

7. RESTRUCTURING AND LISTING SCHEME

7.1 Restructuring Scheme

In conjunction with and as an integral part of the listing of and quotation for the entire issued and paid-up share capital of the Company on the Main Board of the KLSE, the Company undertook a restructuring exercise involving the following:

7.1.1 Acquisition of HCM

Protasco entered into a conditional sale and purchase agreement dated 20 May 2002 and a supplemental sale and purchase agreement dated 6 June 2003 with PHSB and Dato' Hasnur Rabiain bin Ismail for the acquisition of the entire issued and paid-up ordinary share capital of HCM comprising 2,000,000 shares for a purchase consideration of RM47,201,116 satisfied by an issue of 89,058,000 new Protasco Shares at an issue price of approximately RM0.53 per Share, credited as fully paid-up.

Details of the acquisition are as follows:

Vendors of HCM	No. of shares acquired in HCM	%	Purchase Consideration (RM)	No. of new Protasco Shares issued
PHSB	800,001	40.00	18,880,446	35,623,200
Dato' Hasnur Rabiain bin Ismail	1,199,999	60.00	28,320,670	53,434,800
	2,000,000	100.00	47,201,116	89,058,000

The purchase consideration for the acquisition of HCM was arrived at based on the audited consolidated NTA of HCM as at 31 December 2001 of RM47,201,116.

The Acquisition of HCM was completed on 6 June 2003.

7.1.2 Acquisition of KISB

Protasco entered into a conditional sale and purchase agreement dated 20 May 2002 and two supplemental sale and purchase agreements dated 7 October 2002 and 6 June 2003 respectively with Sanida, KBI and PIB for the acquisition of the entire issued and paid-up ordinary share capital of KISB comprising 30,000,000 shares for a purchase consideration of RM76,515,470 satisfied by an issue of 144,368,000 new Protasco Shares at an issue price of approximately RM0.53 per Share, credited as fully paid-up.

Details of the acquisition are as follows:

Vendors of KISB	No. of shares acquired in KISB	%	Purchase Consideration (RM)	No. of new Protasco Shares issued
Sanida	24,360,625	81.20	62,130,562	117,226,816
KBI	3,258,875	10.86	8,309,580	15,678,364
PIB	2,380,500	7.94	6,075,328	11,462,820
	30,000,000	100.00	76,515,470	144,368,000

7. RESTRUCTURING AND LISTING SCHEME (Continued)

The purchase consideration for the acquisition of KISB was arrived at based on the adjusted audited consolidated NTA of KISB as at 31 December 2001 of RM76,515,470 after adjusting for the net revaluation surplus of its landed property amounting to RM23,134,226.

The Acquisition of KISB was completed on 6 June 2003.

7.1.3 Acquisition of Paves

Protasco entered into a conditional sale and purchase agreement dated 20 May 2002 and a supplemental sale and purchase agreement dated 6 June 2003 with PHSB for the acquisition of 60% of the issued and paid-up ordinary share capital of Paves comprising 300,000 shares for a purchase consideration of RM2,548,718 satisfied by an issue of 4,810,000 new Protasco Shares at an issue price of approximately RM0.53 per Share, credited as fully paid-up.

The purchase consideration for the acquisition of Paves was arrived at based on the audited NTA of Paves as at 31 December 2001.

The Acquisition of Paves was completed on 6 June 2003.

7.1.4 Acquisition of PTSB

Protasco entered into a conditional sale and purchase agreement dated 20 May 2002 and a supplemental sale and purchase agreement dated 6 June 2003 with PHSB, Dato' Hasnur Rabiain bin Ismail, Ronnie Yap Kee Tian and Dato' Chong Ket Pen for the acquisition of the entire issued and paid-up ordinary share capital of PTSB comprising 500,000 shares for a purchase consideration of RM5,463,027 satisfied by an issue of 10,308,000 new Protasco Shares at an issue price of approximately RM0.53 per Share, credited as fully paid-up.

Details of the acquisition are as follows:

Vendors of PTSB	No. of shares acquired in PTSB	%	Purchase Consideration (RM)	No. of new Protasco Shares issued
PHSB	400,000	80.00	4,370,421	8,246,400
Dato' Hasnur Rabiain bin Ismail	33,333	6.66	363,837	686,512
Ronnie Yap Kcc Tian	33,334	6.68	364,932	688,576
Dato' Chong Ket Pen	33,333	6.66	363,837	686,512
	500,000	100.00	5,463,027	10,308,000

The purchase consideration for the acquisition of PTSB was arrived at based on the audited NTA of PTSB as at 31 December 2001 of RM5,463,027.

The Acquisition of PTSB was completed on 6 June 2003.

7. RESTRUCTURING AND LISTING SCHEME (Continued)

A summary of the shareholding of the vendors of the Acquisitions is as follows:

Vendors	No. Protasco Shares held
Sanida	117,226,816
PHSB	48,679,600
Dato' Hasnur Rabiain bin Ismail	54,121,312
KBI	15,678,364
PIB	11,462,820
Ronnie Yap Kee Tian	688,576
Dato' Chong Ket Pen	686,512
	248,544,000

Prior to the listing of the entire issued and paid-up share capital of Protasco on the Main Board of the KLSE, Sanida and PHSB will respectively transfer a total of up to 39,996,702 and 16,609,028 of the Protasco Shares received to its ultimate shareholders as follows:

Name	No. of Protasco Shares
Abdul Majid Bin Md Akhir	34,214
Anicetus Zarsadias	52,274
Ansari Bin Mamyudi	41,058
Azizan Bin Saad	34,214
Azmi Bin Ab Rahman	13,686
Aznan bin Awalludin	78,412
B.A. Ramarau A/I Ballapoodi	37,629
Caroline Kom Lee Wah	615,864
Chai Seong Koon	598,749
Chia Kwok Kin	136,858
Dato' Chong Ket Pen	2,430,932
Dato' (Ir) Haji Mohd Haris bin Abas	169,772
Dato' Hasnur Rabiain Bin Ismail	11,318,512
Faisal Bin Abdul Rahim	718,508
Fatimah bte Abdullah @ Yap Neo	797,392
Fong Yim Mun	273,717
Hamidah Bibi Bte. Karim	95,801
Hanisman Bin Abd Rahman	564,535
Harun Bin Derani	94,084
Hasni Btc. Che Mohd Razali	143,702
Ibrahim Bin Wei	940,896
Ibrahim Bin Md. Akhir	34,214
Ismail Bin Mohd Yunus	51,322
Kamarudin Bin Hashim	34,214

7. RESTRUCTURING AND LISTING SCHEME (Continued)

Name	No. of Protasco Shares
Kamarul Bahrin Bin Kaironi	376,354
Khadijah bte Abdul Kawi	78,412
L.G.B. Holdings Sdn Bhd	3,331,326
Lau Yeet Mei	1,355,258
Lee Soon Ying	666,540
Leong For Wei	940,896
Lim Yew Ting	940,896
Mad Noor Bin Ismail	13,686
Maizatulakmam Bte Mohd Tahir	82,115
Max 3	16,396,348
Mohamed Halim bin Abu Bakar	639,838
Mohd Mustafa Bin Md. Dali	34,214
Mohd Nasir Bin Hassan	940,896
Mohd Rahman Bin Nor	51,322
Mohd Yunus bin Abdull Aziz	639,838
Muhammad Zamri Bin Hasan	752,721
Mustafa Bin Abu Bakar	13,686
Ngiam Lian Hong	78,412
Norani @ Siti Rohani bte Osman	915,858
Noraini bte Ahmad	548,074
Noormah bte Yahaya	666,540
Norliah Bte. Arifin	25,086
Norkiah bte Ahmad Makinuddin	666,540
Nordin Bin Abu Bakar	940,896
Normah Bte. Ali	27,372
Rizman bin Othman	130,850
Rohayah bte Harun	784,606
Romli Bin Ahmad	94,084
Ronnie Yap Kee Tian	376,354
Rozian Bte. Othman	13,686
Saad Bin Ahmad	13,686
Shahrin bin Shamsudin	666,540
Siti Aminah bte Abdullah	915,858
Song Ka Beng @ Song Chia Beng	290,824
Syed Budriz Putra Jamalullail	52,274
Tan Sri Abdul Hamid bin Pawanteh	484,714
Tee Tiong Chai	473,628
Teh Boon Huat @ Teh Leong Chye	342,147
Ting Choon Fook	68,430

7. RESTRUCTURING AND LISTING SCHEME (Continued)

Name	No. of Protasco Shares
Wan Nordin Bin Wan Ismail	94,084
Wong Leong Huat	940,896
Wong Wirry @ Wong Wee Chong	121,455
Zainal Anuar Bin Hamzah	34,214
Z Feroze Anuar Bin Ismail	273,717
TOTAL	56,605,730

