
VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS

1. DIRECTORS

1.1 The profiles of the Directors of HIB are as follows:

Sau Kim Hing @ Soo Kim Sin, aged 54, is the Executive Chairman of HIB and was appointed to the Board of Directors of HIB on 26 August 2002. He is the founder of HGSB, the first company incorporated in the HIB Group. He gained in-depth knowledge, skills and expertise in all aspects of the textiles and garments industry especially in circular knitting, dyeing and finishing, cutting, printing, embroidery, sewing, quality control and packing via his involvement in the industry for the past 21 years. As Executive Chairman of HIB, he is primarily responsible for overseeing the overall business development as well as formulation and implementation of the HIB Group's strategic plans and policies. Under his vision and leadership, the HIB Group has grown into a well diversified and reputable apparels manufacturer and retailer.

Saw Kam Fock @ Saw Kim Hock, aged 49, is the Managing Director of HIB and was appointed to the Board of Directors of HIB on 26 August 2002. He obtained a Bachelor of Science (Agriculture) Degree from Universiti Pertanian Malaysia in 1978. He served as an officer in Rubber Industry Smallholder's Development Authority ("RISDA") for 5 years before joining HPSB in 1983 as a Director. In addition, he has been involved in the operations of HGSB since 1984. He has gained much experience in both manufacturing and marketing from his 18 years with the HIB Group. He is currently responsible for managing and overseeing of the marketing operations of the Group. His experience in the retail trade has helped the Group in establishing a strong client base and distribution network throughout the country. He has also been instrumental in opening the chain of World of Cartoons, American Athletics, Issue and Hytex Studio boutiques.

Saw Guat Choo, aged 47, is the Executive Director of HIB and was appointed to the Board of Directors of HIB on 26 August 2002. She started her career with S.K. Chan, a public accounting firm in 1974, prior to joining HGSB as an Executive Director. She has been with the HIB Group for 21 years and has gained vast experience in financing, cash management and banking transactions. She has also been actively involved in sourcing for raw materials and other purchases and this has provided her with invaluable knowledge relating to sources of raw materials supply, competitive pricing and quality of raw materials. Her current role in the HIB Group includes overseeing cash management operations of HIB and its subsidiaries, sourcing for raw material as well as import and export finance arrangements.

Saw Kim Chuan, aged 45, is the Executive Director of HIB and was appointed to the Board of Directors of HIB on 26 August 2002. He joined HGSB as an Executive Director in 1981 and has since been involved in all aspects of the garment production process with special emphasis on merchandising. His current role in the HIB Group includes the co-ordination of all the merchandisers and designers as well as production planning. His constant dealings and negotiating with foreign buyers has given him exposure and experience in all matters relating to the export market in the textiles and garments industry.

Dato' Syed Azman Bin Syed Ibrahim, aged 42, is an Independent Non-Executive Director of HIB and was appointed to the Board of Directors of HIB on 26 August 2002. He started his career in 1980 as an officer with the Malaysian Armed Forces and was attached to the armed forces until 1993. In 1994, he joined The Ayer Molek Rubber Company Berhad as a Non-Executive Director, a position which he assumed until June 2002. Besides the above, he is also a director of several private limited companies namely, TAHB Motorsport Sdn Bhd, Weststar Collingdale Sdn Bhd, Vimas Trading Sdn Bhd and Green Effect Sdn Bhd.

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

Lam Kee Soon, aged 49, is an Independent Non-Executive Director of HIB and was appointed to the Board of Directors of HIB on 26 August 2002. He graduated with a Bachelor of Economics from the Australian National University in 1976. He is a Chartered Accountant, a council member of both the Malaysian Institute of Accountants and CPA Australia, Malaysia Division. Upon graduation, he worked as a Management Trainee with the Electricity Commission of New South Wales in Australia from 1977 to 1979. From 1979 to 1980, he was attached to the Hyatt Kuantan as an Accountant. Subsequently he joined Peat Marwick Mitchell in 1980 as an Audit Senior where he remained until 1983. In 1983 he joined Ernst & Whinney (now known as Ernst & Young) as an Assistant Audit Manager until 1986 where he subsequently moved on to be the Group Accountant for Road Builder (M) Holdings Berhad until 1993. He currently runs his own public practice, K.S. Lam & Co. He is also a director of several private limited companies namely, Usaha Korporat Tax Services Sdn Bhd, KS Lam Tax Consultancy (Kuantan) Sdn Bhd, KS Lam Tax Consultancy Sdn Bhd and SV Computer Sdn Bhd.

- 1.2 Save as disclosed below, none of the Directors of HIB has any previous or existing directorships or major shareholdings in other public corporations for the past 2 years preceding the date of this Prospectus:

Name	Company	← Directorships →		Substantial direct shareholding %
		Date of appointment	Date of resignation	
Dato' Syed Azman Bin Syed Ibrahim	The Ayer Molek Rubber Company Berhad	12.01.1994	18.06.2002	-

- 1.3 The aggregate remuneration paid to the Directors of the Company for services rendered to the Group in all capacities for the financial year ended 31 March 2002 amounted to RM838,852. For the financial year ending 31 March 2003, the amount payable to the Directors of the Company for services rendered to the Group in all capacities is forecast to be approximately RM1,100,000.

