBS SECURITIES BERHAD	Ground & 1 <sup>st</sup> Floor 105, 107 & 109, Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7612288	068-007
PAN MALAYSIA EQUITIES SDN BHD	9th & 10th Floor Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7638999	084-001
PM SECURITIES SDN BHD	1st, 2nd and 3rd Floor 19 - 21 Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7623131	064-002
<b><u>Johor Darul Takzim</u></b>		
ENG SECURITIES SDN BHD	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No : 07-2231211	081-001
JB SECURITIES SDN BHD	Suite 8.2, level 8, Menara Sarawak Enterprise No. 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No: 07-3332000	078-001
KESTREL SECURITIES SDN BHD	No. 57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel No: 06-9532222	088-001
KUALA LUMPUR CITY SECURITIES SDN BHD	No. 46 & 48 Jalan Dato' Kapten Ahmad 86000 Kluang Johor Darul Takzim Tel No.: 07-7717922	076-006
OSK SECURITIES BERHAD	Unit 27-01 to 27-08 Level 27, Menara Landmark No. 12, Jalan Ngee Heng 80000 Johor Bahru Johor Darul Takzim Tel No.: 07-2212233	056-006
PENINSULA SECURITIES SDN BHD	Level 2, Menara Pelangi, Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No: 07-3333600	077-001
HWANG-DBS SECURITIES BERHAD	Podium 2A & 3, Menara Ansar 65 Jalan Trus 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2222692	068-004

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
ARAB-MALAYSIAN SECURITIES SDN BHD	2 <sup>nd</sup> Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No: 07-4342282	086-002
<b><u>Pahang Darul Makmur</u></b>		
KUALA LUMPUR CITY SECURITIES SDN BHD	A-397, A-399 & A-401 Taman Sri Kuantan III Jalan Berserah 25300 Kuantan Pahang Darul Makmur Tel No: 09-5660800	076-002
<b><u>Kelantan Darul Naim</u></b>		
KOTA BHARU SECURITIES SDN BHD	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No: 09-7432288	075-001
<b><u>Terengganu Darul Iman</u></b>		
FA SECURITIES SDN BHD	No. 51 & 51 A Ground, Mezzanine & 1 <sup>st</sup> Floor Jalan Tok Lam 20100 Kuala Terengganu Terengganu Darul Iman Tel No : 09-6238128	021-001
PTB SECURITIES SDN BHD	1 <sup>st</sup> , 2 <sup>nd</sup> & 3 <sup>rd</sup> Floor No. 61, Jalan Sultan Ismail Peti Surat 151 Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6235546	025-001
<b><u>Sabah</u></b>		
INNOSABAH SECURITIES BERHAD	11, Equity House, Block K Sadong Jaya, Karamuning 88100 Kota Kinabalu Sabah Tel No: 088-234090	020-001
KUALA LUMPUR CITY SECURITIES SDN BHD	Suite 1-9-E1, 9 <sup>th</sup> Floor CPS Tower No.1, Jalan Centre Point 88000 Kota Kinabalu Sabah Tel No.: 088-253922	076-005
<b><u>Sarawak</u></b>		
SARAWAK SECURITIES SDN BHD	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No: 082-338000	019-001
SARAWAK SECURITIES SDN BHD	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel No: 085-435577	019-002

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
BORNEO SECURITIES SDN BHD	12G, Jalan Kampung Datu 96000 Sibu Sarawak Tel No.: 084-319998	030-001
HWANG-DBS SECURITIES BERHAD	Lot 328, Jalan Abell 93100 Kuching Sarawak Tel No: 082-236999	068-005
<b><u>Wilayah Persekutuan Labuan</u></b>		
SHARETECH SECURITIES SDN BHD	Unit 7(A), Level 7 Main Office Tower Financial Park Labuan Jalan Merdeka 87000 Wilayah Persekutuan Labuan Tel No: 087-451666	022-001

**14.8 Terms and Conditions for Applications Using Application Forms**

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

- (1) Application for the 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 and this Prospectus. In accordance with Section 41(2) of the Securities Commission Act 1993, 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.
- (2) EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCES IN RINGGIT MALAYSIA FOR THE FULL AMOUNT PAYABLE BY:
  - (A) BANKER'S DRAFT OR CASHIER'S ORDER PURCHASED WITHIN MALAYSIA ONLY AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
  - (B) CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES IN MALAYSIA AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
  - (C) MONEY ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
  - (D) GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL MALAYSIA BERHAD (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
  - (E) ATM STATEMENT OBTAINED FROM:
    - AFFIN-ACF FINANCE BERHAD
    - ALLIANCE BANK MALAYSIA BERHAD;
    - ARAB-MALAYSIAN BANK BERHAD;
    - ARAB-MALAYSIAN FINANCE BERHAD;
    - BUMIPUTRA-COMMERCE BANK BERHAD;
    - BANK UTAMA (MALAYSIA) BERHAD;
    - EON BANK BERHAD;
    - EON FINANCE BERHAD;
    - HONG LEONG FINANCE BERHAD;

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**


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- HONG LEONG BANK BERHAD;
- MALAYAN BANKING BERHAD;
- MAYBAN FINANCE BERHAD;
- MBf FINANCE BERHAD;
- PUBLIC BANK BERHAD;
- PUBLIC FINANCE BERHAD;
- RHB BANK BERHAD;
- SOUTHERN BANK BERHAD; OR
- SOUTHERN FINANCE BERHAD.