Further PIB will also transfer a total of up to 11,582,824 of the Protasco Shares received to its ultimate shareholders as follows:

PIB

Name	No. of Protasco Shares
A Rani Bin Musa	48,658
Abd Hamid Bin Husin	92,448
Abd Razak Bin Osman	43,791
Abd Rahman Bin Mck	19,462
Abdul Ghani Bin Shaaban	374,708
Abdul Rahim Bin Mohd Ibrahim	90,764
Abdullah Bin Mohamed	38,926
Abzila Bin Salleh	38,926
Adanan Shah Bin Samsudin	244
Ahamad Bin Abd Manap	19,462
Ahat Hashin Bin Kurim	38,926
Ahmad Abade Bin Othman	1,824
Ahmad Bin Amin	9,731
Ahmad Bin Salleh	4,866
Ahmad Shukri Bin Mohd Ghazali	24,328
Ahnatharajah A/L S Thankadurai	486
Anuar Bin Ali Husin (deceased)	9,731
Awang Bin Abdullah	48,658
Azizi Bin Mohamed	38,926
Azizul Rahman Bin Hussain (deceased)	107,046
Badri Bin Bamol	24,328
Baharudin Bin Komit	29,194
Baidah Binti Kadil	243,286
Balasundram A/L V M Govindasamy	38,926
Che Cob Bin Che Hamat	48,658
Choo Chai Chan	97,314
Che Mat Bahri Bin Kasri	77,924
Chua Sok Eng @ Chua Yee Chon	77,852
Evali A/L Suppiah	175,166

7. RESTRUCTURING AND LISTING SCHEME (Continued)

Name	No. of Protasco Shares
Fatimah Binti Mahat	19,462
Ganapathy A/L Govindan	68,120
Gopalan A/L Achu	145,972
Hamazulan Bin Jamaludin	82,718
Hasamal Din Bin Mohd Silin	72,986
Hashim Bin Md Nor	48,658
Hassim Bin Udin	48,658
Hazbullah Bin Mamat	48,658
Hussin Bin Ran	38,926
Ibrahim Bin Mustafa	121,642
Idrus Bin Omar	248,152
Ismail Bin Sa'ad	38,926
Jamaluddin Bin Samsudin	38,926
Kamariah Binti Ghazali	38,926
Khalid Bin Md Elah	486
Kisnan A/L Veerasamy	38,926
Ku Osman Bin Ku Hamzah	4,866
Lazare George A/L Thomas George	116,778
Luis A/L Yanapagarasam	14,597
Maimon Binti Hassan	126,508
Malayandi A/L Kuppan	38,926
Malek Bin Hassan	38,926
Manokaran A/L Veeran	63,254
Mansor Bin Omar	974
Masrah Bt Jokee	486
Mat Zin Bin Mat Tahir	38,926
Md Rozi Bin Shaari	97,362
Mohamed Bin Daud	38,926
Mohamed Bin Ismail	9,731
Mohamed Zaini Bin Kamarudin	38,926
Mohd Hamidi Bin Hashim	72,986
Mohd Kassim Bin Baba	48,658
Mohd Khanafiah Bin Mohamed Zain	4,866
Mohd Mostafa Bin Nadim	486
Mohd Nor Bin Hussin	486
Mohd Nor Zaidi Bin Salleh	38,926
Mohd Sabri Bin Hasim	3,406
Mohd Sidek Bin Hassan Mohd	38,926
Mohd Yazip Bin Matori	486
Mohd Zabidi Bin Che Man	38,926

7. RESTRUCTURING AND LISTING SCHEME (Continued)

Name	No. of Protasco Shares
Muhamad Bin Selamat	102,180
Muhammad Roslan Bin Mansor	58,388
Muhamad Zawawi Bin Zakaria	194,628
Musalmah Binti Jantan	72,986
Nailah Binti Arifin	38,926
Nasirruddin Bin Musa	38,926
Normala Binti Zainudin	38,926
N Taramalinggam A/L Narayanasamy	72,986
Othman Bin Mohd Salleh	48,658
Othman Bin Tamby	974
Poon Fook Soon @ Pooh Eook Soon	53,522
Pukari Bin Suradi	24,328
Rahmah Binti Din	253,016
Rahmat Bin Mahiddeen	58,388
Rais Bin Ma'at	38,926
Raisom Binti Mustapha	43,791
Raja Ismail Bin Raja Soh (deceased)	58,388
Rajalingam A/L Kanagaratnam	43,791
Ramali Bin Mat Jabri	19,462
Ramalingam A/L Kuppan	72,986
Ramayah A/L Suppiah	72,986
Ramli Abd Hadi Bin Md Nawi	77,852
Rashidah Binti Yaakob	38,926
Ratanam A/L Sinnappan	97,314
Razaman Bin Jali	486
Rogayah Binti Wan Abdullah	48,658
Rohana Binti Kamarudin	73,034
Rohani Binti Jaafar	97,314
Rohaya Binti Abdul Hamid	68,120
Rosli Bin Ahmad	486
Saaidin Bin Abu Bakar	3,406
Salasiah Binti Osman	72,986
Salim Bin Misbar	291,942
Salleh Bin Jafar	38,926
Salwah Bt Attan @ Taliib	38,926
Samsudin Bin Abdul Ghani	43,791
Sapuan Bin Ramlan	486
Shaik Mohd Shiro Bin Pawanchee	4,866
Sharif Bin Tamby	48,658
Shukeri Bin Mohammad	53,522

7. RESTRUCTURING AND LISTING SCHEME (Continued)

Name	No. of Protasco Shares
Sobri Bin Aziz	963,460
Sukarni Bin B M Taffar	29,194
Sulaiman Bin Idar	48,658
Sulaiman Bin Kader Batcha	68,120
Sulkapli Bin Jantan	14,597
Supayah A/L Nadasan	19,462
Suppiah A/L Karpusamy	38,926
Supramaniam A/L Nadason	121,642
Tan Yein Kim @ Tan Eng Kian	2,464,482
Thambirajah A/L Munisamy	486
Thandayithapani A/L Raman	87,582
Tiow Sow Lian	107,046
Umi Kasom Binti Mahmud	110,184
Vinson A/L Soosai Michael	9,731
Yahya Bin Ahmad	426,338
Yap Ah Mui	291,942
Yatim Bin Jering	24,328
Zahairi Bin Abu	3,406
Zahari Bin Abdullah	4,866
Zahari Bin Ishak	486
Zainab Binti Ahmad	38,926
Zainal Abidin Bin Ibrahim	38,926
Zainal Bin Husin	43,791
Zainal Maulad Bin Othman	19,462
Zainal Rashid Bin Amin	145,972
Zaleha Binti Ahmad	38,926
Zarina @ Norhuda Binti Md Zamin	43,791
Zubir Bin Md Yunus	29,194
TOTAL	11,582,824

In the event of any shareholders of PIB who could not be located prior to the proposed transfer of Protasco Shares for any reason(s), these Protasco Shares will be held in trust by PIB for these shareholders.

7.1.5 Rights Issue

Protasco implemented a renounceable rights issue of 2,601,994 new Protasco Shares at par on the basis of one (1) new Protasco Share for approximately every 95.52 Protasco Shares held after the completion of the Acquisitions.

The Rights Issue was completed on 9 June 2003 and resulted in the share capital of Protasco being enlarged to 251,146,000 Protasco Shares.

7. RESTRUCTURING AND LISTING SCHEME *(Continued)*

7.2 Listing Scheme

7.2.1 Public Issue

In conjunction with the flotation of Protasco, the Company will implement a Public Issue of 48,854,000 new Protasco Shares whereby:

- (i) Up to 15,000,000 of the Public Issue Shares have been reserved for eligible Directors and employees of the Protasco Group;
- (ii) 5,000,000 of the Public Issue Shares will be made available for application by Malaysian public, to be allocated via ballot, of which at least 30% is to be set aside strictly for Bumiputera individuals, companies, co-operatives, societies and institutions; and
- (iii) 28,854,000 of the Public Issue Shares will be made available for application by Malaysian and/or foreign investors whereby attempt will be made to allocate 30% of the Public Issue Shares to Bumiputera investors.

Upon completion of the Public Issue, the issued and paid-up share capital of Protasco will increase from RM125,573,000 to RM150,000,000 representing 300,000,000 Protasco Shares.

