

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL

6.1 Promoters, Offeror And Substantial Shareholders

6.1.1 Promoters' Shareholdings In MEH

The Promoters' shareholdings in our Company before and after the Listing are as follows:

Name	Before the Public Issue and Offer for Sale				After the Public Issue and Offer for Sale			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No of MEH Shares held '000	%	No of MEH Shares held '000	%	No of MEH Shares held '000	%	No of MEH Shares held '000	%
Dato' Yap Suan Chee	-	-	⁽¹⁾ 69,552	75.20	-	-	⁽¹⁾ 65,552	54.62
Ir Tan Hong Hing @ Tan Eng Hing	2,159	2.33	-	-	2,159	1.80	-	-
Zaitun Binti Dato' Seri Abu Bakar	-	-	⁽²⁾ 20,784	22.47	-	-	⁽²⁾ 20,784	17.32
Radzulai Bin Yahaya	-	-	⁽³⁾ 13,955	15.09	-	-	⁽³⁾ 13,955	11.63
Dato' Mohd Zain Bin Yahya	-	-	⁽⁴⁾ 6,829	7.38	-	-	⁽⁴⁾ 6,829	5.69

Notes:

- (1) Deemed interested by his shareholdings in MECSB, AESB and HMSB pursuant to Section 6A of the Act.
- (2) Deemed interested by her shareholdings in SPEK and Desalink pursuant to Section 6A of the Act.
- (3) Deemed interested by his shareholdings in Desalink pursuant to Section 6A of the Act.
- (4) Deemed interested by his shareholdings in SPEK pursuant to Section 6A of the Act.

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6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

6.1.2 Substantial Shareholders' Shareholdings In MEH

The substantial shareholders and their respective shareholdings in our Company before and after the Listing are as follows:

Name	Before the Public Issue and Offer for Sale but after completion of Shareholders' Arrangement				After the Public Issue and Offer for Sale			
	<---Direct--->		<---Indirect--->		<---Direct--->		<---Indirect--->	
	No of MEH Shares held '000	%	No of MEH Shares held '000	%	No of MEH Shares held '000	%	No of MEH Shares held '000	%
MECSB	35,792	38.70	-	-	31,792	26.49	-	-
SPEK	6,829	7.38	-	-	6,829	5.69	-	-
Desalink	13,955	15.09	-	-	13,955	11.63	-	-
AESB	28,360	30.66	-	-	28,360	23.63	-	-
Dato' Yap Suan Chee	-	-	⁽¹⁾ 69,552	75.20	-	-	⁽¹⁾ 65,552	54.62
Datin Teng Siew Kean	-	-	⁽²⁾ 69,552	75.20	-	-	⁽²⁾ 65,552	54.62
Zaitun Binti Dato' Seri Abu Bakar	-	-	⁽³⁾ 20,784	22.47	-	-	⁽³⁾ 20,784	17.32
Radzulai Bin Yahaya	-	-	⁽⁴⁾ 13,955	15.09	-	-	⁽⁴⁾ 13,955	11.63
Dato' Mohd Zain Bin Yahya	-	-	⁽⁵⁾ 6,829	7.38	-	-	⁽⁵⁾ 6,829	5.69

Notes:

- (1) Deemed interested by his shareholdings in MECSB, AESB and HMSB pursuant to Section 6A of the Act.
- (2) Deemed interested by virtue of her husband, Dato' Yap Suan Chee's shareholdings in AESB and HMSB and her shareholdings in MECSB.
- (3) Deemed interested by her shareholdings in SPEK and Desalink pursuant to Section 6A of the Act.
- (4) Deemed interested by his shareholdings in Desalink pursuant to Section 6A of the Act.
- (5) Deemed interested by his shareholdings in SPEK pursuant to Section 6A of the Act.

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6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

6.1.3 Background Information On Our Promoters, Offeror And Substantial Shareholders**(a) Dato' Yap Suan Chee**

Dato' Yap Suan Chee, a Malaysian aged 55, was appointed as Director of our Company on 5 January 2007. Dato' Yap Suan Chee is the founder of our Group and has over 20 years of working experience in the construction and property development industry. He has been involved in numerous successful construction projects such as the French Embassy at Kuala Lumpur and the Football Association of Selangor's Business Avenue. Under Dato' Yap Suan Chee's guidance and leadership, he has led our Group to its success to date. His foresight and prudent management has proven invaluable in steering our Group into its success today.

(b) Ir Tan Hong Hing @ Tan Eng Hing

Ir Tan Hong Hing @ Tan Eng Hing, a Malaysian aged 53, was appointed as Director of our Company on 29 January 2007. Currently, he is the technical director of our Group in charge of the design, planning and construction of the projects undertaken by our Group. He holds a Bachelor of Science (Hons) in Civil Engineering and is a professional engineer registered with the Board of Engineers of Malaysia. He is also a member of the Institution of Engineers of Malaysia. He has been the Director of Kery for 11 years and has over 20 years of experience in the construction and property industry. He started his career as project engineer in the Jabatan Kerja Raya Malaysia. Subsequently he joined Jurutera Konsultan (South East Asia) Sdn Bhd as design engineer. He has been involved in the design, planning, construction and marketing of various commercial, industrial and residential projects.

(c) Radzulai Bin Yahaya

Radzulai Bin Yahaya, a Malaysian aged 48, was appointed as Director of our Company on 29 January 2007. He is also the Director of BMSB and Kery and has been a Director of our Group for more than 10 years. Prior to joining our Group, he was attached with Jabatan Kerja Raya Malaysia as a technician from 1986 to 1992 where he was responsible for maintaining the water supply infrastructures. In total, he has more than 12 years experience in the construction industry.

(d) Dato' Mohd Zain bin Yahya

Dato' Mohd Zain bin Yahya, a Malaysian aged 66, was appointed as Director of our Company on 29 January 2007. He was appointed as Director of Kery on 1 September 1998. He has been the director of Kery for more than 5 years. Prior to joining our Group, he was attached with the Rubber Industry Small Holders Development Authority ("RISDA") from 1969 to 1996. He joined RISDA as an administrative officer and was subsequently promoted to Director General in 1982 where he was responsible for the overall operations of RISDA. Dato' Mohd Zain has more than 20 years of experience in business management. He retired from RISDA in 1996 and joined our Group.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

(e) Datin Teng Siew Kean

Datin Teng Siew Kean, a Malaysian aged 41, was appointed as Director of BMSB on 19 January 1998. She graduated with a Bachelor of Business Administration, double-majoring in marketing and business management from Kent State University, USA in 1987. She is currently in charge of all human resource and administration matters for our Group. Prior to joining our Group, she was attached with Grey Advertising (M) Sdn Bhd as the manager in charge of the promotions department involved in launching promotional activities for various fast moving consumer products prior to joining our Group.