The number of Directors of the Company in the various remuneration bands are set out below:

	← Financial years ended / ending →					
	← 31 March 2002 →			← 31 March 2003 →		
	Executive Directors	Non-executive Directors	Total	Executive Directors	Non-executive Directors	Total
Below RM200,000	1	-	1	1	2	3
RM200,000 and RM300,000	3	-	3	3	-	3
RM300,000 and above	-	-	-	-	-	-

2. AUDIT COMMITTEE

The composition of the Audit Committee is as follows:

Name	Responsibility	Directorship
Lam Kee Soon	Chairman of the Committee	Non-Executive and Independent
Dato' Syed Azman Bin Syed Ibrahim	Member of the Committee	Non-Executive and Independent
Saw Kam Fock @ Saw Kim Hock	Member of the Committee	Executive

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

3. KEY MANAGEMENT

3.1 The profiles of the key management of the HIB Group are as disclosed below:

Saw Kam Weng, aged 46, joined HGSB as a Director in 1988 and has had 21 years experience in garment and textiles manufacturing as well as the marketing and distribution of T-shirts to various schools for Physical Education courses. He is also a Director of HHSB, WBSB and LTSB and he currently assists in the supervision of the entire production process to ensure that delivery schedules are adhered to. He also oversees the quality control work that is carried out on all output to ensure compliance with quality standards.

Soo Kim Tek @ Saw Kim Teik, aged 59, joined HGSB as a Director in 1982. He has previous experience in the plantations industry, where he supervised palm oil and rubber plantation workers. He is also a Director of HHSB and WBSB and his current roles in the HIB Group include implementation of scheduled maintenance works, general supervision of factory operations in all departments to ensure that operation plans are carried out with minimal disruption. He is also in charge of welfare as well as the overall discipline of the factory workers.

Ong Toon Woo, aged 45, joined HGSB as the General Manager in January 2001. He holds a Bachelor of Science (Honours) Degree from the University of Malaya which was obtained in 1981. He started his career in Emporium Holdings Sdn Bhd in 1982. He gained substantial experience in retail management during the 5 years in Emporium Holdings Sdn Bhd. From 1987 to 1989, he was attached to Parkson Corporation Sdn Bhd as a Buyer. In 1990, he joined Teo Guan Lee (KL) Sdn Bhd, a company principally involved in the manufacturing and marketing of branded apparels as the Sales Manager and was responsible for the sales and marketing functions. Thereafter, he joined P.T. Gajah Tunggal Mulia (Sogo Departmental Store, Jakarta) in 1992 as Merchandising Manager. In 1993, he joined Teo Guan Lee Corporation Bhd. as Marketing Manager and was subsequently promoted to Assistant General Manager and General Manager in 1995 and 1996 respectively. In 2000, he joined Bestway Department Store, Singapore as General Manager. He is currently in charge of HGSB's marketing strategy including advertising and sales promotion activities, and to ensure that sales and profit objectives are met.

Drusylla Tung Swee Wah, aged 40, was appointed as the Assistant General Manager of WBSB in June 2001. She holds a Bachelor of Social Sciences Degree from Universiti Kebangsaan Malaysia which she obtained in 1985. She has experience in retail, merchandising and licensing operations. In 1985, she joined Jaya Jusco Stores Bhd, a company principally involved in the retailing business where she served as the Merchandising and Store Manager for a period of approximately 12 years. Thereafter, she joined Cartoon's World Sdn Bhd ("CWSB") in 1998, a company principally involved in the business of character licensing and merchandising. She was with CWSB as the Licensing Manager for 3 years before joining Regal Industry Sdn Bhd as an Operations Manager. She is currently responsible for all boutique operations, marketing and general management.

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

Loo Yew Cheong, aged 39, joined HGSB in June 2001 as Assistant General Manager. He is an Associate Member of the Malaysian Institute of Management. In 1988, he graduated from the University of Wisconsin, US with a Bachelor of Science Degree in Management and Interpersonal Communication. Upon his graduation, he began his career in the garment industry with K-Mart Apparel Corporation as a Manager in various stores of the US retail giant. He returned to Malaysia in 1992 after 4 years with K-Mart Apparel Corporation. He worked as Marketing Executive in the information technology industry for approximately a year before joining Yaohan (M) Sdn Bhd as Training Manager in 1993. He joined Pelco Trading Sdn Bhd, a manufacturer and trader of leather-ware products as Marketing Manager in 1994 for a period of 2 years. From 1997 to 1999 he worked with JC Garments (M) Sdn Bhd (a subsidiary of Teo Guan Lee Corporation Bhd), a garment manufacturer, as the Business Manager and gained valuable experience in the area of production. In 1999, he joined TR Holdings Sdn Bhd, a company involved in the marketing and trading of men's apparels as Marketing Manager for a period of 2 years. His current responsibility is to strengthen the client base and increase the distribution network of HGSB throughout the country.

Chew Kee Hiang, aged 47, joined HASB in 1996 as Financial Controller responsible for the financial, accounting and administrative functions of the company. She graduated in 1979 from the University of Malaya with a Bachelor of Accounting (Honours) Degree and is a member of the Malaysian Institute of Accountants. Upon graduation, she started her career as an accountant with Rubber Industry Smallholders Development Authority ("RISDA"). After 13 years, she left to join Tower Rubber Industries Sdn Bhd, a foreign-owned manufacturer of examination gloves as the Finance & Administration Manager. The 5 years with the company gave her much experience not only in the financial and accounting aspects of a manufacturing concern but also in the production and human resources operations. She currently co-ordinates the research and development activities of the Group and she is also an Executive Director of LTSB.