7.2.2 Offer For Sale

19,600,000 Offer Shares whereby:

- (i) 9,000,000 Offer Shares will be available for application by Bumiputera investors nominated and approved by the MITI; and
- (ii) 10,600,000 of the Offer Shares will be made available for application by Malaysian and/or foreign investors whereby attempt will be made to allocate 30% of the Offer Shares to Bumiputera investors.

The Public Issue Shares to be issued pursuant to the Public Issue will rank *pari passu* in all respects with the existing Protasco Shares including voting rights and the rights to all dividends that may be declared in the future.

There is no minimum subscription to be raised from the Public Issue.

For further details of the particulars of the IPO, please refer to Section 3 of this Prospectus.

8. INFORMATION ON THE PROTASCO GROUP

8.1 History and Principal Activities

Protasco was incorporated in Malaysia on 18 May 2001 under the Act as a public company under the same name and is principally an investment holding company while the details of its subsidiaries and associated company are as follows:

Name	Date/Country of Incorporation	Issued and paid-up share capital RM	Effective interest in ordinary share capital %	Principal activities
HCM	23.09.91 Malaysia	2,000,000	100.00	Road construction, rehabilitation and maintenance
KISB	25.09.95 Malaysia	30,000,000	100.00	Training, geotechnical laboratory, structural and material testing, soil investigation, research & development, listing of building materials, engineering and technical related activities and services
Paves	21.12.91 Malaysia	500,000	60.00	Providing evaluation and testing services for road pavements
PTSB	19.08.93 Malaysia	500,000	100.00	Trading of construction materials and petroleum products
<i>Subsidiaries of HCM</i>				
HCM-THT	23.12.98 Malaysia	5,000	70.00	Road construction and rehabilitation
HCM-Isyoda JV	24.09.96 Malaysia	5,000	51.00	Road construction and rehabilitation
Roadcarc	06.08.99 Malaysia	10,000,000	51.00	Road maintenance
HCM-Endaya JV	28.01.00 Malaysia	250,000	51.00	Dormant
<i>Associated company of HCM</i>				
THT-HCM JV	23.01.01 Malaysia	100,000	40.00	Dormant

8. INFORMATION ON THE PROTASCO GROUP (Continued)

Name	Date/Country of Incorporation	Issued and paid-up share capital RM	Effective interest in ordinary share capital %	Principal activities
<i>Subsidiaries of KISB</i>				
Ikram Education	16.09.96 Malaysia	1,000,000	100.00	Provision of tertiary education and accommodation for students
Ikram Geotechnics	13.06.97 Malaysia	200,002	100.00	Provision of geotechnical installation and specialised construction services
Ikram Latihan	13.06.97 Malaysia	25,000	100.00	Provision of training courses
Ikram QA	23.03.99 Malaysia	25,000	100.00	Provision of material certification and listing of products
Ikram C & S	15.11.97 Malaysia	25,000	100.00	Provision of material testing, consultancy, forensic services, quality control and research and development in relation to civil and structural engineering works
Ikram Services	25.09.95 Malaysia	100,000	100.00	Provision of soil and site investigation and laboratory testing services
QP Industries	09.04.94 Malaysia	100,000	100.00	Manufacture of pavement products
Ikram Sabah	14.11.97 Malaysia	500,000	60.00	Provision of soil and site investigation and laboratory testing services
Ikram Sarawak	12.09.97 Malaysia	1,000,000	60.00	Provision of soil and site investigation and laboratory testing services

8.2 Changes in Share Capital

The authorised share capital of Protasco is RM300,000,000 comprising 600,000,000 ordinary shares of RM0.50 each. The issued and paid-up share capital of Protasco is RM125,573,000 comprising 251,146,000 Protasco Shares.

8. INFORMATION ON THE PROTASCO GROUP *(Continued)*

The changes in the issued and paid-up share capital of Protasco since incorporation are as follows:

Date of allotment	No. of ordinary shares allotted	Par value RM	Consideration	Cumulative issued and paid-up share capital RM
18.05.01	3	1.00*	Subscribers' shares	3
06.06.03	89,058,000	0.50	Issued pursuant to Acquisition of HCM	44,529,003
06.06.03	144,368,000	0.50	Issued pursuant to Acquisition of KISB	116,713,003
06.06.03	4,810,000	0.50	Issued pursuant to Acquisition of Paves	119,118,003
06.06.03	10,308,000	0.50	Issued pursuant to Acquisition of PTSB	124,272,003
09.06.03	2,601,994	0.50	Issued pursuant to Rights Issue at an issue price of RM0.50 per Share	125,573,000

Note:

* Subdivision to RM0.50 par on 8 April 2003.

Pursuant to the IPO, 48,854,000 new Protasco Shares will be issued.

8.3 Details on Subsidiaries

8.3.1 HCM

(i) History and Business

HCM was incorporated on 23 September 1991 under the Act as a private company limited by shares under the same name.

The company is principally engaged in road construction, rehabilitation and maintenance works.

(ii) Share Capital

The authorised share capital of HCM is RM10,000,000 comprising 10,000,000 ordinary shares of RM1.00 each, of which 2,000,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of HCM since its incorporation are as follows:

Date of allotment	No. of ordinary shares	Par value RM	Consideration	Resultant total RM
23.09.91	2	1.00	Subscribers' shares	2
01.10.91	600,000	1.00	Cash	600,002
30.01.97	1,399,998	1.00	Otherwise than cash (Capitalisation of debt)	2,000,000

8. INFORMATION ON THE PROTASCO GROUP (Continued)**(iii) Subsidiaries and Associated Companies**

Details of the subsidiaries and associated company of HCM are as follows:

Name	Date/Country of Incorporation	Issued and paid-up share capital RM	Effective interest in ordinary share capital %	Principal activities
HCM-THT	23.12.98 Malaysia	5,000	70.00	Road construction and rehabilitation
HCM-Isyoda JV	24.09.96 Malaysia	5,000	51.00	Road construction and rehabilitation
Roadcare	06.08.99 Malaysia	10,000,000	51.00	Road maintenance
HCM-Endaya JV	28.01.00 Malaysia	250,000	51.00	Dormant
THT-HCM JV	23.01.01 Malaysia	100,000	40.00	Dormant

(iv) Profit and Dividend Records

The following is a summary of the audited consolidated profit and dividend records of HCM for the past five (5) years ended 31 December 2002:

	<----- Year ended 31 December ----->				
	1998 RM'000	1999 ⁵ RM'000	2000 ⁶ RM'000	2001 ⁷ RM'000	2002 ⁸ RM'000
Turnover	49,202	121,406	166,596	328,375	535,261
EBITDA	5,966	15,519	21,786	47,907	69,526
Depreciation	(2,081)	(2,045)	(3,377)	(6,419)	(10,113)
Amortisation	-	(63)	(25)	(1,228)	-
Interest income	-	5	457	1,574	2,138
Interest expense	(1,478)	(663)	(412)	(1,035)	(1,316)
PBT	2,407	12,753	18,429	40,799	60,235
Taxation	(700)	(444)	(4,813)	(11,785)	(17,338)
PAT	1,707	12,309	13,616	29,014	42,897
MI	-	-	42	(9,119)	(9,935)
PATAMI	1,707	12,309	13,658	19,895	32,962

8. INFORMATION ON THE PROTASCO GROUP (Continued)

	←----- Year ended 31 December ----->				
	1998 RM'000	1999 ⁵ RM'000	2000 ⁶ RM'000	2001 ⁷ RM'000	2002 ⁸ RM'000
No. of ordinary shares in issue ¹ ('000)	2,000	2,000	2,000	2,000	2,000
Gross EPS ² (sen)	120	638	921	2,040	3,012
Net EPS ³ (sen)	85	615	683	995	1,648
Gross dividend rate ⁴ (%)	-	285	-	139	-

Notes:

- (1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.
- (2) Based on the PBT divided by the number of shares in issue.
- (3) Based on the PATAMI divided by the number of shares in issue.
- (4) Based on the dividend divided by the number of shares in issue.
- (5) Increased government spending on infrastructure development has contributed to the sudden increase in turnover of HCM Group in 1999. This was mainly contributed by a few major projects, namely the Kuala Perlis-Changlun, North South Central Link and KLIA Expressway – Package 3D & 3D2 projects.
- (6) Turnover further increased in 2000 as HCM Group secured a new build and design project, the rehabilitation and upgrading of Federal Route 5, Phase A (Kapar-Sabak Bernam & Klang-Banting) that contributed approximately RM64 million to total turnover.
- (7) In 2001, the turnover increased significantly as HCM Group was awarded a 15-year government concession for road maintenance through its subsidiary company, Roadcare. The concession has contributed approximately RM146 million of revenue in 2001. Several new build and design projects have also made some contribution to the increase in the turnover for the year.
- (8) Turnover continued to increase in 2002 as several design and build projects, which started in 2001, were executed throughout the year. In addition, the concession for road maintenance has also contributed substantially to the increase in turnover.