(f) Zaitun Binti Dato' Seri Abu Bakar

Zaitun Binti Dato' Seri Abu Bakar, a Malaysian aged 62, was appointed as Director of BMSB on 27 January 1997. She obtained her Higher School Certificate in 1962 and she has been a Director of BMSB for more than 10 years.

(g) MECSB / Offeror

MECSB was incorporated in Malaysia as a private limited company on 1 September 1995. MECSB is principally an investment holding company.

As at LPD, the current directors and substantial shareholders of MECSB are Lau Hui Mee and Lee Yoke Ming. Upon completion of Shareholders Arrangement I, Dato' Yap Suan Chee and Datin Teng Siew Kean will be substantial shareholders and appointed as directors of MECSB to replace the current directors pursuant to a sale share agreement dated 21 July 2006 between themselves and the said existing shareholders ("MECSB Agreement"). The substantial shareholders of MECSB and their respective shareholdings as at the LPD are as follows:

Name	Nationality	< -----Direct----- >		< -----Indirect----- >	
		No. Of Shares	%	No. Of Shares	%
Lau Hui Mee	Malaysian	1	50.00	-	-
Lee Yoke Ming	Malaysian	1	50.00	-	-
Dato' Yap Suan Chee	Malaysian	-	-	*1	50.00
Datin Teng Siew Kean	Malaysian	-	-	*1	50.00

* Deemed interested via the MECSB Agreement pursuant to Section 6A of the Act.

(h) SPEK

SPEK was incorporated in Malaysia as a private limited company on 1 December 2004. SPEK is principally an investment holding company.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

As at LPD, the current directors and substantial shareholders of SPEK are Lau Hui Mee and Lee Yoke Ming. Upon completion of Shareholders Arrangement II, Zaitun Binti Dato' Seri Abu Bakar and Dato' Mohd Zain Bin Yahya will be substantial shareholders and appointed as directors of SPEK to replace the current directors pursuant to a sale share agreement dated 21 July 2006 between themselves and the said existing shareholders ("SPEK Agreement"). The substantial shareholders of SPEK and their respective shareholdings as at the LPD are as follows:

Name	Nationality	< -----Direct----- >		< -----Indirect----- >	
		No. Of Shares	%	No. Of Shares	%
Lau Hui Mee	Malaysian	2	66.66	-	-
Lee Yoke Ming	Malaysian	1	33.34	-	-
Zaitun Binti Dato' Seri Abu Bakar	Malaysian	-	-	*2	66.66
Dato' Mohd Zain bin Yahya	Malaysian	-	-	*1	33.34

* Deemed interested via the SPEK Agreement pursuant to Section 6A of the Act.

(i) Desalink

Desalink was incorporated in Malaysia as a private limited company on 20 August 2003. Desalink is principally an investment holding company.

As at LPD, the current directors and substantial shareholders of Desalink are Lau Hui Mee and Lee Yoke Ming. Upon completion of Shareholders Arrangement III, Radzulai Bin Yahaya and Zaitun Binti Dato' Seri Abu Bakar will be substantial shareholders and appointed as directors of Desalink to replace the current directors pursuant to a sale share agreement dated 21 July 2006 between themselves and the said existing shareholders ("Desalink Agreement"). The substantial shareholders of Desalink and their respective shareholdings as at the LPD are as follows:

Name	Nationality	< -----Direct----- >		< -----Indirect----- >	
		No. Of Shares	%	No. Of Shares	%
Lau Hui Mee	Malaysian	1	50.00	-	-
Lee Yoke Ming	Malaysian	1	50.00	-	-
Zaitun Binti Dato' Seri Abu Bakar	Malaysian	-	-	*1	50.00
Radzulai Bin Yahaya	Malaysian	-	-	*1	50.00

* Deemed interested via the Desalink Agreement pursuant to Section 6A of the Act.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

(j) AESB

AESB was incorporated in Malaysia as a private limited company on 14 November 1994. AESB is principally an investment holding company.

The Directors and substantial shareholders of AESB and their respective shareholdings as at the LPD are as follows:

Name	Nationality	<-----Direct----->		<-----Indirect----->	
		No. Of Shares	%	No. Of Shares	%
Dato' Yap Suan Chee	Malaysian	400,000	80.0	-	-
Zaitun binti Dato' Seri Abu Bakar	Malaysian	50,000	10.0	-	-
Radzulai Bin Yahaya	Malaysian	50,000	10.0	-	-

6.1.4 Promoters/Offeror and Substantial Shareholders' Directorships And Substantial Shareholdings In All Other Public Corporations

None of the Promoters/Offeror and substantial shareholders of our Company has any directorship in other public corporations for the past two (2) years up to the LPD and any substantial shareholdings in other public corporations as at the LPD.

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6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

6.1.5 Changes In Shareholdings Of Promoters/Offeror/Substantial Shareholders Of MEH

Our Company was incorporated on 29 November 2004. The changes in the shareholdings of the Promoters/Offeror/Substantial Shareholders of our Company since incorporation are as follows:

Name of shareholder	As at 29 November 2004				After the Acquisitions and Shareholders' Arrangement but before Public Issue and Offer for Sale			
	Direct		Indirect		Direct		Indirect	
	No. of shares '000	%	No. of shares '000	%	No. of shares '000	%	No. of shares '000	%
Gan Boon Hoon	^	50.0	-	-	#	*	-	-
Hor Han Keng	^	50.0	-	-	#	*	-	-
MECSB	-	-	-	-	35,792	38.70	-	-
SPEK	-	-	-	-	6,829	7.38	-	-
Desalink	-	-	-	-	13,955	15.09	-	-
AESB	-	-	-	-	28,360	30.66	-	-
Dato' Yap Suan Chee	-	-	-	-	-	-	(1)69,552	75.20
Datin Teng Siew Kean	-	-	-	-	-	-	(2)69,552	75.20
Zaitun Binti Dato' Seri Abu Bakar	-	-	-	-	-	-	(3)20,784	22.47
Radzulai Bin Yahaya	-	-	-	-	-	-	(4)13,955	15.09
Dato' Mohd Zain Bin Yahya	-	-	-	-	-	-	(5)6,829	7.38
Ir Tan Hong Hing @ Tan Eng Hing	-	-	-	-	2,159	2.3%	-	-
HMSB	-	-	-	-	5,398	5.8%	-	-

Notes:

(1) Deemed interested by his shareholdings in MECSB, AESB and HMSB pursuant to Section 6A of the Act.