Yong Siew Kee, aged 32, joined WBSB in 2000 as an Accountant. He obtained his Malaysian Institute of Certified Public Accountants (formerly known as Malaysian Association of Certified Public Accountants) professional qualification in June 2000 and is also a member of the Malaysian Institute of Accountants. He started his professional career with Kassim Chan & Co. (currently known as Deloitte KassimChan) in end 1993. He gained wide and extensive experience in accounting, taxation and financial management of various industries from his 5 years service with Kassim Chan & Co.. Prior to joining WBSB, he was with Vanyu Holdings Sdn Bhd as Finance Manager for approximately a year. While he is primarily responsible for the financial and accounting functions of WBSB, he also assists in the preparation of accounts for LTSB.

Lee Ching Yee, aged 39, joined HGSB as Accounts Manager in 1997. She obtained her Association of Chartered Certified Accountants professional qualification in 1990. She is a Fellow of Association of Chartered Certified Accountants. She started her career in the Brighton Health Authority in England, a health service provider, in 1989 and was promoted to Financial Accountant in 1990. In 1991, she returned to Malaysia and joined General Ecology Sdn Bhd, a trading company as Accounts and Administration Manager. In 1995, she joined Etoman (M) Sdn Bhd, a lingerie manufacturing and trading company, as the Accounts and Administration Manager for a period of 2 years. She is presently responsible for the financial and accounting functions of HGSB as well as assisting in the preparation of accounts for HPSB.

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

Tan Mei Mei, aged 29, was appointed as the Assistant Management Information Systems Manager for HGSB in 1998 and was promoted as Management Information Systems Manager in 2002. She holds a Higher Diploma in Business Information Technology from Asia Pacific Institute of Information Technology and is trained as a Microsoft Certified Systems Engineer. In 2002, she graduated with a Bachelors Degree in Computing Science from the University of Staffordshire. She started work with Orlando Corporation Sdn Bhd, a company carrying on manufacturing and retailing of apparels in 1994 as Management Trainee. She was promoted to Assistant Programmer in 1995, Electronic Data Processing Executive in 1996 and finally to Management Information Systems Executive in 1997. Her experience in Information Technology in a garment manufacturing and retailing company will serve her well in her present role of overseeing and carrying out all Management Information Systems operations. She also assists in the research and development activities of the Group.

Goh Kai Lip, aged 43, is the General Manager and Executive Director of HIPL. He has been with HIPL since 1994 and was involved in the setting up of HIPL. He graduated from the University of Iowa, US with Bachelor of Arts majoring in Finance and Economics in 1987. Upon graduation, he set up his own trading company in Singapore, sourcing apparels for international buyers. His 7 years of experience in running his own company is an asset to the Group as he is able to manage all aspects of the business of HIPL. Besides overall management of HIPL, he is actively involved in sourcing, sales, marketing and all promotional activities of HIPL.

Soo Meei Yuen, aged 36, is the Merchandising Manager of HIPL. She assisted in the setting up of HIPL and assumed her current position since incorporation of HIPL in 1994. She graduated in 1988 with a Bachelor of Business Administration Degree from the University of Iowa, US. Upon graduation, she assisted her spouse, Goh Kai Lip in managing his trading company in Singapore. From the merchandising and marketing experience gained during those 6 years, she is now taking on all the merchandising functions in HIPL which also involves production scheduling and sourcing of garments.

Soo Sui Liong, aged 33, is the Export Manager of HASB. He graduated in 1993 with a Bachelor of Business (Manufacturing Management) Degree from Monash University, Melbourne, Australia. He started his career in 1993 with Hollit Sdn Bhd, an agent for European apparel buyers, serving there for 3 years as Quality Auditor and Merchandiser. In 1995, he moved on to Jebesen & Jessen Sdn Bhd, an agent for European buyers, as Senior Merchandiser. After 2 years there and with much experience gained in quality controls of apparels and in merchandising, he joined HGSB in 1997 as a Merchandiser and worked in various departments within the HIB Group. Besides the merchandising department, he also spent time in quality control, production planning and marketing. In 2000, he joined HASB as an Export Manager and his current responsibility is to expand the export customer base of the Group.

Mah Ai Choo, aged 33, joined HASB in June 1994 as Merchandising Manager. She holds a Diploma in LCCI Higher Accounting which she obtained in 1989. She possesses skills in merchandising and scheduling of production through her experience in other apparel companies. Her first job was with Knit Textiles Sdn Bhd, a garment manufacturer, which she joined in 1989 as the Merchandising Head. Her responsibility includes co-ordination of all the merchandising work. After 3 years, she left to join B.S. Mill Enterprise Sdn. Bhd, an apparel buying agent, as the Merchandiser. She was there for 2 years. Her current role is that of supervision of all merchandising work while assisting in production scheduling and sourcing of raw materials.

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

Chua Chong Chai, aged 37, was appointed as Senior Creative Designer of HGSB in 1995. He received his Diploma in Communication Art from the Kuala Lumpur College of Art in 1990. His talent is in the freehand inking of cartoon characters. In 1990, he started his career as a Chief Designer with Ray Summers (S) Pte Ltd, an apparel designing and trading company. He was involved in the designing of Disney character apparels while acting as liaison with the licensor on design approvals. His 5 years experience in cartoon design for apparels has helped the Group achieve recognition from licensors for outstanding designs. As a Senior Creative Designer, he is responsible for overall design activities while ensuring that all approvals are received before bulk production.