8.3.2 HCM-THT**(i) History and Business**

HCM-THT was incorporated on 23 December 1998 under the Act as a private company limited by shares under the name of Adtrax Development Sdn Bhd. On 26 April 1999, it assumed its present name.

The company is principally engaged in the provision of road construction and rehabilitation works.

(ii) Share Capital

The authorised share capital of HCM-THT is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which 5,000 ordinary shares have been issued and fully paid-up.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

The changes in the issued and paid-up share capital of HCM-THT since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
23.12.98	2	1.00	Subscribers' Shares	2
15.11.99	4,998	1.00	Cash	5,000

(iii) Subsidiaries and Associated Companies

HCM-THT has no subsidiary or associated company.

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of HCM-THT for the period from 23 December 1998 to 31 December 1999 and the past three (3) years ended 31 December 2002:

	<----- Period/Year ended 31 December ----->			
	1999 RM'000	2000 ⁵ RM'000	2001 ⁵ RM'000	2002 ⁶ RM'000
Turnover	-	63,549	105,136	196,499
EBITDA	(3)	(2)	(206)	(13)
Depreciation	-	-	-	-
Amortisation	-	-	-	-
Interest income	-	-	299	89
Interest expense	-	-	-	-
(Loss)/Profit before taxation	(3)	(2)	93	76
Taxation	-	-	(29)	(23)
(Loss)/Profit after taxation	(3)	(2)	64	53
No. of ordinary shares in issue ¹ ('000)	5	5	5	5
Gross (loss)/earnings per share ² (sen)	(60)	(40)	1,860	1,520
Net (loss)/earnings per share ³ (sen)	(60)	(40)	1,280	1,060
Gross dividend rate ⁴ (%)	-	-	-	-

Notes:

* The company commenced operation in 2000.

(1) Being the number of shares in issue based on enlarged share capital as at end of the financial period/year.

(2) Based on the (loss)/profit before taxation divided by the number of shares in issue.

(3) Based on the (loss)/profit after taxation divided by the number of shares in issue.

(4) Based on the dividend divided by the number of shares in issue.

(5) Turnover was mainly from a design and built project, namely the rehabilitation and upgrading of Federal Route 5 – Phase A (Kapar – Sabak Bernam & Klang – Banting). The company recorded very minimal PBT as the project was sub-contracted to its shareholders.

(6) Turnover increased in 2002 as the Federal Route 5 - Phase B (Kapar – Sabak Bernam & Klang – Banting) project was carried out throughout the year.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

8.3.3 HCM-Isyoda JV

(i) History and Business

HCM-Isyoda JV was incorporated on 24 September 1996 under the Act as a private company limited by shares under the same name.

The company is principally engaged in the provision of road construction and rehabilitation works.

(ii) Share Capital

The authorised share capital of HCM-Isyoda JV is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which 5,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of HCM-Isyoda JV since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
24.09.96	3	1.00	Subscribers' Shares	3
15.11.96	97	1.00	Cash	100
31.07.97	4,900	1.00	Cash	5,000

(iii) Subsidiaries and Associated Companies

HCM-Isyoda JV has no subsidiary or associated company.

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of HCM-Isyoda JV for the past five (5) years ended 31 December 2002:

	----- Year ended 31 December ----->				
	1998 RM'000	1999 ⁵ RM'000	2000 RM'000	2001 RM'000	2002 ⁶ RM'000
Turnover	-	212,712	38,146	-	680
EBITDA	(32)	(626)	(233)	(1)	(4)
Depreciation	-	-	-	-	-
Amortisation	-	-	-	-	-
Interest income	32	626	233	-	6
Interest expense	-	-	-	-	-
(Loss)/Profit before taxation	-	-	-	(1)	2
Taxation	-	-	-	-	-
(Loss)/Profit after taxation	-	-	-	(1)	2
No. of ordinary shares in issue ⁷ (*000)	5	5	5	5	5
Gross (loss)/earnings per share ² (sen)	-	-	-	(20)	40
Net (loss)/earnings per share ³ (sen)	-	-	-	(20)	40
Gross dividend rate ⁴ (%)	-	-	-	-	-

8. INFORMATION ON THE PROTASCO GROUP *(Continued)*

Notes:

- (1) *Being the number of shares in issue based on enlarged share capital as at end of the financial year.*
- (2) *Based on the loss before taxation divided by the number of shares in issue.*
- (3) *Based on the loss after taxation divided by the number of shares in issue.*
- (4) *Based on the dividend divided by the number of shares in issue.*
- (5) *Turnover was from a design and build project, Kuala Perlis – Changlun road project, which was completed in 2000. The company recorded very minimal PBT as the project was sub-contracted to its shareholders.*
- (6) *In 2002, the turnover was from maintenance works undertaken for the aforesaid project.*

8.3.4 Roadcare

(i) History and Business

Roadcare was incorporated on 6 August 1999 under the Act as a private company limited by shares under the same name.

The company is principally engaged in the provision of road maintenance works.

(ii) Share Capital

The authorised share capital of Roadcare is RM25,000,000 comprising 25,000,000 ordinary shares of RM1.00 each, of which 10,000,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Roadcare since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
06.08.99	2	1.00	Subscribers' Shares	2
18.10.99	509,998	1.00	Cash	510,000
09.11.99	490,000	1.00	Cash	1,000,000
11.07.00	1,000,000	1.00	Cash	2,000,000
20.12.00	3,000,000	1.00	Cash	5,000,000
05.01.01	5,000,000	1.00	Cash	10,000,000

(iii) Subsidiaries and Associated Companies

Roadcare has no subsidiary or associated company.

8. INFORMATION ON THE PROTASCO GROUP (Continued)**(iv) Profit and Dividend Records**

The following is a summary of the audited profit and dividend records of Roadcare for the period from 6 August 1999 to 31 December 1999 and the past three (3) years ended 31 December 2002:

	<--- Period/Year ended 31 December --->			
	1999	2000	2001 ⁵	2002 ⁶
	RM'000	RM'000	RM'000	RM'000
Turnover	-	-	145,571	177,651
EBITDA	-	(85)	27,253	30,597
Depreciation	-	(4)	(1,046)	(2,584)
Amortisation	-	-	-	-
Interest income	-	11	69	885
Interest expense	-	(2)	(138)	(189)
(Loss)/Profit before taxation	-	(80)	26,138	28,709
Taxation	-	(2)	(7,555)	(8,457)
(Loss)/Profit after taxation	-	(82)	18,583	20,252
No. of ordinary shares in issue ⁷ ('000)	1,000	5,000	10,000	10,000
Gross (loss)/earnings per share ² (sen)	-	(2)	261	287
Net (loss)/earnings per share ³ (sen)	-	(2)	186	203
Gross dividend rate ⁴ (%)	-	-	28	28

Notes:

- * The company commenced operation in 2001.
- (1) Being the number of shares in issue based on enlarged share capital as at end of the financial period/year.
- (2) Based on the (loss)/profit before taxation divided by the number of shares in issue.
- (3) Based on the (loss)/profit after taxation and divided by the number of shares in issue.
- (4) Based on the dividend divided by the number of shares in issue.
- (5) The company made its maiden contribution in the turnover in 2001 following the awarding of a 15-year government concession for road maintenance commencing from February 2001.
- (6) Turnover increased in 2002 as road maintenance under the concession was undertaken for the whole year as compared to 2001.

8.3.5 HCM-Endaya JV**(i) History and Business**

HCM-Endaya JV was incorporated on 28 January 2000 under the Act as a private company limited by shares under the name of Golden Field Enterprise Sdn Bhd. On 13 April 2000, it changed its name to Endaya-HCM JV Sdn Bhd and subsequently assumed its present name on 20 March 2002. The company has not commenced operation.

(ii) Share Capital

The authorised share capital of HCM-Endaya JV is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which 250,000 ordinary shares have been issued and fully paid-up.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

The changes in the issued and paid-up share capital of HCM-Endaya JV since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
28.01.00	2	1.00	Subscribers' Shares	2
28.05.01	9,998	1.00	Cash	10,000
11.10.02	240,000	1.00	Cash	250,000

(iii) Subsidiaries and Associated Companies

HCM-Endaya JV has no subsidiary or associated company.

