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storage facilities (Source: Primary Market Research undertaken by Vital Factor Consulting Sdn Bhd).

- In addition, the working capital cost involved in setting-up a new DRI and HBI plant is significant. As the iron ore produced in Malaysia is not suitable for producing DRI and HBI, virtually all the iron ore used to produce semi-finished steel products has to be imported. As such, operators are required to have a large working capital to buy sufficient iron ore for storage to ensure that there is a continuous supply of feedstock for the continuous operation of the DRI and HBI plant.
- Operators must also be able to hold stocks of finished products, which again require a significant amount of working capital.

#### 15.2 Capital and Set-up Cost for the Production of Semi-finished Long Steel Products

- Capital cost creates a very high barrier to entry for new entrants wishing to produce semi-finished long steel products.
- The capital cost required to set-up a new plant to manufacture semi-finished long steel
  products is estimated at RM2 billion. The major plant and machinery required includes
  an EAF furnace, ladle furnace, continuous casting machine, and scrap, DRI and HBI
  handling facilities.
- The working capital cost involved in setting-up a new semi-finished long steel products is also significant as the operator is required to purchase and stock sufficient quantities of DRI and HBI and scrap to ensure that there is a continuous supply of feedstock for the continuous operation of the semi-finished long steel products plant.

#### **Implications**

- The high financial barriers to entry would imply that competition from new entrants in the production of DRI and semi-finished long steel products would be minimal in Malaysia.
- Apart from Megasteel, it is unlikely that there will be another new entrant for the production of DRI/HBI in Malaysia in the near or medium term.

#### 15.3 Technical Skills

- In general, the level of technical skills and expertise required to produce primary steel
  products creates a moderate barrier to entry. Some of the key personnel required include
  the following:
  - Technicians skilled in operating the production plant to ensure that the plant is operating at maximum efficiency;
  - Maintenance personnel to ensure that downtime is minimised;
  - Quality assurance technicians and personnel to carry out quality assurance tests on incoming raw materials and finished primary steel products to ensure that they conform to customer specifications;
  - A large pool of skilled and semi-skilled personnel to operate the machinery and equipment to produce primary steel products. These personnel are usually recruited from vocational schools.
- Technical skills would pose some form of barriers to entry for new entrants.



#### 16 INDUSTRY OUTLOOK

 The outlook for the Primary Steel Products Industry in Malaysia is favourable. This is substantiated by the following observations:

#### Increasing Production of DRI/HBI and Semi-Finished Long Steel Products

- Between 2002 and 2006, local production quantity of DRI and HBI increased at an average annual rate of 8.9%.
- Between 2002 and 2006, production quantity of semi-finished long steel products increased at an average annual rate of 4.2%.

## Increasing Local Apparent Consumption of DRI and Semi-Finished Long Steel products

- Between 2002 and 2006, it is estimated that apparent local consumption of DRI and HBI increased at an average annual rate of 14.0%.
- Between 2002 and 2006, it is estimated that apparent local consumption of semi-finished long steel products increased at an average annual rate of 1.8%.

#### Increasing Exports of Semi-Finished Long Steel Products

- Between 2003 and 2007, export value of semi-finished long steel products increased at an average annual growth rate of 30.2%.

#### Performance of the Overall Iron and Steel Industry

- Between 2004 and 2007, the sales value of the manufacture of basic iron and steel products increased at an average annual rate of 19.1%.

#### Performance of the Overall Manufacturing and Construction Industries

- Between 2005 and 2007, the GDP contribution of the Manufacturing Industry grew at an average annual rate of 5.1%.
- Between 2005 and 2007, the GDP contribution of the Construction Industry grew at an average annual rate of 2.0%
- The growth of the Manufacturing Industry and Construction Industry in Malaysia will continue to stimulate demand for DRI, HBI, semi-finished steel products and finished steel products.