Teo Liang Hee, aged 52, joined HGCL in 1998 as Factory Manager in charge of all aspects of the factory operation. He received his technical training and graduated from the Associated School of Dressmaking Art, Singapore in 1983. He started his career in the garment industry with Wing Tai Garment Mfy (S) Pte Ltd from 1966 to 1977 and K.S. Textile Industry Pte Ltd from 1978 to 1980. He then joined Majestic Industry Pte Ltd in 1981. Upon his graduation in 1983, he was promoted to Production Manager. He left the company in 1984 to become the manager in-charge of factory and production in Singapore for Good Garment Mfg. Pte Ltd, Globe Garment Corporation and Bibi & Baba Trading Pte Ltd from 1984 to 1994. In 1995, he started his career overseas with P.P.S. Ltd, Cambodia as Production Manager. He left in the same year to join P.T. Spring Stars Djaja in Indonesia as Factory Manager. In 1997, he returned to Cambodia and joined F.Y. Cambodia Fashions Ltd. as Production Manager. His experience in Singapore, Indonesia and Cambodia serves him well for his present role in HGCL.

Ng Chin Huat, aged 46, joined HASB in 1988 as Knitting Manager. He has 24 years experience in the knitting process after working in 4 other garment manufacturing companies before joining HASB. He started his career in Tai Tat Sdn Bhd in 1976 where he worked for 3 years before joining Choon Giap Sdn Bhd and serve for 3 years. He then worked for Asia Textiles Sdn Bhd as Technician and Wing Wah Sdn Bhd, for 3 years respectively. His position in Wing Wah Sdn Bhd was Knitting Manager. Due to his vast experience in handling knitting machines, he is able to carry out repairs and maintenance work on the machines and hence minimise machine breakdown. His present role includes overall supervision and management of the knitting department, set-up and maintenance of knitting machines, trouble shooting and problem solving.

Abd. Halim Bin Saleh, aged 33, joined HASB in June 1996 as Printing Manager. He has a total of 11 years experience in screen-printing. He started his career in Texco Sdn Bhd, a Finished Artwork Artist and Screen-printing company as Printing Supervisor where he worked for 4 years, from 1990 to 1994. In 1995, he joined VAB Trading Sdn Bhd, a screen-printing company as Printing Supervisor prior to joining HASB. When he joined HASB in 1996, apart from being able to produce screen-printing output, he could also carry out preventive maintenance on the printing machines. He is presently responsible for all activities in the printing department. For research and development, he has been initiating trial prints using new printing techniques and new print mediums.

Leong Ooi Lin, aged 53, joined HASB in 1994 as Production Manager. She has 33 years sewing experience as a sewer, then supervisor and finally manager. She started her career with Hing Yiap Knitting Industries Berhad in 1968 and was with the company for 26 years, her last position being Production Manager. She has gained excellent sewing skills and developed strong contacts with cutting, making and trimming ("CMT") manufacturers. Her present role as Production Manager involves supervision of the sewing department of HASB which has about 300 operators. She also oversees HASB's sewing branches and all CMT manufacturers.

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

3.2 Save as disclosed below, none of the key management of the HIB Group has any direct or indirect interest in the Company save for the Issue Shares reserved for the eligible Directors and employees of the HIB Group pursuant to the Public Issue as set out in Section III(2) of this Prospectus:

Name	← Direct interest →		← Indirect interest →	
	No. of ordinary shares of RM0.50 each held	Percentage of issued and paid-up share capital %	No. of ordinary shares of RM0.50 each held	Percentage of issued and paid-up share capital %
Saw Kam Weng	8,441,030	5.63	⁽¹⁾ 66,737,535	44.49
Soo Kim Tek @ Saw Kim Teik	6,978,859	4.65	⁽²⁾ 68,199,706	45.47
Ong Toon Woo	-	-	-	-
Drusylla Tung Swee Wah	-	-	-	-
Loo Yew Cheong	-	-	-	-
Chew Kee Hiang	-	-	⁽³⁾ 18,530,346	12.35
Yong Siew Kee	-	-	-	-
Lee Ching Yee	-	-	-	-
Tan Mei Mei	-	-	-	-
Goh Kai Lip	-	-	-	-
Soo Mcci Yuen	-	-	⁽⁴⁾ 6,978,859	4.65
Soo Sui Liong	-	-	⁽⁵⁾ 6,978,859	4.65
Mah Ai Choo	-	-	-	-
Chua Chong Chai	-	-	-	-
Teo Liang Hee	-	-	-	-
Ng Chin Huat	-	-	-	-
Abd. Halim Saleh	-	-	-	-
Leong Ooi Lin	-	-	-	-

Notes:

- (1) Deemed interested by virtue of the shareholdings of his brothers, Sau Kim Hing @ Soo Kim Sin, Saw Kam Fock @ Saw Kim Hock, Soo Kim Tek @ Saw Kim Teik, Saw Kim Chuan and his sister Saw Guat Choo.
- (2) Deemed interested by virtue of the shareholdings of his brothers, Sau Kim Hing @ Soo Kim Sin, Saw Kam Fock @ Saw Kim Hock, Saw Kam Weng, Saw Kim Chuan and his sister Saw Guat Choo.
- (3) Deemed interested by virtue of the shareholdings of her spouse, Saw Kam Fock @ Saw Kim Hock.
- (4) Deemed interested by virtue of the shareholdings of her father, Soo Kim Tek @ Saw Kim Teik.
- (5) Deemed interested by virtue of the shareholdings of his father, Soo Kim Tek @ Saw Kim Teik.