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of HCM-Endaya JV for the period from 28 January 2000 to 31 December 2000 and the past two (2) years ended 31 December 2002:

	<---Period/Year ended 31 December --->		
	2000 RM'000	2001 RM'000	2002 RM'000
Turnover	-	-	-
EBITDA	(4)	(2)	(14)
Depreciation	-	-	-
Amortisation	-	-	-
Interest income	-	-	-
Interest expense	-	-	-
Loss before taxation	(4)	(2)	(14)
Taxation	-	-	-
Loss after taxation	(4)	(2)	(14)
No. of ordinary shares in issue ¹ ('000)	-*	10	250
Gross loss per share ² (sen)	(200,000)	(20)	(6)
Net loss per share ³ (sen)	(200,000)	(20)	(6)
Gross dividend rate ⁴ (%)	-	-	-

Notes:

- * Number of ordinary shares in issue was two (2).
- (1) Being the number of shares in issue based on enlarged share capital as at end of the financial period/year.
- (2) Based on the loss before taxation divided by the number of shares in issue.
- (3) Based on the loss after taxation divided by the number of shares in issue.
- (4) Based on the dividend divided by the number of shares in issue.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

8.3.6 THT-HCM JV**(i) History and Business**

THT-HCM JV was incorporated on 23 January 2001 under the Act as a private company limited by shares under the name of Konsortium HCM-THT Sdn Bhd. On 15 February 2002, it assumed its present name.

The company has not commenced operations since its incorporation.

(ii) Share Capital

The authorised share capital of THT-HCM JV is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which 100,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of THT-HCM JV since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
23.01.01	2	1.00	Subscribers' Shares	2
14.02.02	8	1.00	Cash	10
28.03.03	99,990	1.00	Cash	100,000

(iii) Subsidiaries and Associated Companies

THT-HCM JV has no subsidiary or associated company.

8. INFORMATION ON THE PROTASCO GROUP *(Continued)*

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of THT-HCM JV for the period from 23 January 2001 to 31 December 2001 and the past one (1) year ended 31 December 2002:

	Period/Year ended	
	<----- 31 December ----->	
	2001	2002
	RM'000	RM'000
Turnover	-	-
EBITDA	(2)	2
Depreciation	-	-
Amortisation	-	-
Interest income	-	-
Interest expense	-	-
(Loss)/Profit before taxation	(2)	2
Taxation	-	(1)
(Loss)/Profit after taxation	(2)	1
No. of ordinary shares in issue ¹ ('000)	-*	-*
Gross (loss)/earnings per share ² (sen)	(100,000)	10,000
Net (loss)/earnings per share ³ (sen)	(100,000)	10,000
Gross dividend rate ⁴ (%)	-	-

Notes:

- * Number of shares in issue for 2001 and 2002 were two (2) and ten (10) respectively.
- (1) Being the number of shares in issue based on enlarged share capital as at end of the financial period/year.
- (2) Based on the (loss)/profit before taxation divided by the number of shares in issue.
- (3) Based on the (loss)/profit after taxation divided by the number of shares in issue.
- (4) Based on the dividend divided by the number of shares in issue.

8.3.7 KISB

(i) History and Business

KISB was incorporated on 25 September 1995 under the Act as a private company limited by shares under the same name.

The company is principally engaged in training, geotechnical laboratory, structural and material testing, soil investigation, research and development, listing of building materials, engineering and technical related activities and services.

(ii) Share Capital

The authorised share capital of KISB is RM50,000,000 comprising 50,000,000 ordinary shares of RM1.00 each, of which 30,000,000 ordinary shares have been issued and paid-up.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

The changes in the issued and paid-up share capital of KISB since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
25.09.95	2	1.00	Subscribers' Shares	2
13.10.95	998	1.00	Cash	1,000
09.12.96	10,199,000	1.00	Cash	10,200,000
20.03.98	2,800,000	1.00	Cash	13,000,000
23.06.98	2,000,000	1.00	Cash	15,000,000
18.09.98	1,962,000	1.00	Cash	16,962,000
31.12.98	1,132,800	1.00	Cash	18,094,800
31.12.98	755,200	1.00	Cash	18,850,000
31.12.98	1,150,000	1.00	Otherwise than cash (Capitalisation of debt)	20,000,000
15.05.01	10,000,000	1.00	Cash	30,000,000

(iii) Subsidiaries and Associated Companies

Details of the subsidiaries of KISB are as follows:

Name	Date/Country of Incorporation	Effective interest in ordinary share capital %	Principal activities
Ikram Education	16.09.96 Malaysia	100.00	Provision of tertiary education and accommodation for students
Ikram Geotechnics	13.06.97 Malaysia	100.00	Provision of geotechnical installation and specialised construction services
Ikram Latihan	13.06.97 Malaysia	100.00	Provision of training courses
Ikram QA	23.03.99 Malaysia	100.00	Provision of material certification and listing of products
Ikram C & S	15.11.97 Malaysia	100.00	Provision of material testing, consultancy, forensic services, quality control and research and development in relation to civil and structural engineering works
Ikram Services	25.09.95 Malaysia	100.00	Provision of soil and site investigation and laboratory testing services
QP Industries	09.04.94 Malaysia	100.00	Manufacture of pavement products

8. INFORMATION ON THE PROTASCO GROUP (Continued)

Name	Date/Country of Incorporation	Effective interest in ordinary share capital %	Principal activities
Ikram Sabah	14.11.97 Malaysia	60.00	Provision of soil and site investigation and laboratory testing services
Ikram Sarawak	12.09.97 Malaysia	60.00	Provision of soil and site investigation and laboratory testing services

KISB has no associated company.

(iv) Profit and Dividend Records

The following is a summary of the audited consolidated profit and dividend records of KISB for the past five (5) years ended 31 December 2002:

	<----- Year ended 31 December ----->				
	1998 RM'000	1999 ⁵ RM'000	2000 ⁶ RM'000	2001 ⁷ RM'000	2002 ⁸ RM'000
Turnover	25,231	46,949	63,871	71,028	86,880
EBITDA	8,154	12,028	19,583	21,258	22,695
Depreciation	(2,682)	(3,558)	(4,546)	(6,079)	(6,158)
Amortisation	(487)	(469)	(467)	(467)	(241)
Interest income	274	228	124	546	449
Interest expense	(1,425)	(1,139)	(855)	(1,726)	(2,724)
PBT	3,834	7,090	13,839	13,532	14,021
Taxation	(1,319)	(440)	(4,037)	(4,012)	(4,574)
PAT	2,515	6,650	9,802	9,520	9,447
MI	(136)	(909)	(772)	(1,012)	(1,083)
PATAMI	2,379	5,741	9,030	8,508	8,364
No. of ordinary shares in issue ¹ ('000)	20,000	20,000	20,000	30,000	30,000
Gross EPS ² (sen)	19	35	69	45	47
Net EPS ³ (sen)	12	29	45	28	28
Gross dividend rate ⁴ (%)	-	-	-	7	-

Notes:

- (1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.
- (2) Based on the PBT divided by the number of shares in issue.
- (3) Based on the PATAMI divided by the number of shares in issue.
- (4) Based on the dividend divided by the number of shares in issue.
- (5) Revenue of KISB Group increased by 86% in 1999 as a result of government efforts to stimulate the Malaysian economy by way of increasing government spending particularly in infrastructure projects. Revenue from engineering services increased by 93% to stand at RM40.8 million as against RM21.1 million in 1998. Therefore the increase in PBT in 1999 was in tandem with the increase in turnover.

8. INFORMATION ON THE PROTASCO GROUP *(Continued)*

- (6) *As the Government continued its effort to stimulate the Malaysian economy, the revenue of KISB Group in 2000 improved, particularly from engineering services. The higher revenue from engineering services was mainly due to work orders from JKR on engineering link data collection and training, which contributed approximately 20% of the total revenue. Hence, in line with higher turnover, PBT rose to RM13.839 million from RM7.09 million in 1999.*
- (7) *Revenue for KISB Group increased further by 11% in 2001. This was contributed by the significant increase in revenue from engineering services, mainly from structural, pavement evaluation and other related services and also education services. The increase in depreciation and finance cost in 2001 resulted in a slight decrease of PBT.*
- (8) *In 2002, revenue for KISB Group increased by 22% whilst PBT recorded a 4% increase. The rise in turnover was mainly contributed by engineering and training services as the Government continue to particularly increase its spending in infrastructure projects. However, the percentage growth of PBT was lower as profit margin was affected by higher training costs, financial expenses and provision for doubtful debts.*

8.3.8 Ikram Education

(i) History and Business

Ikram Education was incorporated on 16 September 1996 under the Act as a private company limited by shares under the same name.

The company is principally engaged in the provision of tertiary education and accommodation for students.

(ii) Share Capital

The authorised share capital of Ikram Education is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 1,000,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Ikram Education since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
16.09.96	2	1.00	Subscribers' Shares	2
09.06.98	999,998	1.00	Otherwise than cash (Capitalisation of debt)	1,000,000

(iii) Subsidiaries and Associated Companies

Ikram Education has no subsidiary or associated company.