(2) Deemed interested by virtue of her husband, Dato' Yap Suan Chee's shareholdings in AESB and HMSB and her shareholdings in MECSB.

(3) Deemed interested by her shareholdings in SPEK and Desalink pursuant to Section 6A of the Act.

(4) Deemed interested by his shareholdings in Desalink pursuant to Section 6A of the Act.

(5) Deemed interested by his shareholdings in SPEK pursuant to Section 6A of the Act.

* Negligible

^ represent one (1) share of RM1.00 each.

represent two (2) shares of RM0.50 each.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(cont'd)*

6.2 Directors

6.2.1 Directors' Shareholdings In MEH

The directors' shareholdings in our Company before and after the Public Issue and Offer for Sale are as follows:

Name	Before the Public Issue and Offer for Sale				After the Public Issue and Offer for Sale			
	<---Direct--->		<---Indirect--->		<---Direct--->		<---Indirect--->	
	No of MEH Shares held '000	%	No of MEH Shares held '000	%	No of MEH Shares held '000	%	No of MEH Shares held '000	%
Dato' Dr. Ku Abd Rahman Bin Ku Ismail	-	-	-	-	⁽⁴⁾ 1,000	0.83	-	-
Dato' Yap Suan Chee	-	-	⁽¹⁾ 69,552	75.20	-	-	⁽¹⁾ 65,552	54.62
Ir Tan Hong Hing @ Tan Eng Hing	2,159	2.33	-	-	2,159	1.80	-	-
Radzulai Bin Yahaya	-	-	⁽²⁾ 13,955	15.09	-	-	⁽²⁾ 13,955	11.63
Dato' Mohd Zain Bin Yahya	-	-	⁽³⁾ 6,829	7.38	-	-	⁽³⁾ 6,829	5.69
Datuk Alias Bin Ali	-	-	-	-	-	-	-	-
Datuk Iskandar Dzakurnain Bin Badarudin	-	-	-	-	-	-	-	-
Lim Tong Hee	-	-	-	-	⁽⁴⁾ 70	0.06	-	-

Notes:

- (1) Deemed interested by his shareholdings in MECSEB, AESB and HMSB pursuant to Section 6A of the Act.
- (2) Deemed interested by his shareholdings in Desalink pursuant to Section 6A of the Act.
- (3) Deemed interested by his shareholdings in SPEK pursuant to Section 6A of the Act.
- (4) Based on the assumption that the Public Issue Shares allocated to our eligible Directors are fully taken up

6.2.2 Profiles Of Directors

Save for the profiles of Dato' Yap Suan Chee, Ir Tan Hong Hing @ Tan Eng Hing, Radzulai Bin Yahaya and Dato' Mohd Zain Bin Yahya, which are set out in Section 6.1.3 above, the profiles of our Directors are set out below:

(a) Dato' Dr. Ku Abd Rahman Bin Ku Ismail

Dato' Dr. Ku Abd. Rahman, a Malaysian aged 55, was appointed to the Board of MEH on 29 January 2007. He holds a Bachelor of Science (Hons) majoring in Polymer Science and Technology from the North London University England, United Kingdom, a Master Degree majoring in Polymer Technology from Loughborough University, England, United Kingdom and a Doctor of Philosophy majoring in rubber science from Loughborough University, England, United Kingdom. Dato' Dr. Ku served the Rubber Research Institute Malaysia as a scientist and subsequently as a senior scientist between the years 1976 and 1988 and then moved on to Mardec

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

Berhad in 1989 to take up the post as Senior Manager, Operation and Technical. His career with Mardec came to a halt in 1997 with the last post held as Director of Technical and Development. He was appointed as the Political Secretary to the Minister of Defence Malaysia and thereafter from 1999 to 2001 as the Political Secretary to Minister of Foreign Affairs, Malaysia. Dato' Dr. Ku joined the Board of Directors of Bina Darulaman Berhad on 1 August 2001 as Managing Director and subsequently resigned on 31 December 2004. On 7 January 2005, Dato' Dr Ku was appointed as the President of Malaysian Friendship and Trade Centre, Taipei, Taiwan (Head of Mission) till this present day.

(b) Datuk Alias Bin Ali

Datuk Alias Bin Ali, a Malaysian aged 59, was appointed to the Board of MEH on 5 January 2007. Datuk Alias was the former Secretary General of the Ministry of Health when he retired in March 2004. He has more than 30 year's experience in the civil service, having been in the government sector since 1970. He has held various positions, including Deputy Director (Operations, Training), Public Services Department; Director of Industrial Development Division, Ministry of International Trade and Industry; and the Deputy Secretary General (Cabinet), Prime Minister's Department. He served as a member of the Securities Commission from 10 June 2004 to January 2006. He has a Masters in Business Management from the Asian Institute of Management, Philippines and a Bachelors Degree in Economics from the University of Malaya. He attended the London Executive Program at the London Business School in 1984. Datuk Alias is now on the board of several public listed companies namely Pos Malaysia & Services Holdings Bhd, FIMA Corporation Bhd, Mentakab Rubber Company (Malaya) Berhad, Integrated Rubber Corporation Bhd, Air Asia Bhd, and Duopharma Biotech Bhd.

(c) Datuk Iskandar Dzakurnain Bin Badarudin

Datuk Iskandar Dzakurnain a Malaysian aged 60, was appointed to the Board of MEH on 29 January 2007. Datuk Iskandar is currently an Economic Advisor in the Prime Minister's Department. Joining the civil service in 1970 upon graduation from University of Malaya with a Degree in Economic (Hons), he has over 33 years of experience in various capacities with the Federal and State Government.

Among his positions includes Senior Assistant Director in the Budget Division and the Secretary of the Tax Analysis Division of the Federal Treasury; General Manager of the Melaka State Development Corporation and Penang Development Corporation; State Financial Officer for Selangor; Secretary – General of the Ministry of Culture, Arts & Tourism and as the Director General of the Economic Planning Unit (EPU) Malaysia prior to his mandatory retirement from the Government.

He was also the board member of Petroliam Nasional Berhad, Khazanah Nasional Berhad, Perusahaan Otomobil Nasional Berhad, Tenaga Nasional Berhad, Hicom Holdings Berhad, DRB-HICOM Berhad and HICOM Berhad.