#### Large Global Demand for Steel

- Global demand for DRI and semi-finished long steel products is high. This is reflected by the large volume of DRI and semi-finished steel produced globally:
  - In 2006, the global production of DRI amounted to 59.9 million tonnes;
  - . In 2006, the global production of semi-finished steel reached 1.2 billion tonnes.

(Source: International Iron and Steel Institute)



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#### 17 OUTLOOK OF THE GLOBAL STEEL INDUSTRY

- The outlook of the overall global Steel Industry is **favourable**. This is substantiated by the following observations:
  - In 2008, global apparent steel use is projected to increase by 6.7% to reach 1,282 million tonnes;
  - Global apparent steel use is projected to increase by 6.3% to reach 1,363 million tonnes in 2009;
  - Apparent steel use is expected to remain strong in the major steel producing nations of Brazil, Russia, India and China. Apparent steel use in these countries is expected to increase by 11.1% in 2008 to reach 578.5 million tonnes, and 10.3% in 2009 to reach 637.8 million tonnes.
  - Apparent steel use in Asia (including Oceania) is also expected to remain robust, with apparent steel use expected to increase by 8.6% in 2008 to reach 728.3 million tonnes, and 8.0% to reach 786.5 million tonnes in 2009.

(Source: International Iron and Steel Institute)

#### 18 DRIVERS OF GROWTH

- Some of the drivers of growth for the Primary Steel Products Industry are as follows:
  - Growth of end-user industries such as the Iron and Steel Industry, overall
    Manufacturing Industry and the Building and Construction Industry. The
    diversity and growth within these user industries will provide significant
    impetus for growth and demand for primary steel products in Malaysia.
  - Export demand will also help drive the growth of DRI and semi-finished long steel products in addition to satisfying local market demand. In addition, the strong global demand for steel products in general provides a ready market for producers of primary steel products.
  - Socio-economic growth such as the growth of the economy and population is likely to create demand for the Primary Steel Products Industry by increasing demand for steel products. Socio-economic growth will also create demand for infrastructure development as well as building and construction of residential, commercial and industrial.
  - Government Plans and Policies which are reflected in the implementation of infrastructure development projects in the Ninth Malaysia Plan is expected to help drive the growth of the Primary Steel Products Industry.
  - Implementation of infrastructure development projects as part of the Iskandar Development Region is also expected to drive demand for Primary Steel Products including DRI and semi-finished long steel products.

#### 19 THREATS AND RISK ANALYSIS

#### 19.1 Dependency on Imported Raw Materials

The Primary Steel Products Industry in Malaysia is reliant on imports for the supply of
iron ore and scrap iron. Any interruptions in the supply of iron ore and scrap iron will
directly impact on the production of DRI.



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- Although Malaysia is a producer of iron ore, the iron ore produced in Malaysia is mostly
  of a lower grade that is not suitable for use in producing DRI.
- Local supply of scrap iron is not sufficient to meet the needs of the local Primary Steel Products Industry. As a result, scrap iron has to be imported into Malaysia.

#### **Mitigating Factors**

- Operators that have contractual arrangements with suppliers of iron ore will be assured
  of a consistent and ready source of supply. In this respect, Perwaja Group has long-term
  contracts with its suppliers for the supply of iron ore. This provides the Group with
  some assurance that it will be able to secure supplies of iron ore for its production.
- As for scrap iron, Perwaja Group currently sources scrap iron from both Malaysian and overseas suppliers, and is not entirely reliant on imported scrap iron.

#### 19.2 Foreign Exchange Risk

- The Primary Steel Products Industry in Malaysia is reliant on imports of iron ore and scrap iron, which are the main raw materials used in the production of DRI.
- In addition, some of the primary steel products are also exported. Most of these transactions are denominated in foreign currencies.
- As such, fluctuations in foreign exchange rates will have an impact on the Ringgit value of imported raw materials and exported products.