AND MUST BE MADE OUT IN FAVOUR OF **“MIH SHARE ISSUE ACCOUNT No. 206”** 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). APPLICATIONS ACCOMPANIED BY ANY MODE OF PAYMENT OTHER THAN THOSE STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES WILL NOT BE ACCEPTED. DETAILS OF THE REMITTANCE MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED ON THE APPLICATION FORMS.

- (3) AN APPLICANT SHOULD STATE HIS CDS ACCOUNT NUMBER IN THE SPACE PROVIDED IN THE APPLICATION FORM IF HE PRESENTLY HAS SUCH AN ACCOUNT. WHERE AN APPLICANT DOES NOT PRESENTLY HAVE A CDS ACCOUNT, HE SHOULD STATE IN HIS APPLICATION FORM HIS PREFERRED ADA CODE.
- (4) THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM) MUST BE WRITTEN ON THE REVERSE SIDE OF THE BANKER'S DRAFT, CASHIER'S ORDER, ATM STATEMENT, MONEY ORDER, CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES OR GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL.
- (5) The Directors of the Company reserve the right to require any successful applicant to appear in person at the registered office of MIH within fourteen (14) days of the date of the notice issued to him/her to ascertain the regularity or propriety of the application. The Directors of the Company shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (6) The Directors of the Company reserve the right to reject applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.
- (7) The Directors of the Company reserve the right not to accept any application or accept any application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the shares to a reasonable number of applicants with a view to establishing an adequate market for the shares.
- (8) Where an application is not accepted, the full amount of the application monies, without interest, will be returned 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.

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**


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- (9) MIH reserves the right to bank in all application monies from unsuccessful Bumiputera applicants and partially-successful applicants, which would subsequently be refunded without interest by registered post.
- (10) PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE FORM OF APPLICATION TO MIH.

**14.9 Terms and Conditions for Electronic Share Applications**

The procedures for Electronic Share Applications at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions (the **Steps**). For illustration purposes, the procedures for Electronic Share Applications at ATMs are set out in “**Steps for Electronic Share Application through a Participating Financial Institution’s ATM**” in Section 15.10 of this Prospectus. The Steps set out the actions that the applicant must take at the ATM to complete an Electronic Share Application. Please read carefully the terms of this Prospectus, the Steps and the terms and conditions for Electronic Share Applications set out below before making an Electronic Share Application. Any reference to the “**applicant**” in the terms and conditions for Electronic Share Applications and the Steps shall mean the applicant who applies for shares through an ATM of any of the Participating Financial Institutions.

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

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

Upon the closing of the offer for the application for the IPO Shares on 14 January 2002 at 8.00 p.m. or such other date and time as the Directors in their absolute discretion decide (**Closing Date and Time**), the Participating Financial Institution shall submit a magnetic tape containing its respective customers’ applications for the Public Issue Shares to MIH as soon as practicable but not later than 12.00 p.m. of the 2<sup>nd</sup> business day after the Closing Date and Time.

An applicant will be allowed to make an Electronic Share Application for shares via an ATM that accepts the ATM cards of the Participating Financial Institution with which he has an account and its branches, subject to the applicant making only one application.

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

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

The Electronic Share Application shall be made on, and subject to, the terms and conditions contained in Section 15.9 as well as the terms and conditions appearing below:

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

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

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



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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**


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

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

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

- (h) The applicant requests and authorises the Company:
- (i) To credit the shares allotted or allocated to the applicant into the CDS account of the applicant; and
  - (ii) To issue share certificate(s) representing such shares allotted or allocated in the name of MCD Nominees Sdn Bhd and send the same to MCD.
- (i) The applicant, acknowledging that his Electronic Share Application is subject to the risks of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond the control of the Company, the Issuing House or the Participating Financial Institution, irrevocably agrees that if:
- (i) The Company or MIH does not receive the applicant's Electronic Share Application;

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

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

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

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

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**


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

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

- (a) Applicant must have an account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account.
- (b) Applicant must have a CDS account.
- (c) Applicant is to apply for the IPO Share via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application is set out on Section 15.9 of the Terms and Conditions for Electronic Share Applications. Applicant is to enter at least the following information through the ATM where the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so:
- Personal Identification Number (PIN).
  - Share Issue Number.
  - CDS Account Number.
  - Number of Shares applied for and/or the Ringgit amount to be debited from the account.
  - Confirmation of several mandatory statements.