He obtained a Masters in Business Administration from Cornell University, New York, United States of America in 1976.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(cont'd)*

(d) Lim Tong Hee

Lim Tong Hee, a Malaysian aged 33, was appointed as to the Board on 29 January 2007. He is the Finance Director of our Group and he joined our Group on 11 March 2002. He holds a Bachelor of Accountancy and is an associate member of the Association of Chartered Certified Accountant and Malaysian Institute of Accountants. He is in charge of the accounting and finance functions of our Group. He began his career as an executive of performance for management and monitoring with IPU Sdn Bhd in 1997. Subsequently, he joined Peter Chong & Co, a firm of chartered accountants in 1999 as an audit assistant. He left Peter Chong & Co in 2000 to join Monteiro & Heng as an audit senior. In total he has more than 5 years experience in reviewing and managing the accounting and financial matters of a company.

6.2.3 Directors' Directorship And Substantial Shareholdings In All Other Public Corporations For The Past Two (2) Years

Save as disclosed below, none of the directors above has any other directorships in other public corporations for the past two (2) years prior up to the LPD and substantial shareholdings, in other public corporations as at the LPD:

Datuk Alias Bin Ali

Name Of Company	< ---- Direct ---- >		< ---- Indirect ---- >		Date of Appointment/ (Resignation)
	No. Of Shares	%	No. Of Shares	%	
Pos Malaysia & Services Holdings Berhad	-	-	-	-	June 2004
FIMA Corporation Berhad	-	-	-	-	2004
Mentakab Rubber Company (Malaya) Berhad	-	-	-	-	2004
Integrated Rubber Corporation Berhad	-	-	-	-	2004
Air Asia Berhad	-	-	-	-	2005
Duopharma Biotech Berhad	-	-	-	-	2006

6.2.4 Directors' Aggregate Remuneration And Benefits

For FYE 2006, no remuneration and benefits were paid to our Directors. It is forecasted that the aggregate remuneration and benefits (excluding performance bonus) for our Directors for the financial year ending 31 August 2007 would be approximately RM500,000.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

The forecast remuneration and benefits to be paid to our Directors is as follows:

	Remuneration Band 2007 (Forecast)
Dato' Dr. Ku Abd Rahman Bin Ku Ismail	Less than RM50,000
Dato' Yap Suan Chee	Between RM200,000 to RM250,000
Ir Tan Hong Hing @ Tan Eng Hing	Between RM100,000 to RM150,000
Radzulai Bin Yahaya	Less than RM50,000
Dato' Mohd Zain Bin Yahya	Less than RM50,000
Datuk Alias Bin Ali	Less than RM50,000
Datuk Iskandar Dzakurnain Bin Badarudin	Less than RM50,000
Lim Tong Hee	Between RM50,000 to RM100,000

6.2.5 Board Practices

According to our Articles of Association, at each general meeting in every subsequent year, at least 1/3 of our Directors for the time being shall retire from office provided that all Directors shall retire from office at least once every 3 years. However, a retiring Director is eligible for re-election at the meeting at which he retires. An election of Directors shall take place each year.

Any person appointed as Director, either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the next annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

At the forthcoming Annual General Meeting, save for Dato' Yap Suan Chee and Datuk Alias Bin Ali, all the other Directors shall retire from office in accordance with our Articles of Association, and shall be eligible for re-election. As at LPD, all of our Directors have held office less than 2 months as there were appointed only in January 2007.

6.3 Audit Committee, Remuneration Committee and Nomination Committee

6.3.1 Audit Committee

The main functions of the audit committee will fall within the ambit of the Listing Requirements of Bursa Securities. The audit committee is responsible for the recommendation to our Board regarding the selection of the external auditors, reviewing the results and scope of audit and other services provided by our Group's external auditors and reviews and evaluates our Group's internal audit and control functions. The audit committee is also responsible for assessment of financial risk and matters relating to related party transactions and conflict of interests. The audit committee may obtain advice from independent parties and other professionals in performing their duties.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

The members of the audit committee are as follows:

Name	Designation	Directorship
Dato' Dr Ku Abd Rahman Bin Ku Ismail	Chairman	Independent Non-Executive Chairman
Datuk Alias Bin Ali	Member	Independent Non-Executive Director
Lim Tong Hee	Member	Executive Director

6.3.2 Remuneration Committee

Our Remuneration Committee is principally responsible for reviewing and recommending to our Board the remuneration package and the terms of employment of our Managing Director, and also recommending the remuneration levels of our Executive Directors with reference to market practice.

The members of the Remuneration Committee are as follows:

Name	Designation	Directorship
Datuk Iskandar Dzakurnain Bin Badarudin	Chairman	Independent Non-Executive Director
Ir Tan Hong Hing @ Tan Eng Hing	Member	Executive Director
Dato' Dr Ku Abd Rahman Bin Ku Ismail	Member	Independent Non-Executive Chairman

6.3.3 Nomination Committee

Our Nomination Committee is principally responsible for recommending to our Board, appointment of new Directors of our Company and Board committees. Our Board as a whole makes all decision on appointments after considering the recommendations of the Nomination Committee.

The members of the Nomination Committee are as follows:

Name	Designation	Directorship
Dato' Mohd Zain Bin Yahya	Chairman	Non-Independent Non-Executive Director
Datuk Iskandar Dzakurnain Bin Badarudin	Member	Independent Non-Executive Director
Datuk Alias Bin Ali	Member	Independent Non-Executive Director

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

6.4 Key Management Or Key Technical Personnel

6.4.1 Key Management's Or Key Technical Personnel's Shareholding

Our Group's key management or key technical personnel are as follows:

Key Management Or Key Technical Personnel	Designation
Dato' Yap Suan Chee	Managing Director
Datin Teng Siew Kean	Human Resource and Administration Director
Radzulai Bin Yahaya	Operations Director
Ir Tan Hong Hing @ Tan Eng Hing	Technical Director
Lim Tong Hee	Finance Director
Ngan Yeow Meng	Head of Construction Management
Kok Kai Chern	Senior Project Manager
Tan Swan Kiau	Project Manager
Jasni Bin Abdul Hamid	Project Manager

The key management or key technical personnel's shareholdings in our Company before and after the Public Issue and Offer for Sale are as follows:

Name	Before the Public Issue and Offer for Sale				After the Public Issue and Offer for Sale			
	<---Direct--->		<---Indirect--->		<---Direct--->		<---Indirect--->	
	No of MEH Shares held '000	%	No of MEH Shares held '000	%	No of MEH Shares held '000	%	No of MEH Shares held '000	%
Dato' Yap Suan Chee	-	-	⁽¹⁾ 69,552	75.20	-	-	⁽¹⁾ 65,552	54.62
Radzulai Bin Yahaya	-	-	⁽²⁾ 13,955	15.09	-	-	⁽²⁾ 13,955	11.63
Datin Teng Siew Kean	-	-	⁽³⁾ 69,552	75.20	-	-	⁽³⁾ 65,552	54.62
Ir Tan Hong Hing @ Tan Eng Hing	2,159	2.33	-	-	2,159	1.80	-	-
Lim Tong Hee	-	-	-	-	⁽⁴⁾ 70	0.06	-	-
Ngan Yeow Meng	-	-	-	-	⁽⁴⁾ 50	0.04	-	-
Kok Kai Chern	-	-	-	-	⁽⁴⁾ 50	0.04	-	-
Tan Swan Kiau	-	-	-	-	⁽⁴⁾ 15	0.01	-	-
Jasni Bin Abdul Hamid	-	-	-	-	⁽⁴⁾ 10	0.01	-	-

Notes:

- (1) Deemed interested by his shareholdings in MECSB, AESB and HMSB pursuant to Section 6A of the Act.
- (2) Deemed interested by his shareholdings in Desalink pursuant to Section 6A of the Act.
- (3) Deemed interested by virtue of her husband, Dato' Yap Suan Chee's shareholdings in AESB and HMSB and her shareholdings in MECSB.
- (4) Based on the assumption that the Public Issue Shares allocated to our eligible employees are fully taken up.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

6.4.2 Profiles

Please refer to Sections 6.1.3 above for the profile of Dato' Yap Suan Chee, Radzulai Bin Yahaya, Datin Teng Siew Kean, Ir Tan Hong Hing @ Tan Eng Hing and Lim Tong Hee respectively.

(a) Ngan Yeow Meng

Ngan Yeow Meng, a Malaysian aged 52, was appointed as the Head of Construction Management on November 2002. He graduated with a Bachelor of Engineering from the University of Monash, Australia in 1980 and is a graduate engineer registered with the Board of Engineers Malaysia. He is in charge of the project control function in our Group. He started his career as a project engineer in Jabatan Kerja Raya Malaysia from 1980 to 1983 and was promoted to senior executive engineer before he left in 1991. Subsequently, he joined Syarikat Pembinaan Setia Berhad as project manager in 1991 where he was responsible for construction of various building projects. He then left Syarikat Pembinaan Setia Berhad for Brem Construction Sdn Bhd in 1994 as the project manager. He was later promoted to general manager in Brem Construction Sdn Bhd. He was appointed as general manager for special projects in Brem Holding Berhad from 2000 to 2002 prior to joining our Group.

(b) Kok Kai Chern

Kok Kai Chern, a Malaysian aged 34, was appointed as Senior Project Manager on January 2005. He graduated with a Master of Science in Civil Engineering (Geotechnical) from University of Technology Malaysia in 2000. He started his career as a machine operator and sales assistant in Singapore in 1993. Upon obtaining his Bachelor of Science in Civil Engineering from University of Technology Malaysia in 1997, he joined Geolab (M) Sdn Bhd as an engineer responsible for Pile Driving Analysis, Statnamic Load Test, Vibration Monitoring, Sonic Integrity Test and Sonic Logging Test. During his master study by research from 1998 to 2000, he worked as a part time lecturer in Institut Komputer P.K.P. Genetic and RAA Academy of Art in Johor Bahru lecturing on AutoCAD. Subsequently, he joined other engineering consulting firms as an engineer where he was responsible for project management, infrastructure and reinforcement concrete design, authorities' submission and liaison, site supervision, inspections and meetings before joining our Group in 2002. As a project manager, he is responsible for the overall project management in our Group.

(c) Tan Swan Kiau

Tan Swan Kiau, a Malaysian aged 61, was appointed as the Project Manager on September 2003. He graduated with a Diploma in Land Survey in 1970 and began his career as a survey technician with Perkhidmatan Ukur Sdn Bhd in charged of title survey for timber concession and housing. Subsequently in 1972 he joined JKR as a technical assistant. While he was with JKR, he was involved in road survey, land survey, earthwork supervision, road design, blasting supervision and site supervision for projects such as east west highway, access road to rest area at Ayer Hitam-Pontian Road, access road to rest area at Kuantan-Segamat Highway, access road to the Government complexes at Jalan Duta. He retired from JKR in 2002 and joined our Group on September 2003.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (cont'd)

(d) Jasni Bin Abdul Hamid

Jasni Bin Abdul Hamid, a Malaysian aged 43, was appointed as Project Manager of our Group in 2006. He graduated with a Bachelor of Engineering from Saint Martin College Lacey, United States of America in 1987. He began his career with Aziz Khan Construction Sdn Bhd as a site manager where he was responsible for the overall operations at the construction site. Subsequently, he joined Skoga Redimix Sdn Bhd as a plan manager where he was in charge of planning and project management. He has been involved with various construction projects such as construction of bridge and building works such as schools and colleges. He was attached with several other engineering consulting companies prior to joining our Group in 2006.

6.5 Involvement In Other Businesses/ Corporations

As at the LPD, save and except for the following, none of the substantial shareholders, executive directors and key management or key technical personnel is presently involved in other businesses and/or corporations.

- (a) Dato' Yap Suan Chee is our Managing Director, he is also director and shareholder of several private companies which are involved in property investment and development and investment holding. Dato' Yap Suan Chee is also a substantial shareholder and director of Melati Ehsan (M) Sdn Bhd ("MESB") which was previously a turnkey contractor and is now focusing on property development.
- (b) Ir Tan Hong Hing @ Tan Eng Hing, is an Executive Director of our Group and he is also director and shareholder of several private limited companies involved in property development. He is also a substantial shareholder and director of Hinken Sdn Bhd which is involved in general trading, property development and construction.
- (c) Radzulai Bin Yahaya is an Executive Director of our Group and he is also director and shareholder of a few private limited companies involved in property investment and development and investment holding. He is also shareholder and director of MESB.
- (d) Zaitun Binti Dato' Seri Abu Bakar is our substantial shareholder and she is also director and shareholder of several private limited companies involved in property investment and development and investment holding. She is also director and shareholder of MESB.
- (e) Datin Teng Siew Kean is a key management of our Group and she is also director and shareholder of a few private limited companies, which are involved in investment holding and management services.
- (f) Lim Tong Hee is an Executive Director of our Group and he is also director and shareholder in a few private limited companies, which are currently dormant.

Although the above directors and key management of our Group are involved in other companies, however, they allocate the majority of their time in our Group.