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

4. PROMOTERS

- 4.1 The promoters of HIB together with their shareholdings in the Company as at the date hereof are as follows:

	Nationality	<--Before the Public Issue-->		<---After the Public Issue--->	
		No. of ordinary shares held	Percentage of issued and paid-up share capital %	No. of ordinary shares held	Percentage of issued and paid-up share capital %
Sau Kim Hing @ Soo Kim Sin	Malaysian	22,282,650	17.56	22,282,650	14.86
Saw Kam Fock @ Saw Kim Hock	Malaysian	18,530,346	14.61	18,530,346	12.35
Soo Kim Tek @ Saw Kim Teik	Malaysian	6,978,859	5.50	6,978,859	4.65
Saw Kam Weng	Malaysian	8,441,030	6.65	8,441,030	5.63
Saw Kim Chuan	Malaysian	13,593,542	10.71	13,593,542	9.06
Saw Guat Choo	Malaysian	5,352,138	4.22	5,352,138	3.57

- 4.2 The profiles of Sau Kim Hing @ Soo Kim Sin, Saw Kam Fock @ Saw Kim Hock, Saw Kim Chuan and Saw Guat Choo are set out in Section VI(1.1) of this Prospectus while the profiles of Saw Kam Weng and Soo Kim Tek @ Saw Kim Teik are set out in Section VI(3.1) of this Prospectus.
- 4.3 Sau Kim Hing @ Soo Kim Sin, Saw Kam Fock @ Saw Kim Hock, Soo Kim Tek @ Saw Kim Teik, Saw Kam Weng, Saw Kim Chuan, Saw Guat Choo do not have any major shareholdings in other public corporations for the 2 years preceding the date of this Prospectus.
- 4.4 Sau Kim Hing @ Soo Kim Sin, Saw Kam Fock @ Saw Kim Hock, Soo Kim Tek @ Saw Kim Teik, Saw Kam Weng, Saw Kim Chuan, Saw Guat Choo have extensive knowledge and experience in the business of textile, apparel and garment manufacturing and trading as indicated in Sections VI(1.1) and VI(3.1) of this Prospectus.
- 4.5 The changes in the shareholdings of Sau Kim Hing @ Soo Kim Sin, Saw Kam Fock @ Saw Kim Hock, Soo Kim Tek @ Saw Kim Teik, Saw Kam Weng, Saw Kim Chuan, Saw Guat Choo in HIB since the date of incorporation of HIB are set out in Section VI(5.4) of this Prospectus.

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

5. MAJOR SHAREHOLDERS

5.1 The major shareholders of HIB together with their respective shareholdings in the shares of the Company as at the date hereof, before and after the Public Issue, are as follows:

Name	← Before the Public Issue →			← After the Public Issue →		
	Direct interest	Indirect interest	Percentage of issued and paid-up share capital %	Direct interest	Indirect interest	Percentage of issued and paid-up share capital %
	No. of ordinary shares of RM0.50 each held	No. of ordinary shares of RM0.50 each held		No. of ordinary shares of RM0.50 each held	No. of ordinary shares of RM0.50 each held	
Sau Kim Hing @ Soo Kim Sin	22,282,650	(1) 52,895,915	41.69	22,282,650	52,895,915	35.26
Saw Kam Fook @ Saw Kim Hock	18,530,346	(2) 56,648,219	44.65	18,530,346	56,648,219	37.77
Soo Kim Tek @ Saw Kim Teik	6,978,859	(3) 68,199,706	53.75	6,978,859	68,199,706	45.47
Saw Kam Weng	8,441,030	(4) 66,737,535	52.60	8,441,030	66,737,535	44.49
Saw Kim Chuan	13,593,542	(5) 61,585,023	48.54	13,593,542	61,585,023	41.06
Saw Guat Choo	5,352,138	(6) 69,826,427	55.03	5,352,138	69,826,427	46.55
Toh Kim Heoh*	6,686,039	-	-	6,686,039	-	-
Mohd. Yusof Bin Mohd. Rashidi*	7,171,549	-	-	7,171,549	-	-
Mohamed Azahari Bin Mohamed Kamil	31,842,641	-	-	31,842,641	-	-

Notes:

- (1) Deemed interested by virtue of the shareholdings of his brothers, Saw Kam Fook @ Saw Kim Hock, Soo Kim Hock, Soo Kim Tek @ Saw Kim Teik, Saw Kam Weng, Saw Kim Chuan and his sister Saw Guat Choo.
 - (2) Deemed interested by virtue of the shareholdings of his brothers, Sau Kim Hing @ Soo Kim Sin, Soo Kim Tek @ Saw Kim Weng, Saw Kim Chuan and his sister Saw Guat Choo.
 - (3) Deemed interested by virtue of the shareholdings of his brothers, Sau Kim Hing @ Soo Kim Sin, Saw Kam Fook @ Saw Kim Hock, Saw Kam Weng, Saw Kim Chuan and his sister Saw Guat Choo.
 - (4) Deemed interested by virtue of the shareholdings of his brothers, Sau Kim Hing @ Soo Kim Sin, Saw Kam Fook @ Saw Kim Hock, Soo Kim Tek @ Saw Kim Teik, Saw Kim Chuan and his sister Saw Guat Choo.
 - (5) Deemed interested by virtue of the shareholdings of his brothers, Sau Kim Hing @ Soo Kim Sin, Saw Kam Fook @ Saw Kim Hock, Soo Kim Tek @ Saw Kim Teik, Saw Kam Weng, and his sister Saw Guat Choo.
 - (6) Deemed interested by virtue of the shareholdings of her brothers, Sau Kim Hing @ Soo Kim Sin, Saw Kam Fook @ Saw Kim Hock, Soo Kim Tek @ Saw Kim Teik, Saw Kam Weng, and Saw Kim Chuan.
- * Ceased to be major shareholders after the Public Issue.