8. INFORMATION ON THE PROTASCO GROUP *(Continued)*

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of Ikram Education for the past five (5) years ended 31 December 2002:

	←----- Year ended 31 December ----->				
	1998 ⁵ RM'000	1999 ⁶ RM'000	2000 ⁶ RM'000	2001 ⁶ RM'000	2002 ⁶ RM'000
Turnover	1,218	3,482	4,332	5,824	6,197
EBITDA	(739)	484	561	759	622
Depreciation	(268)	(359)	(425)	(556)	(397)
Amortisation	-	-	-	-	-
Interest income	-	-	-	-	-
Interest expense	-	-	-	-	-
(Loss)/Profit before taxation	(1,007)	125	136	203	225
Taxation	-	-	(25)	25	-
(Loss)/Profit after taxation	(1,007)	125	111	228	225
No. of ordinary shares in issue ¹ ('000)	1,000	1,000	1,000	1,000	1,000
Gross (loss)/earnings per share ² (sen)	(101)	13	14	20	23
Net (loss)/earnings per share ³ (sen)	(101)	13	11	23	23
Gross dividend rate ⁴ (%)	-	-	-	-	-

Notes:

- (1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.
- (2) Based on the (loss)/profit before taxation divided by the number of shares in issue.
- (3) Based on the (loss)/profit after taxation divided by the number of shares in issue.
- (4) Based on the dividend divided by the number of shares in issue.
- (5) The company commenced operation in 1998 and due to high set-up costs and smaller student intake, it experienced a loss for the year.
- (6) In 1999 to 2002, turnover increased as student enrolment rose which resulted in the company recording some PBT.

8.3.9 Ikram Geotechnics

(i) History and Business

Ikram Geotechnics was incorporated on 13 June 1997 under the Act as a private company limited by shares under the same name.

The company is principally engaged in the provision of geotechnical installation and specialised construction services.

(ii) Share Capital

The authorised share capital of Ikram Geotechnics is RM500,000 comprising 500,000 ordinary shares of RM1.00 each, of which 200,002 ordinary shares have been issued and fully paid-up.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

The changes in the issued and paid-up share capital of Ikram Geotechnics since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
13.06.97	2	1.00	Subscribers' Shares	2
03.04.98	200,000	1.00	Cash	200,002

(iii) Subsidiaries and Associated Companies

Ikram Geotechnics has no subsidiary or associated company.

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of Ikram Geotechnics for the past five (5) years ended 31 December 2002:

	<----- Year ended 31 December ----->				
	1998 RM'000	1999 RM'000	2000 ⁵ RM'000	2001 ⁶ RM'000	2002 ⁷ RM'000
Turnover	263	460	1,444	3,930	2,091
EBITDA	(2)	10	69	700	292
Depreciation	-	-	(3)	(24)	(38)
Amortisation	-	-	-	-	(7)
Interest income	18	10	8	2	1
Interest expense	-	-	(1)	(3)	(3)
PBT	16	20	73	675	245
Taxation	(5)	(2)	(20)	(198)	(84)
PAT	11	18	53	477	161
No. of ordinary shares in issue ¹ ('000)	200	200	200	200	200
Gross EPS ² (sen)	8	10	36	338	123
Net EPS ³ (sen)	6	9	26	239	81
Gross dividend rate ⁴ (%)	-	-	-	-	-

Notes:

- * The company commenced operation in 1998.
- (1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.
- (2) Based on the PBT divided by the number of shares in issue.
- (3) Based on the PAT divided by the number of shares in issue.
- (4) Based on the dividend divided by the number of shares in issue.
- (5) In 2000, turnover increased by approximately RM0.984 million mainly due to the slope repair works for a design and built project and geotechnical services on Federal Route 5 project.
- (6) Turnover and PBT continued to increase significantly in 2001 with major contribution from the Federal Route 5 project.
- (7) Less business activities in 2002 has resulted in a decline of turnover and profit margin.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

8.3.10 Ikram Latihan**(i) History and Business**

Ikram Latihan was incorporated on 13 June 1997 under the Act as a private company limited by shares under the name of Ikram Pavement Services Sdn Bhd. On 16 March 1998, it assumed its present name.

The company is principally engaged in the provision of training courses.

(ii) Share Capital

The authorised share capital of Ikram Latihan is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which 25,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Ikram Latihan since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
13.06.97	2	1.00	Subscribers' Shares	2
16.06.98	24,998	1.00	Otherwise than cash (Capitalisation of debt)	25,000

(iii) Subsidiaries and Associated Companies

Ikram Latihan has no subsidiary or associated company.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of Ikram Latihan for the past five (5) years ended 31 December 2002:

	←----- Year ended 31 December ----->				
	1998 RM'000	1999 RM'000	2000 ⁵ RM'000	2001 ⁵ RM'000	2002 ⁵ RM'000
Turnover	1,901	1,549	3,617	4,005	7,386
EBITDA	367	(286)	1,091	551	535
Depreciation	(159)	(193)	(250)	(304)	(240)
Amortisation	-	-	-	-	-
Interest income	-	-	-	-	-
Interest expense	-	-	-	(2)	(3)
Profit/(Loss) before taxation	208	(479)	841	245	292
Taxation	(59)	-	(105)	(132)	(106)
Profit/(Loss) after taxation	149	(479)	736	113	186
No. of ordinary shares in issue ¹ ('000)	25	25	25	25	25
Gross earnings/(loss) per share ² (sen)	832	(1,916)	3,364	980	1,168
Net earnings/(loss) per share ³ (sen)	596	(1,916)	2,944	452	744
Gross dividend rate ⁴ (%)	-	-	-	-	-

Notes:

* The company commenced operation in 1998.

- (1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.
- (2) Based on the profit/(loss) before taxation divided by the number of shares in issue.
- (3) Based on the profit/(loss) after taxation divided by the number of shares in issue.
- (4) Based on the dividend divided by the number of shares in issue.
- (5) The increase in turnover from 2000 to 2002 was due to higher budget allocation by the Government on training. However, PBT decreased in 2001 and 2002 as compared to 2000 due to increased costs of accommodation and other related costs as more training courses were conducted outside Ikram Park.

8.3.11 Ikram QA

(i) History and Business

Ikram QA was incorporated on 23 March 1999 under the Act as a private company limited by shares under the same name.

The company is principally engaged in the provision of material certification and listing of products.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

(ii) Share Capital

The authorised share capital of Ikram QA is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which 25,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Ikram QA since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
23.03.99	2	1.00	Subscribers' Shares	2
15.06.99	24,998	1.00	Cash	25,000

(iii) Subsidiaries and Associated Companies

Ikram QA has no subsidiary or associated company.

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of Ikram QA for the period from 23 March 1999 to 31 December 1999 and the past three (3) years ended 31 December 2002:

	←----- Period/Year ended 31 December ----->			
	1999 RM'000	2000 ¹ RM'000	2001 ³ RM'000	2002 ⁵ RM'000
Turnover	-	701	695	848
EBITDA	-	324	354	427
Depreciation	-	-	(2)	(6)
Amortisation	-	-	-	-
Interest income	-	-	-	-
Interest expense	-	-	-	-
PBT	-	324	352	421
Taxation	-	(92)	(98)	(114)
PAT	-	232	254	307
No. of ordinary shares in issue ² ('000)	25	25	25	25
Gross EPS ² (sen)	-	1,296	1,408	1,684
Net EPS ³ (sen)	-	928	1,016	1,228
Gross dividend rate ⁴ (%)	-	-	-	-

Notes:

* The company commenced operation in 2000.

(1) Being the number of shares in issue based on enlarged share capital as at end of the financial period/year.

(2) Based on the PBT divided by the number of shares in issue.

(3) Based on the PAT divided by the number of shares in issue.

(4) Based on the dividend divided by the number of shares in issue.

(5) From 2000 to 2002, turnover and PBT has risen steadily due to the recognition and quality of certification awarded by the Company.

8. INFORMATION ON THE PROTASCO GROUP *(Continued)*

8.3.12 Ikram C&S

(i) History and Business

Ikram C&S was incorporated on 15 November 1997 under the Act as a private company limited by shares under the name of Kumpulan Ikram (PT) Sdn Bhd. On 16 March 1998, it changed its name to Ikram R&D Sdn Bhd and subsequently assumed its present name on 26 February 2001.

The company is principally engaged in the provision of material testing, consultancy, forensic services, quality control and research and development in relation to civil and structural engineering works.