#### **Mitigating Factors**

- Since 21 July 2005, the Ringgit was allowed to operate on a managed float basis, with its value determined by economic fundamentals. Bank Negara Malaysia will monitor the exchange rate against trade-weighted index of Malaysia's major trading partners. Promoting the stability of the exchange rate continues to be a primary objective of the foreign exchange policy (Source: Bank Negara Malaysia).
- Bank Negara Malaysia's primary policy objective of promoting the stability of the exchange rate will provide some mitigation against foreign currency risk.
- An operator that earns revenue denominated in a foreign currency may mitigate against
  foreign exchange risk by using its foreign currency earnings to pay for purchases
  denominated in the same foreign currency. This could provide some natural hedging
  against foreign exchange fluctuations.

#### 19.3 Fluctuations in the Price of Raw Materials

- As the raw materials used to produce primary steel products, including iron ore and scrap iron are internationally traded commodities, the prices of these raw materials are subject to global price fluctuations.
- Short-term fluctuating prices create significant problems as operators cannot effectively
  plan and manage their stocks and product pricing. This is especially problematic when
  actual purchase price of raw materials differ from the estimated price when costing
  processed or manufactured products.
- A prolonged increase in the price of these raw materials may not be easily passed on to customers. This could have an impact on the profit margins of operators. Alternatively,



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if an increase in cost is passed onto customers, the price competitiveness of the operator may be eroded.

• Conversely, a prolonged decrease in the price of these raw materials may have a negative effect on operators by eroding the value of their stocks.

#### **Mitigating Factors**

- As the raw materials such as iron ore and scrap iron are commodities, any increases in the cost of raw materials are usually passed onto the customers.
- Producers that are in a strong financial position may be able to purchase and maintain stocks of key raw materials to create a cushion against price fluctuations.
- As these raw materials are commodities and therefore subjected to world prices, all
  domestic and international producers that use these materials are also affected.

#### 19.4 Availability of Substitutes for DRI and HBI

- In some situations, DRI, HBI, pig iron and scrap iron may generally be regarded as substitutes for one another for the manufacture of steel products.
- DRI and HBI are closer in similarity compared to pig iron and scrap iron. As such, there
  are more situations where DRI and HBI may substitute for one another.
- In some situations, manufacturers may use different proportions of DRI, HBI and certain types of scrap iron.

#### **Mitigating Factors**

- Although in some situations DRI and HBI may substitute for pig iron, it is not common to do so as DRI and HBI are of higher quality and cost compared to pig iron.
- Although DRI and HBI are close substitutes, they are not perfect substitutes. As such,
  DRI would have its own market segment, while HBI will have its own market segment,
  although there is some overlap.

#### 20 MARKET SIZE, SHARE AND RANKING

#### 20.1 Market Size for DRI and HBI

• In 2007, the market size for DRI and HBI in Malaysia based on production quantity was approximately 1.8 million tonnes (Source: Primary Market Research undertaken by Vital Factor Consulting Sdn Bhd).

#### 20.2 Market Size for Semi-finished Long Steel Products

• In 2007, the market size for semi-finished long steel products in Malaysia based on production quantity was approximately **5.3 million tonnes** (Source: Primary Market Research undertaken by Vital Factor Consulting Sdn Bhd).



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#### 20.3 Market Share of DRI and HBI Based on Production

• In 2007, Perwaja Group's market share of DRI and HBI based on production quantity in Malaysia is 60% (Source: Primary Market Research undertaken by Vital Factor Consulting Sdn Bhd).

#### 20.4 Market Share of Semi-finished Long Steel Products Based on Production Quantity

• In 2007, Perwaja Group's market share of semi-finished long steel products based on production quantity in Malaysia is 17% (Source: Primary Market Research undertaken by Vital Factor Consulting Sdn Bhd).

#### 20.5 Market Ranking of DRI and HBI Production

• In 2007, Perwaja Group ranked first in Malaysia in terms of quantity of DRI and HBI produced (Source: Primary Market Research undertaken by Vital Factor Consulting Sdn Bhd).