In respect of item (b) above, although Hinken Sdn Bhd is also involved in construction, it is essentially a family business of Ir Tan Hong Hing @ Tan Eng Hing. Its construction operations focused on residential properties and renovation works as opposed to turnkey contracting undertaken by our Group. Further, our Directors are of the opinion that no material conflict of interest exist in Ir Tan Hong Hing @ Tan Eng Hing shareholdings and directorship in Hinken Sdn Bhd as the projects undertaken is on a different scale altogether from the activities of our Group and its construction jobs generally revolves around work for modest 1-2 hectares type of residential development.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(cont'd)*

The private limited companies mentioned under items (a), (c) and (d) above which are mainly involved in property development and are connected to Dato' Yap Suan Chee, Radzulai Bin Yahaya and Zaitun Binti Dato' Seri Abu Bakar may award constructions contracts to our Group and hence possible conflict of interest situation may arise.

Our Directors are of the view that the abovementioned Directors and key management's involvement in the above businesses under items (e) and (f) will not cause any potential conflict of interest situation.

In respect of items (a), (b), (c) and (d) above, we have taken/proposed to take the following measures to resolve any conflict of interest that may arise from the interest of the above Directors and key management in other businesses carrying on a similar business as our Group:

- (a) To safeguard the interest of our Group and to avoid possible conflict of interest situation, the audit committee comprising of a majority of independent directors will, amongst others, monitor any transactions between our Group and our Directors and key management and/or companies connected to them. As we often bid for contracts from our related parties have interest, we have a tender committee comprising certain senior management who has no conflict of interest in the particular project to ensure that the award to us meets our internal requirements in terms of scope of work, project timing and profitability;
- (b) All Directors and substantial shareholders of our Group are required to declare and disclose any transactions in which they are deemed interested and such transactions must be conducted on arms length basis and be subject to the scrutiny of the audit committee; and
- (c) MESB is currently a property investment development company, which is related to our Directors and substantial shareholders. Its interest in construction has ceased and it has provided a written undertaking to our Company that it will not compete with or solicit business from our customers. In addition, MESB has also transferred or awarded all of its construction business to our Group such as the FR 54 and Majlis Link contract.

6.6 Declaration From The Directors, Key Management And Key Technical Personnel

No Director and key management or key technical personnel or any person nominated to become a Director or key management or key technical personnel is or has been involved in any of the following events (whether in or outside Malaysia):

- (i) a petition under any bankruptcy or insolvency law filed (and not struck out) against such person or any corporation of which he was a partner or any corporation of which he was a director or key personnel; or
- (ii) a person disqualified from acting as a director of any corporation, from taking part directly or indirectly in the management of any corporation; or
- (iii) a charge and/or convict in a criminal proceeding or being named as subject of a pending criminal proceeding; or
- (iv) any judgement entered involving a breach of any law or regulatory requirement that relates to the securities or futures industry; or
- (v) any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity.

6. INFORMATION ON PROMOTERS, OFFEROR, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(cont'd)*

6.7 Family Relationship And Association

Datin Teng Siew Kean, a key management of our Group is the spouse of Dato' Yap Suan Chee, our Managing Director.

6.8 Service Contracts

As at the LPD, there are no existing and proposed service contract between our Directors and our Group.

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7. APPROVALS AND CONDITIONS

7.1 Approvals and Conditions

The SC and MITI had on 6 December 2006 and 11 September 2006 respectively approved the Listing. The SC had also approved the Listing pursuant to the FIC's Guidelines for the Acquisitions of Interests, Merger and Takeover by Local and Foreign Interests ("FIC Guidelines"). The conditions imposed by the aforesaid authorities and the status of compliance are as follows:

SC	Details of Conditions Imposed	Status of Compliance																		
(i)	Moratorium on the sale of shares to be imposed on the shareholders of MEH as follows:	To be complied with.																		
	<table border="1"> <thead> <tr> <th>Shareholder</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>AESB</td> <td>28,360,735</td> <td>23.63</td> </tr> <tr> <td>Desalink</td> <td>13,955,075</td> <td>11.63</td> </tr> <tr> <td>SPEK</td> <td>6,829,189</td> <td>5.69</td> </tr> <tr> <td>HMSB</td> <td>4,855,196</td> <td>4.05</td> </tr> <tr> <td>Total</td> <td>54,000,195</td> <td>45.00</td> </tr> </tbody> </table>	Shareholder	No. of shares	%	AESB	28,360,735	23.63	Desalink	13,955,075	11.63	SPEK	6,829,189	5.69	HMSB	4,855,196	4.05	Total	54,000,195	45.00	The ultimate individual shareholders of AESB, Desalink, SPEK and HMSB have submitted the undertakings to the SC on 31 January 2007.
Shareholder	No. of shares	%																		
AESB	28,360,735	23.63																		
Desalink	13,955,075	11.63																		
SPEK	6,829,189	5.69																		
HMSB	4,855,196	4.05																		
Total	54,000,195	45.00																		

Where they are not allowed to sell, transfer or assign their shareholdings amounting to 45% of the entire issued and paid-up share capital of MEH for 1 year from its date of admission on the Main Board of Bursa Securities.

In addition, every ultimate individual shareholder of AESB, Desalink, SPEK and HMSB must give an undertaking not to sell, transfer or assign his/her shareholdings in the said companies for the same period;

- (ii) With regard to the trade receivables of the Group, MEH should comply with the following conditions:
- (a) Full provision should be made for all trade receivables, which are in dispute, under legal action or exceeding 6 months in its accounts. The directors of MEH should confirm to SC that this condition has been met prior to the issuance of its prospectus;
- The SC has via its letter dated 22 February 2007 approved our Company's application for exemption to comply with the above condition for trade receivables arising from the flood mitigation project at Kawasan Bertam – Kepala Batas ("Exemption") subject to us fully disclosing in our listing prospectus the full justification for the Exemption. The justification for the Exemption is set out hereunder.
- (i) as at 30 November 2006 there were no trade receivables which were subject to dispute or under legal action; and
- (ii) Save for the trade receivables arising from the flood mitigation project at Kawasan Bertam – Kepala Batas and retention sum, all trade receivables which were outstanding for more than 6 months as at 30 November 2006 has been fully provided for.
- (b) Fully disclose in its listing prospectus the Group's trade receivables position, ageing analysis and comments by the directors of MEH on the recoverability of the Group's trade receivables that have exceeded the credit period;
- Our Directors had via the letter dated 31 January 2007 confirmed compliance with this condition to the SC and had set out that:
- Complied, disclosed in Section 10.4 of this Prospectus.