(ii) Share Capital

The authorised share capital of Ikram C&S is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which 25,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Ikram C&S since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
15.11.97	2	1.00	Subscribers' Shares	2
15.06.98	24,998	1.00	Otherwise than cash (Capitalisation of debt)	25,000

(iii) Subsidiaries and Associated Companies

Ikram C&S has no subsidiary or associated company.

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of Ikram C&S for the past five (5) years ended 31 December 2002:

	Year ended 31 December				
	1998 RM'000	1999 ⁵ RM'000	2000 ⁵ RM'000	2001 ⁶ RM'000	2002 ⁶ RM'000
Turnover	1,197	2,312	5,704	5,510	5,628
EBITDA	67	423	2,607	2,789	2,829
Depreciation	(13)	(54)	(117)	(213)	(268)
Amortisation	-	-	-	-	-
Interest income	-	-	-	-	-
Interest expense	-	-	(6)	(20)	(22)
PBT	54	369	2,484	2,556	2,539
Taxation	-	(36)	(711)	(743)	(712)
PAT	54	333	1,773	1,813	1,827

8. INFORMATION ON THE PROTASCO GROUP (Continued)

	<----- Year ended 31 December ----->				
	1998	1999 ⁵	2000 ⁵	2001 ⁶	2002 ⁶
	RM'000	RM'000	RM'000	RM'000	RM'000
No. of ordinary shares in issue ¹ ('000)	25	25	25	25	25
Gross EPS ² (sen)	216	1,476	9,936	10,224	10,156
Net EPS ³ (sen)	216	1,332	7,092	7,252	7,308
Gross dividend rate ⁴ (%)	-	-	-	-	-

Notes:

* The company commenced operation in 1998.

(1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.

(2) Based on the PBT divided by the number of shares in issue.

(3) Based on the PAT divided by the number of shares in issue.

(4) Based on the dividend divided by the number of shares in issue.

(5) The company recorded higher turnover in 1999 and 2000 derived mainly from the provision of data collection services, which yield a higher gross profit margin.

(6) Turnover for 2001 and 2002 dropped slightly as compared to 2000 as there were lower contribution from data collection services. PBT for 2002 fell marginally resulting from higher manpower costs and provision for doubtful debts made during the year.

8.3.13 Ikram Services**(i) History and Business**

Ikram Services was incorporated on 25 September 1995 under the Act as a private company limited by shares under the same name.

The company is principally engaged in the provision of soil and site investigation and laboratory testing services.

(ii) Share Capital

The authorised share capital of Ikram Services is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which 100,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Ikram Services since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
25.09.95	2	1.00	Subscribers' Shares	2
12.06.98	99,998	1.00	Otherwise than cash (Capitalisation of debt)	100,000

(iii) Subsidiaries and Associated Companies

Ikram Services has no subsidiary or associated company.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of Ikram Services for the past five (5) years ended 31 December 2002:

	←----- Year ended 31 December ----->				
	1998 ⁵	1999 ⁵	2000 ⁵	2001 ⁶	2002 ⁷
	RM'000	RM'000	RM'000	RM'000	RM'000
Turnover	11,577	15,488	18,599	18,156	23,735
EBITDA	1,749	2,295	3,765	1,515	2,032
Depreciation	(212)	(420)	(505)	(607)	(718)
Amortisation	-	-	-	-	-
Interest income	-	-	-	-	-
Interest expense	-	(1)	(7)	(20)	(38)
PBT	1,537	1,874	3,253	888	1,276
Taxation	(453)	(189)	(920)	(255)	(396)
PAT	1,084	1,685	2,333	633	880
No. of ordinary shares in issue ⁷ ('000)	100	100	100	100	100
Gross EPS ² (sen)	1,537	1,874	3,253	888	1,276
Net EPS ³ (sen)	1,084	1,685	2,333	633	880
Gross dividend rate ⁴ (%)	-	-	-	-	-

Notes:

* The company commenced operation in 1998.

(1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.

(2) Based on the PBT divided by the number of shares in issue.

(3) Based on the PAT divided by the number of shares in issue.

(4) Based on the dividend divided by the number of shares in issue.

(5) The increase in turnover and PBT from 1998 to 2000 was mainly due to the recovery of Malaysian economy prompting increased government allocation on infrastructure spending, especially on soil investigation services.

(6) In 2001, turnover decreased slightly as compared to 2000. The PBT also decreased, as more works were sub-contracted thus reducing the overall profit margin.

(7) Turnover increased for 2002 in line with increased government allocation for infrastructure projects resulting in higher PBT.

8.3.14 QP Industries

(i) History and Business

QP Industries was incorporated on 9 April 1994 under the Act as a private company limited by shares under the same name.

The company is principally engaged in manufacturing of pavement products.

(ii) Share Capital

The authorised share capital of QP Industries is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which 100,000 ordinary shares have been issued and fully paid-up.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

The changes in the issued and paid-up share capital of QP Industries since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
09.04.94	3	1.00	Subscribers' Shares	3
28.05.97	99,997	1.00	Cash	100,000

(iii) Subsidiaries and Associated Companies

QP Industries has no subsidiary or associated company.

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of QP Industries for the past five (5) years ended 31 December 2002:

	<----- Year ended 31 December ----->				
	1998 ⁵ RM'000	1999 ⁵ RM'000	2000 ⁵ RM'000	2001 ⁵ RM'000	2002 ⁷ RM'000
Turnover	11	177 ⁶	409	1,065	2,376
EBITDA	1	4	126	435	967
Depreciation	(1)	(2)	(3)	(105)	(107)
Amortisation	(1)	(1)	(12)	-	-
Interest income	12	4	4	3	-
Interest expense	-	-	-	-	-
PBT	11	5	115	333	860
Taxation	(2)	-	(34)	(95)	(239)
PAT	9	5	81	238	621
No. of ordinary shares in issue ¹ ('000)	100	100	100	100	100
Gross EPS ² (sen)	11	5	115	333	860
Net EPS ³ (sen)	9	5	81	238	621
Gross dividend rate ⁴ (%)	-	-	-	-	-

Notes:

* The company commenced operation in 1998.

(1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.

(2) Based on the PBT divided by the number of shares in issue.

(3) Based on the PAT divided by the number of shares in issue.

(4) Based on the dividend divided by the number of shares in issue.

(5) Turnover increased consistently from 1998 to 2001 as the company begins to manufacture and sell pavement materials to the local market and government agencies.

(6) Despite an increase in turnover, it recorded a lower PBT for 1999 due to the high set up cost of the company.

(7) Turnover jumped by 123% in 2002 while PBT rose by 158% due to higher demand for pavement products during the year.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

8.3.15 Ikram Sabah

(i) History and Business

Ikram Sabah was incorporated on 14 November 1997 under the Act as a private company limited by shares under the same name.

The company is principally engaged in the provision of soil and site investigation and laboratory testing services.

(ii) Share Capital

The authorised share capital of Ikram Sabah is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 500,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Ikram Sabah since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
14.11.97	2	1.00	Subscribers' Shares	2
08.06.98	498	1.00	Cash	500
16.09.98	499,500	1.00	Cash	500,000

(iii) Subsidiaries and Associated Companies

Ikram Sabah has no subsidiary or associated company.

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of Ikram Sabah for the past five (5) years ended 31 December 2002:

	<----- Year ended 31 December ----->				
	1998 ⁵	1999 ⁵	2000 ⁵	2001 ⁵	2002 ⁷
	RM'000	RM'000	RM'000	RM'000	RM'000
Turnover	1,887	4,901	6,014 ⁶	7,974	7,452
EBITDA	463	1,776	1,906	2,453	2,679
Depreciation	(3)	(66)	(179)	(330)	(376)
Amortisation	-	-	-	-	-
Interest income	14	36	25	20	50
Interest expense	-	(14)	(40)	(66)	(61)
PBT	474	1,732	1,712	2,077	2,292
Taxation	(135)	-	(473)	(610)	(674)
PAT	339	1,732	1,239	1,467	1,618
No. of ordinary shares in issue ¹ ('000)	500	500	500	500	500
Gross EPS ² (sen)	95	346	342	415	458
Net EPS ³ (sen)	68	346	248	293	324
Gross dividend rate ⁴ (%)	-	100	-	200	-

8. INFORMATION ON THE PROTASCO GROUP *(Continued)*

Notes:

- * *The company commenced operation in 1998.*
- (1) *Being the number of shares in issue based on enlarged share capital as at end of the financial year.*
- (2) *Based on the PBT divided by the number of shares in issue.*
- (3) *Based on the PAT divided by the number of shares in issue.*
- (4) *Based on the dividend divided by the number of shares in issue.*
- (5) *Turnover increased significantly from 1998 to 2001. This was mainly due to the recovery of Malaysian economy and increased government spending on infrastructure projects.*
- (6) *Despite an increase in turnover, it recorded a lower PBT for 2000 due to high depreciation charges contributed by increased capital expenditure.*
- (7) *Although turnover fell in 2002, PBT was higher as more works were completed in-house resulting in lower costs.*

8.3.16 Ikram Sarawak

(i) History and Business

Ikram Sarawak was incorporated on 12 September 1997 under the Act as a private company limited by shares under the name of CMS Ikram Sdn Bhd and subsequently assumed its present name on 6 April 1999.