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

- 5.2 The profiles of Sau Kim Hing @ Soo Kim Sin, Saw Kam Fock @ Saw Kim Hock, Saw Kim Chuan and Saw Guat Choo are set out in Section VI(1.1) of this Prospectus while the profile of Mohamed Azahari Bin Mohamed Kamil is as follows:

Mohamed Azahari Bin Mohamed Kamil, aged 42 is a major shareholder of HIB with direct shareholdings of 21.23% upon completion of the Public Issue. He graduated from the Institute Technology Mara in Shah Alam with a Diploma in Banking in 1980 and subsequently obtained his Masters of Business Administration (Finance) from the Central Michigan University in the US in 1984. He started his career with the Malaysian French Bank in 1984 as a Credit and Marketing Officer after which he joined Malaysian Industrial Development Finance Berhad in 1985 as a Project Officer. In 1988, he joined MIDF Corporate Consultancy Services Sdn Bhd as a Manager in Public Issues and Marketing. From 1989 to 1992, he was attached to Bapema Corporation Sdn Bhd as a Senior Manager in Investment and Corporate Planning. From January 1993 to May 1993, he was the Assistant Manager of Business Development for Island and Peninsular Berhad. From June 1993 to March 1994, he was attached to Kimara Equities Sdn Bhd as an Executive Director after which he joined PB Securities Sdn Bhd in April 1994 as a Corporate Institutional Dealer until October 1994. In November 1994, he started his own asset management company, JMF Asset Management Sdn Bhd assuming the role of Managing Director, a position which he still holds to date. He is also a Director of several private limited companies such as JMF Nominees (Tempatan) Sdn Bhd, JMF Capital Sdn Bhd, JMF Margin Sdn Bhd, Harta AHT Sdn Bhd, Jupiter Securities Sdn Bhd, Jupiter Research Sdn Bhd and JETFM Sdn Bhd. Apart from the above, he is also an Independent and Non-Executive Director in the following public companies which are listed on the Main Board of the KLSE i.e. Pica (M) Corporation Berhad and Ayer Hitam Tin Dredging Malaysia Berhad.

- 5.3 Save as disclosed below, none of the major shareholders of HIB have any previous or existing directorship or major shareholdings in other public corporations for the past 2 years preceding the date of this Prospectus:

Name	Nationality	Company	←-----Directorships-----→		Substantial direct shareholding %
			Date of appointment	Date of resignation	
Mohamed Azahari Bin Mohamed Kamil	Malaysian	Pica (M) Corporation Berhad	22.10.01	-	-
		Ayer Hitam Tin Dredging Malaysia Berhad	08.03.02	-	-

- 5.4 The changes in the direct shareholdings of the major shareholders of HIB since the date of incorporation of HIB are as follows:

Name	As at ←-16 September 2002 ⁽²⁾ ->		As at ←-12 August 2002 ⁽¹⁾ ->		As at ←-27 October 2001*->	
	Percentage of issued and paid-up Share capital %		Percentage of issued and paid-up share capital %		Percentage of issued and paid-up share capital %	
	No. of ordinary shares		No. of Ordinary shares		No. of ordinary shares	
Sau Kim Hing @ Soo Kim Sin	22,282,650	14.86	18,014,728	17.56	-	-
Saw Kam Fock @ Saw Kim Hock	18,530,346	12.35	14,981,124	14.61	-	-

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

Name (cont'd)	As at ←16 September 2002 ⁽²⁾ →		As at ←12 August 2002 ⁽¹⁾ →		As at ←27 October 2001*→	
	No. of Ordinary Shares	Percentage of issued and paid-up share capital %	No. of Ordinary shares	Percentage of issued and paid-up share capital %	No. of ordinary shares	Percentage of issued and paid-up share capital %
Soo Kim Tek @ Saw Kim Teik	6,978,859	4.65	5,642,159	5.50	-	-
Saw Kam Weng	8,441,030	5.63	6,824,272	6.65	-	-
Saw Kim Chuan	13,593,542	9.06	10,989,894	10.71	-	-
Saw Guat Choo	5,352,138	3.57	4,327,013	4.22	-	-
Toh Kim Heoh	6,686,039	5.27	5,405,424	5.27	-	-
Mohd. Yusof Bin Mohd. Rashidi	7,171,549	5.65	5,797,942	5.65	-	-
Mohamed Azahari Bin Mohamed Kamil	31,842,641	21.23	25,743,640	25.10	-	-
Loh Peng Siang	1	@	1	@	1	50.00
Yeap Gaik Hoon	1	@	1	@	1	50.00

Note:

* Being the date of incorporation of HIB.

@ Less than 0.1%.

(1) Being the date of completion of the Acquisitions.

(2) Being the date of completion of the Rights Issue.

6. SERVICE AGREEMENTS

None of the Directors and the key management of the HIB Group have any existing or proposed service agreements with the Company or any of its subsidiaries.

7. RELATIONSHIPS AND ASSOCIATION

Save as disclosed below, there is no other relationship and association between the major shareholders, promoters, Directors of the Company and the key management of the HIB Group:

- (i) Sau Kim Hing @ Soo Kim Sin, Saw Kam Fock @ Saw Kim Hock, Soo Kim Tek @ Saw Kim Teik, Saw Kim Chuan and Saw Kam Weng are brothers ("Saw Brothers").
- (ii) Saw Guat Choo is the sister of the Saw Brothers.
- (iii) Chew Kee Hiang is the wife of Saw Kam Fock @ Saw Kim Hock.
- (iv) Soo Sui Liong is the son and Soo Meei Yuen is the daughter of Soo Kim Tek @ Saw Kim Teik.
- (v) Goh Kai Lip is the husband of Soo Meei Yuen and the son-in-law of Soo Kim Tek @ Saw Kim Teik.