7. APPROVALS AND CONDITIONS (cont'd)

SC	Details of Conditions Imposed	Status of Compliance
	(c) The directors of MEH should provide a written confirmation to SC that the Group's trade receivables that have exceeded the credit period are recoverable;	Complied, our Directors have provided the confirmation to the SC on 31 January 2007.
(iii)	MEH should fully disclose in its listing prospectus the following issues:	
	(a) Declining trend in profit margin, justification for the declining trend and steps taken/ to be taken to mitigate this issue;	Complied, disclosed in Section 10.2.3 of this Prospectus.
	(b) Dependency on related party contracts, justification for the dependency and steps taken/to be taken to mitigate this issue;	Complied, disclosed in Section 4.6 of this Prospectus.
	(c) Concentration on public sector projects, justification for the concentration and steps taken/to be taken to mitigate this issue; and	Complied, disclosed in Section 4.5 of this Prospectus.
	(d) Kery's tax status on its outstanding tax liabilities and penalties;	Complied, disclosed in Section 10.2.4 of this Prospectus
(iv)	MEH should comply with the National Development Policy (NDP) requirement, whereby Bumiputera investors holding 15,215,900 MEH Shares upon completion of the Listing have to be approved by MITI;	Complied. MITI had, vide its letter dated 16 February 2007 approved the allocation of the said MEH Shares to the Bumiputera investors.
(v)	MIMB / MEH should inform SC on the status of compliance with the NDP requirement upon completion of the Listing;	To be complied with.
(vi)	MIMB/MEH should submit the list of placees upon completion of the private placement, which contain the following information:	To be complied with
	(a) Name of placee/ultimate beneficiary for nominee company;	
	(b) Identity card/passport/company registration number;	
	(c) CDS number;	
	(d) Home/business address;	
	(e) Occupation/principal activity;	
	(f) Date of listing of the placement share;	
	(g) Number of placement share allocated;	
	(h) Issue price of the placement share; and	
	(i) Name of the placement agent;	
(vii)	MIMB/MEH should submit a confirmation to SC that the private placement complies with the Guidance Note 6D of the SC Guidelines; and	To be complied with.
(viii)	MIMB/ MEH should fully comply with the relevant requirements pertaining to the implementation of the Listing under the SC Guidelines.	Complied / to be complied where applicable.

7. APPROVALS AND CONDITIONS (cont'd)

Justification for Exemption ~ As set out in Sections 5.3.4 and 10.2.2 of this Prospectus, Kery, our wholly-owned subsidiary has been appointed as contractor by Jabatan Pengairan dan Saliran ("JPS") for the flood mitigation project at Kawasan Bertam - Kepala Batas, Daerah Seberang Perai Utara, Pulau Pinang ("Kepala Batas Project"). Under the terms of the award, the Kepala Batas Project is to be implemented via a deferred payment scheme and as such, no payment will be made by JPS to Kery until the project is completed.

As at 30 November 2006, the total billings for construction work carried out by Kery for the Kepala Batas Project is RM11.82 million and the entire amount has been recognised in Kery's accounts with work carried out. Out of the said amount, a total of RM10.92 million has exceeded 6 months. However, as set out above, no payment is due from JPS until the completion of the project.

As the Kepala Batas Project is undertaken and financed by the Government, the Company has full confidence that the collection of the entire amount due upon the completion of the project as per terms of the award would be honoured. Accordingly, an exemption has been sought from the SC that its condition under (ii)(a) above does not apply to the Kepala Batas Project and this exemption has been granted vide SC's letter of 22 February 2007.

The SC also noted the effect of the Listing on the equity structure relating to Bumiputera, non-Bumiputera and foreign shareholdings in MEH as follows:

	Before Listing (%)	After Listing (%)
Bumiputera	-	*30.00
Non-Bumiputera	100.00	70.00
Foreigners	-	-
Total	100.00	100.00

* as approved by MITI via its letters dated 11 September 2006 and 16 February 2007

MITI	Details of Conditions Imposed	Status of Compliance												
(i)	Approval of the SC for the Listing and compliance with FIC Guidelines;	Complied, SC's approval was obtained on 6 December 2006.												
(ii)	MITI recognises the following Bumiputera investors in MEH:													
	<table> <thead> <tr> <th>Shareholder</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>SPEK</td> <td>6,829,189</td> <td>5.69</td> </tr> <tr> <td>Desalink</td> <td>13,955,075</td> <td>11.63</td> </tr> <tr> <td>Total</td> <td>20,784,264</td> <td>17.32</td> </tr> </tbody> </table>	Shareholder	No. of shares	%	SPEK	6,829,189	5.69	Desalink	13,955,075	11.63	Total	20,784,264	17.32	
Shareholder	No. of shares	%												
SPEK	6,829,189	5.69												
Desalink	13,955,075	11.63												
Total	20,784,264	17.32												
	Subject to:													
	(a) 30% of the recognised equity holdings can be sold within 3 months after the listing of MEH and the remaining 70% can be sold in stages subject to prior approval of MITI; and	To be complied with.												
	(b) the submission of transfer documents pursuant to the Shareholders' Arrangement to MITI within 1 month from the SC's approval date;	To be complied with. MITI had via its letter dated 16 January 2007 approved our Company's application for extension of time to submit the transfer documents pursuant to the Shareholders' Arrangement to MITI within 1 month from the date of Prospectus.												

7. APPROVALS AND CONDITIONS (cont'd)

MITI	Details of Conditions Imposed	Status of Compliance
(iii)	Allocation of 15,215,900 MEH Shares representing 12.68% of the enlarged share capital of MEH upon listing, to Bumiputera investors is subject to the approval of MITI.	Complied. MITI had, vide its letter dated 16 February 2007 approved the allocation of the said MEH Shares to the Bumiputera investors.

Application to Bursa Securities will be made for the admission to the Official List and for the listing of and quotation for the entire enlarged issued and fully paid-up share capital of our Company on the Main Board of Bursa Securities.

7.2 Major Licenses And Permits Obtained

Save as disclosed below, our Group has not obtained any approvals and does not hold any regulatory licences or permits.

Issuing authority	Effective Date	Type of licence/permit	Equity Conditions
Kery			
Pusat Khidmat Kontraktor, Ministry of Entrepreneurial Development	15.03.2005 - 14.03.2007	Contractor Class A	None
Construction Industry Development Board ("CIDB")	03.03.2005 - 26.04.2007	Registration as contractor category G7 with CIDB	None
BMSB			
CIDB	17.01.2006 - 16.01.2009	Registration as contractor category G7 with CIDB	None

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8. MORATORIUM ON SALE OF SHARES

Under the SC Guidelines and as a condition of the SC's approval for the Listing, our shareholders named below will not be allowed to sell, transfer or assign their respective portion of their shareholdings, amounting to 54,000,195 MEH Shares, representing 45% of the enlarged issued and paid-up share capital of our Company within one (1) year from the date of admission of our Company to the Official List of the Main Board of Bursa Securities. Thereafter, the MEH Shares are not subject to any moratorium.