The company is principally engaged in the provision of soil and site investigation and laboratory testing services.

(ii) Share Capital

The authorised share capital of Ikram Sarawak is RM2,000,000 comprising 2,000,000 ordinary shares of RM1.00 each, of which 1,000,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of Ikram Sarawak since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	Total RM
12.09.97	100	1.00	Subscribers' Shares	100
29.12.97	999,900	1.00	Cash	1,000,000

(iii) Subsidiaries and Associated Companies

Ikram Sarawak has no subsidiary or associated company.

8. INFORMATION ON THE PROTASCO GROUP *(Continued)*

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of Ikram Sarawak for the past five (5) years ended 31 December 2002:

	<----- Year ended 31 December ----->				
	1998 ⁵	1999 ⁵	2000 ⁵	2001 ⁵	2002 ⁵
	RM'000	RM'000	RM'000	RM'000	RM'000
Turnover	845	2,795	4,005	5,548	4,899
EBITDA	46	623	1,220	1,963	2,192
Depreciation	(48)	(81)	(209)	(408)	(430)
Amortisation	-	-	-	-	-
Interest income	49	5	-	-	-
Interest expense	-	-	(15)	(52)	(107)
PBT	47	547	996	1,503	1,655
Taxation	(23)	(5)	(305)	(439)	(565)
PAT	24	542	691	1,064	1,090
No. of ordinary shares in issue ¹ ('000)	1,000	1,000	1,000	1,000	1,000
Gross EPS ² (sen)	5	55	100	150	166
Net EPS ³ (sen)	2	54	69	106	109
Gross dividend rate ⁴ (%)	-	2	-	50	-

Notes:

* The company commenced operation in 1997.

(1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.

(2) Based on the PBT divided by the number of shares in issue.

(3) Based on the PAT divided by the number of shares in issue.

(4) Based on the dividend divided by the number of shares in issue.

(5) Turnover increased from 1998 to 2001 mainly due to the recovery of Malaysian economy and increased government spending on infrastructure projects. PBT rose accordingly throughout the years in line with the increase in turnover.

(6) Although turnover fell in 2002, PBT was higher as more works were completed in-house resulting in lower costs.

8.3.17 Paves

(i) History and Business

Paves was incorporated on 21 December 1991 under the Act as a private company limited by shares under the same name.

The company is principally engaged in providing pavement evaluation and testing services.

(ii) Share Capital

The authorised share capital of Paves is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 500,000 ordinary shares have been issued and fully paid-up.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

The changes in the issued and paid-up share capital of Paves since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	No. of Shares RM
21.12.91	2	1.00	Subscribers' Shares	2
15.01.92	99,998	1.00	Cash	100,000
14.06.93	400,000	1.00	Other than cash (Rights issue)	500,000

(iii) Subsidiaries and Associated Companies

Paves does not have any subsidiary or associated company.

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of Paves for the past five (5) years ended 31 December 2002:

	<----- Year ended 31 December ----->				
	1998 RM'000	1999 ⁵ RM'000	2000 ⁶ RM'000	2001 ⁷ RM'000	2002 ⁸ RM'000
Turnover	4,360	4,229	2,868	3,603	3,807
EBITDA	1,229	1,593	1,114	1,040	1,110
Depreciation	(338)	(307)	(235)	(211)	(199)
Amortisation	-	-	-	-	-
Interest income	3	4	16	25	9
Interest expense	(67)	(39)	(37)	(19)	(8)
PBT	827	1,251	858	835	912
Taxation	(257)	68	(247)	(218)	(269)
PAT	570	1,319	611	617	643
No. of ordinary shares in issue ¹ ('000)	500	500	500	500	500
Gross EPS ² (sen)	165	250	172	167	182
Net EPS ³ (sen)	114	264	122	123	129
Gross dividend rate ⁴ (%)	139	139	-	-	-

Notes:

- (1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.
- (2) Based on the PBT divided by the number of shares in issue.
- (3) Based on the PAT divided by the number of shares in issue.
- (4) Based on the dividend divided by the number of shares in issue.
- (5) Revenue dropped slightly in 1999 due to the absence of laboratory works. However, this was mitigated by the increase in revenue from pavement and data collection works. PBT increased substantially to RM1.251 million due to the lower sub-contractors costs on certain projects undertaken and also due to the write-back of over-provision of costs made in 1998.
- (6) In 2000, reduced revenue was mainly due to the drop in data collection works. The project only contributed approximately 1% of total revenue for the year. The main source of revenue in 2000 was from the commencement of Federal Route 5 project and the existing bridge maintenance and pavement works.

8. INFORMATION ON THE PROTASCO GROUP *(Continued)*

- (7) In 2001, revenue increased mainly due to increase in data collection works along the North-South Expressway. However, PBT decrease slightly due to the sub-contracting of certain data collection works on Federal Roads.
- (8) In 2002, the company continued to record higher revenue and PBT from its pavement evaluation services.

8.3.18 PTSB

(i) History and Business

PTSB was incorporated on 19 August 1993 under the Act as a private company limited by shares under the same name.

The company is principally engaged in the trading of construction materials and petroleum products.

(ii) Share Capital

The authorised share capital of PTSB is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 500,000 ordinary shares have been issued and fully paid-up.

The changes in the issued and paid-up share capital of PTSB since its incorporation are as follows:

Date of Allotment	No. of Shares Issued	Par Value RM	Consideration	No. of Shares RM
19.08.93	3	1.00	Subscribers' Shares	3
15.06.94	99,997	1.00	Cash	100,000
13.06.95	400,000	1.00	Cash	500,000

(iii) Subsidiaries and Associated Companies

PTSB does not have any subsidiary or associated company.

8. INFORMATION ON THE PROTASCO GROUP (Continued)

(iv) Profit and Dividend Records

The following is a summary of the audited profit and dividend records of PTSB for the past five (5) years ended 31 December 2002:

	<----- Year ended 31 December ----->				
	1998 RM'000	1999 ⁵ RM'000	2000 ⁶ RM'000	2001 ⁷ RM'000	2002 ⁸ RM'000
Turnover	3,680	15,984	55,014	66,203	113,391
EBITDA	177	725	2,637	2,908	3,606
Depreciation	(16)	(17)	(32)	(55)	(81)
Amortisation	-	-	-	-	-
Interest income	2	-	-	-	-
Interest expense	(155)	(116)	(161)	(229)	(254)
PBT	8	592	2,444	2,624	3,271
Taxation	-	8	(699)	(724)	(946)
PAT	8	600	1,745	1,900	2,325
No. of ordinary shares in issue ¹ ('000)	500	500	500	500	500
	<----- Year ended 31 December ----->				
	1998 RM'000	1999 ⁵ RM'000	2000 ⁶ RM'000	2001 ⁷ RM'000	2002 ⁸ RM'000
Gross EPS ² (sen)	2	118	489	525	654
Net EPS ³ (sen)	2	120	349	380	465
Gross dividend rate ⁴ (%)	-	-	-	-	-

Notes:

- (1) Being the number of shares in issue based on enlarged share capital as at end of the financial year.
- (2) Based on the PBT divided by the number of shares in issue.
- (3) Based on the PAT divided by the number of shares in issue.
- (4) Based on the dividend divided by the number of shares in issue.
- (5) In 1999, turnover and PBT increased as the company concentrated its effort on petroleum based products and construction materials. This was to meet the increasing demand on these items that were required for the construction of roads in respect of in-house projects.
- (6) In line with the buoyant road construction and rehabilitation industry, turnover increased by more than 3 times in 2000. This was also due to active marketing and promotion strategies embarked by the company to market its products especially to sub-contractors of in-house projects and also to its related companies. Accordingly, the PBT also increased significantly.
- (7) Turnover increased further in 2001 by 20% due to the increase of sales to existing and new clients. During the year, the company expanded its activities to the East Coast of Peninsular Malaysia.
- (8) As not less than 75% of the company's turnover comprised sales of raw materials for road construction, rehabilitation and maintenance activities of the HCM Group, its 2002 turnover and PBT increased in line with the increase in turnover of the HCM Group activities.