VI. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS AND MAJOR SHAREHOLDERS (CONT'D)

8. EMPLOYEES

As at 16 September 2002, the HIB Group has a total of 2,299 employees. Other than approximately 200 employees of HGCL which belongs to the Cambodia Labour Union Federation under the Cambodia Ministry of Labour and Social Affairs, none of the other employees of the HIB Group belongs to any union. The management enjoys a cordial and harmonious working relationship with its employees and there have been no industrial disputes arising between the employees and the Group since the Group commenced operations. The breakdown of the total number of employees into categories and the average number of years of service as at 16 September 2002 are as follows:

Category	Total number of employees	Average number of years of service
Managerial and professional	45	6
Technical and supervisory	85	5
Clerical	146	4
General worker	188	2
Factory worker	1,835	1

The training and development programmes undertaken by the HIB Group between January 1999 and September 2002 are as follows:

Type of programme	No. of programmes	
	Completed	On-going/planned
Technical	11	9
Managerial	7	5
Others	7	3
Total	25	17

9. DECLARATION

Sau Kim Hing @ Soo Kim Sin and Saw Kam Weng were directors of Hytex Industries (M) Sdn Bhd, a company which was wound-up on 4 January 1989 by an order issued by the Johor Bahru High Court in relation to an indebtedness amounting to RM85,482.

Save as disclosed above, none of the Directors and key management of the HIB Group is or was involved in the following events (whether in or outside Malaysia):

- (a) a petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was an executive officer; or
- (b) conviction in criminal proceedings or is a named subject of pending criminal proceedings; or
- (c) the subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or government 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.

VII. APPROVALS AND CONDITIONS

The approvals for the Acquisitions, Rights Issue and Public Issue were obtained from the MITI on 19 March 2002 and 28 March 2002, the SC on 30 April 2002 and 11 July 2002, and the FIC on 26 June 2002, 4 July 2002 and 11 July 2002, respectively. The conditions imposed by the FIC, MITI and SC and the status of compliance are set out as follows:

Authority	Details of Conditions Imposed	Status of Compliance
FIC	None.	Not applicable.
MITI	<ol style="list-style-type: none"> 1. HIB is to obtain the approvals of the FIC and SC. 2. The recognition of the existing Bumiputera shareholdings in HIB of 45,020,394 ordinary shares of RM0.50 each or approximately 30.01% of the enlarged issued and paid-up share capital of HIB is subject to the following: <ol style="list-style-type: none"> (i) 30% of the recognised Bumiputera shareholdings can be sold during the 12 months after the Listing; and (ii) The remaining 70% of the recognised Bumiputera shareholdings can only be sold in stages upon obtaining the MITI's approval. 	<p>HIB obtained the approvals of the SC on 30 April 2002 and 11 July 2002, and the FIC on 26 June 2002, 4 July 2002 and 11 July 2002 respectively.</p> <p>To be complied.</p> <p>To be complied.</p>
SC	<ol style="list-style-type: none"> 1. HIB is required to disclose in the Prospectus, its risk management plans to address major risks in connection with its business, including fire risks, electricity crisis and any other risks which may pose a threat to the smooth operations and financial performance of the HIB Group. 2. The promoter, directors and substantial shareholders of HIB shall not undertake any businesses which may give rise to conflict of interest directly or indirectly with the businesses of the HIB Group in the future. As such, the shareholders and promoters of HIB are required to give an undertaking that they will not be involved in any new businesses which is similar or competing with the businesses of the HIB Group. 3. The Sale and Purchase Agreements for the Acquisitions of HIPL and HGCL are required to be signed and sealed prior to the issuance of the Prospectus. A copy of the Sale and Purchase Agreements should be made available to the SC. In connection with the above, HIB is required to ensure that the paid-up capital of HGCL is increased to USD1,500,000, as proposed, prior to the Listing of HIB. 4. The ownership of the land and building pertaining to Lot P.T. Nos. 31829 and 16422, H.S. (M) Nos. 18855 and 18856, Mukim Batu, Daerah Gombak, Selangor, is required to be vested under one company and the change in ownership of the land and/or building have to be completed prior to the issuance of the Prospectus. As an alternative, HIB and HHSB is required to give an undertaking letter each stipulating that they will undertake not to sell the land in the future so long as the HIB Group is using the building for the purposes of its business operations. 	<p>Complied. Appropriate disclosure has been made in Section IV(iv) of this Prospectus.</p> <p>Complied. A copy each of the letters of undertaking by the promoters, directors and substantial shareholders dated 19 September 2002 have been submitted to the SC on 20 September 2002.</p> <p>Complied. A copy each of the Sale and Purchase Agreement for HIPL and HGCL dated 26 August 2002 have been submitted to the SC on 6 September 2002.</p> <p>Complied. Letters of undertaking dated 31 July 2002 by HHSB and HASB have been submitted to the SC on 28 August 2002.</p>