Our shareholders who will be subject to the moratorium are as follows:

Promoters	No. Of MEH Shares Held After Listing	% Of The Enlarged Share Capital	No. Of MEH Shares To Be Placed Under Moratorium	% Of The Enlarged Share Capital
SPEK	6,829,189	5.69	6,829,189	5.69
Desalink	13,955,075	11.63	13,955,075	11.63
AESB	28,360,735	23.63	28,360,735	23.63
HMSB	5,398,398	4.50	4,855,196	4.05
Total	54,543,397	45.45	54,000,195	45.00

Additionally, the individual shareholders of SPEK, Desalink, AESB and HMSB have undertaken not to sell, transfer or assign their shares in the respective companies for a period of 1 year from the date of admission of our Company on the Official List of the Main Board of Bursa Securities.

The Share Registrar of our Company and Bursa Depository have been informed in writing in relation to the moratorium of the aforesaid shareholders to ensure that they do not register any transfer which is not in compliance with the moratorium restrictions. In compliance with the restriction, the restriction is specifically endorsed on the share certificates representing their respective shareholdings which are under moratorium to ensure that trading of these shares is not permitted.

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9. RELATED PARTY TRANSACTIONS

9.1 Related Party Transactions

Save as disclosed below, there are no related party transactions, existing or potential, entered or to be entered by our Group as at the LPD and in respect of the three (3) most recent financial years, which involves the interest, direct or indirect, of the Directors, substantial shareholders and/or persons connected to them, pursuant to the Listing Requirements:

Company	Transacting company	Related parties	Nature of transaction	Contract value RM'000
Kery	DBKL / Mega Legacy (M) Sdn Bhd ("MLSB")	Dato' Yap Suan Chee, Ir Tan Hong Hing @ Tan Eng Hing and Zaitun Binti Dato' Seri Abu Bakar are Directors and/or substantial shareholders of MLSB	Construction contract for the development of Taman Aman Putra	521,155
BMSB	Melati Ehsan (M) Sdn Bhd ("MESB")	Dato' Yap Suan Chee, Radzulai Bin Yahaya and Zaitun Binti Dato' Seri Abu Bakar are Directors and/or substantial shareholders of MESB	JKR awarded the Majlis Link contract to MESB which was sub contracted to BMSB	*52,746
BMSB	Konsortium between MESB and Desa Purnama Sdn Bhd	Dato' Yap Suan Chee, Radzulai Bin Yahaya and Zaitun Binti Dato' Seri Abu Bakar are Directors and/or substantial shareholders of MESB	JKR awarded the FR 54 contract to the consortium which was subcontracted to BMSB	86,279
BMSB	TPPT Sdn Bhd (a subsidiary of Bank Negara Malaysia) / Melati Ehsan Development Sdn Bhd ("MEDSB")	Dato' Yap Suan Chee, Radzulai Bin Yahaya and Dato' Mohd Zain Bin Yahya are Directors and/or substantial shareholders of MEDSB	Construction contract for infrastructure works for Taman Ehsan Jaya	7,300
Kery	TPPT Sdn Bhd / MEDSB	Dato' Yap Suan Chee, Radzulai Bin Yahaya and Dato' Mohd Zain Bin Yahya are Directors and/or substantial shareholders of MEDSB	Construction contract for 281 double storey terrace houses at Taman Ehsan Jaya	22,920
Kery	PKNS / Bonus Focus (M) Sdn Bhd ("BFSB")	Dato' Yap Suan Chee, Radzulai Bin Yahaya and Zaitun Binti Dato' Seri Abu Bakar are also Directors and substantial shareholder BFSB	Construction contract for 131 units double storey terrace houses and 12 units semi detached houses	34,383
Our Group	Maris Development Sdn Bhd ("MDSB")	Dato' Yap Suan Chee is a substantial shareholder of MDSB and Radzulai Bin Yahaya is a Director of MDSB	Rental of premises, however there is no formal tenancy agreement and no rental is charged	-

9. RELATED PARTY TRANSACTIONS *(cont'd)*

Company	Transacting company	Related parties	Nature of transaction	Contract value RM'000
BMSB	Konsortium Nusa Baiduri Sdn Bhd ("NBSB"), Brem Maju Sdn Bhd, Seberang Cempaka Sdn Bhd	Zaitun Binti Dato' Seri Abu Bakar and the spouse of Radzulai Bin Yahaya, Rosida Binti Ahmad were substantial shareholders of NBSB.	JKR awarded the construction contract of Jambatan Baru 2 and Jambatan Baru Pinang Tunggal Pakej 'A' to the consortium which then sub contracted it to BMSB	*10,289
Kery	TPPT Sdn Bhd / MEDSB	Dato' Yap Suan Chee, Radzulai Bin Yahaya and Dato' Mohd Zain Bin Yahya are Directors and/or substantial shareholders of MEDSB	Building works, mechanical, electrical, civil, structure works, earthworks, retaining and construction works for Taman Ehsan Jaya	*19,180

* *These contracts have been completed as at the LPD.*

All the above contracts and arrangements were entered into in the ordinary course of business of our Group and on an arm's length basis.

9.2 Conflict Of Interest

- (i) MIMB hereby declares that there is no other business relationship that will result in a conflict of interest as a consequence of MIMB acting as the Adviser, Managing Underwriter and Placement Agent to our Company for the Listing.
- (ii) Messrs. Deloitte KassimChan hereby declares that there is no other business relationship that will result in a conflict of interest as a consequence of Deloitte KassimChan acting as the Reporting Accountants to our Company for the Listing.
- (iii) Messrs. Lee, Perara & Tan hereby declares that there is no other business relationship that will result in a conflict of interest as a consequence of Lee, Perara & Tan acting as the Solicitors to our Company for the Listing.

9.3 Interests In Similar Businesses

The details of our Director's and substantial shareholders' interest in other businesses and companies carrying on a similar trade as our Group is disclosed in Section 6.5 of this Prospectus.

9.4 Promotion Of Material Assets

Save for the Acquisitions, none of the Directors nor substantial shareholders and/or key management have, whether directly or indirectly, involved in the promotion of or in any material assets which have, within three (3) years preceding the date of this Prospectus, acquired or disposed of by, or leased to our Group, or are proposed to be acquired or disposed of by or leased to our Group.