VII. APPROVALS AND CONDITIONS (CONT'D)

Authority	Details of Conditions Imposed	Status of Compliance
SC (Cont'd)	5. Any future business transactions between the HIB Group and companies related to the directors or promoters of HIB are to be transacted at arm's length and not based on terms which are detrimental to the HIB Group. HIB's Audit Committee is required to monitor such transactions and the directors of HIB are required to report such transactions, if any, in the annual report of HIB.	To be complied.
	6. CIMB/HIB is required to provide to the SC for its information, a copy of the valuation report pertaining to the land and buildings where a loan of RM1.827 million has been secured for the purposes of financing the acquisition, and whereby the balance outstanding on the said loan will be repaid using the proceeds raised from the Rights Issue and Public Issue.	Complied. A copy of the valuation report has been submitted to the SC on 12 July 2002.
	7. HIB is required to disclose the stock-turnover trend, stock-holding policy and risk of stock obsolescence in its Prospectus, if any.	Complied. Appropriate disclosure has been made in Section V(3.4) of this Prospectus.
	8. HIB is required to fully comply with the relevant requirements pertaining to the listing of companies as stipulated in the SC Guidelines, including compliance with paragraph 10.17 whereby the HIB Group should not venture into other activities not related to their original core business for a period of 3 years from the date of admission to the Main Board of the KLSE.	Complied/To be complied.
	9. HIB is required to fully comply with the relevant requirements pertaining to the placement of securities undertaken as part of a listing scheme as stipulated in Chapter 10 of the SC Guidelines.	To be complied.
	10. The utilisation of proceeds raised from the Rights Issue and Public Issue is subject to the following conditions:	
	(i) The SC's approval is required for any changes to the utilisation of proceeds, as originally proposed, should the said changes involve the utilisation which is other than for the core business activities of HIB;	To be complied.
	(ii) The approval of the shareholders of HIB is required should the proposed utilisation of proceeds deviate by 25% or more from that originally proposed by HIB. Should the proposed utilisation of proceeds deviate by less than 25%, an appropriate disclosure of such deviation is required to be made to the shareholders of HIB;	To be complied.
	(iii) The time frame for the utilisation of proceeds has to be disclosed in HIB's Prospectus.	Complied. Appropriate disclosure has been made in Section III(7) of this Prospectus.
	Any extension of time from the time frame set by HIB for the proposed utilisation of proceeds has to be approved by a clear resolution by the Board of Directors of HIB and must be fully disclosed to the KLSE; and	To be complied.
	(iv) Appropriate disclosure regarding the status of the utilisation of proceeds has to be made in the quarterly and annual reports of HIB until the said proceeds have been fully utilised.	To be complied.

VIII. CONFLICT OF INTERESTS AND RELATED PARTY TRANSACTIONS

- None of the Directors or major shareholders of HIB and its subsidiaries has any interest, direct or indirect, in any business carrying on a similar trade as the Company or its subsidiaries.
- Save as disclosed below, none of the Directors or major shareholders of HIB has any interest, direct or indirect, in the promotion of or in any assets acquired or proposed to be acquired or assets disposed of or proposed to be disposed of or leased to or proposed to be leased to the Company or its subsidiaries within the 2 years preceding the date of this Prospectus:

The Directors and/or major shareholders of HIB who are deemed interested in the Acquisitions as disclosed in Section V(2)(i) are as follows:

Director/Major Shareholder	Nature of interest
Sau Kim Hing @ Soo Kim Sin	Director of HASB, HGSB, HHSB HPSB, LTSB, HGCL and substantial shareholder of HASB, HGSB, HHSB HPSB and LTSB
Saw Kam Fock @ Saw Kim Hock	Director of HASB, HGSB, HHSB HPSB, LTSB, HGCL and substantial shareholder of HASB, HGSB, HHSB HPSB and LTSB
Soo Kim Tek @ Saw Kim Teik	Director of HGSB, HHSB and substantial shareholder of HASB, HGSB and HHSB
Saw Kim Chuan	Director of HASB, HHSB and WBSB and substantial shareholder of HASB and HHSB
Saw Kam Weng	Director of HHSB, HGSB, LTSB and substantial shareholder of HHSB, HASB, HGSB and LTSB
Saw Guat Choo	Director of HHSB, HGSB and substantial shareholder of HHSB and HGSB
Mohamed Azahari Bin Mohamed Kamil	Substantial shareholder of HASB, HGSB and HHSB

- Save as disclosed below, there are no other related party transactions between the HIB Group with the Directors, major shareholders and/or person connected to them:

The Directors, major shareholders of HIB and/or person connected to them who are renting properties to the HIB Group as hostels for employees are as follows:

Name of company	Name of related party	Designation	Annual rental RM
HASB	Saw Kam Weng	Director	8,076
HASB	Saw Yet Mooi ⁽¹⁾	Director of HGSB	6,000
HASB	Chin Weng Fee ⁽²⁾	Director of HPSB	6,000
HASB	Saw Yee Eng ⁽¹⁾	-	12,276
HASB	Saw Guat Choo	Director	5,400
HGSB	Saw Guat Choo	Director	9,288
HGSB	Saw Kam Fock @ Saw Kim Hock	Director	8,778
HGSB	Soo Kim Tek @ Saw Kim Teik/ Soo Sui Liong ⁽³⁾	Director/Export Manager, HASB	32,820
HGSB	Ting Siew Boon ⁽⁴⁾	Director of LTSB	7,200

VIII. CONFLICT OF INTERESTS AND RELATED PARTY TRANSACTIONS (CONT'D)

Notes:

- (1) Sister of the Directors of HIB.*
- (2) Husband of Saw Guat Choo.*
- (3) Son of Soo Kim Tek @ Saw Kim Teik.*
- (4) Wife of Sau Kim Hing @ Soo Kim Sin.*

The Directors of HIB are of the view that the above transactions have been established at arms length under mutually agreed terms, which are not more favourable to the related parties than those generally available to the public.

- 4. There is no potential interest and/or conflict of interest between the Group and its Adviser, Managing Underwriter and Placement Agent, Auditors and Reporting Accountants and Solicitors as set out in the Corporate Directory section of this Prospectus.

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