#### 20.6 Market Ranking of Semi-finished Long Steel Products Producers

• In 2007, Perwaja Group ranked **third** in Malaysia in terms of quantity of semi-finished long steel products produced (Source: Primary Market Research undertaken by Vital Factor Consulting Sdn Bhd).

Vital Factor Consulting Sdn Bhd has prepared this report in an independent and objective manner and has taken all reasonable consideration and care to ensure the accuracy and completeness of the report. It is our opinion that the report represents a true and fair assessment of the industry within the limitations of, among others, secondary statistics and information, and primary market research. Our assessment is for the overall industry and may not necessarily reflect the individual performance of any company. We do not take any responsibilities for the decisions or actions of readers of this document. This report should not be taken as a recommendation to buy or not to buy the shares of any company.

Yours sincerely

Wooi Tan Managing Director Vital Factor Consulting Sdn Bhd

#### 18. DIRECTORS' REPORT

(Prepared for inclusion in this Prospectus)

#### PERWAJA HOLDINGS BERHAD (798513-D)

(Formerly known as Vertical Winners Sdn Bhd) Level 31, Maju Tower, 1001 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia. Tel: (603) 2772 8988 Fax: (603) 2772 8973 / 33

Registered Office:

Level 31, Maju Tower 1001 Jalan Sultan Ismail 50250 Kuala Lumpur

27 June 2008

The Shareholders of Perwaja Holdings Berhad

Dear Sir/Madam

On behalf of the Director of Perwaja Holdings Berhad ("PHB"), I report after due inquiry that during the period from 30 April 2008 (being the date to which the last audited financial statement of PHB and its subsidiary have been made up) to 26 June 2008 (being a date not earlier than 14 days before the issue of this Prospectus):

- the business of PHB and its subsidiary has, in the opinion of the Directors, been satisfactorily maintained;
- in the opinion of the Directors, no circumstances have arisen subsequent to the last audited financial statement of PHB and its subsidiary, which have adversely affected the trading or the value of the assets of PHB and its subsidiary;
- (iii) the current assets of PHB and its subsidiary appear in the books at value, which are believed to be realisable in the ordinary course of business;
- (iv) save as disclosed in the Prospectus, there are no contingent liabilities by reason of any guarantees or indemnities given by PHB or its subsidiary;
- (v) since the last audited financial statement of PHB and its subsidiary, there have been no default or any known event that could give rise to a default situation, in respect of payments of either interest and/or principal sums in respect of any borrowings in which the Directors are aware; and
- (vi) save as disclosed in this Prospectus, there have been no material changes in the published reserves or any unusual factors affecting the profits of PHB and its subsidiary since the last audited financial statement of PHB and its subsidiary.

Yours faithfully, For and on behalf of the Board of Directors Perwaja Holdings Berhad

Dato' Abu alib Bin Mohamed Director Company No: 798513-D

#### 19. ADDITIONAL INFORMATION

#### 19.1 SHARE CAPITAL

- (i) Save as disclosed in this Prospectus, we will not allot or issue any Shares on the basis of this Prospectus any later than 12 months after the date of this Prospectus.
- (ii) Save as disclosed in this Prospectus, we have not issued or proposed to issue any shares, stocks or debentures of our Company and our subsidiary as fully or partly paid-up in cash or otherwise, within the 2 years preceding the date of this Prospectus.
- (iii) Save for the ICULS as disclosed in Section 6.4.2 of this Prospectus, none of our capital (including our subsidiary) is under any option, or agreed conditionally or unconditionally to be put under option.
- (iv) Save for the IPO Shares reserved for subscription by the Directors and eligible employees of Kinsteel Group and our Group as disclosed in Section 4.4 of this Prospectus, there is currently no other scheme involving the Directors and eligible employees of our Group in the share capital of our Company and our subsidiary.
- (v) Save for the ICULS issued pursuant to the ICULS Placement as disclosed in Section 6.4.2 of this Prospectus, neither our Company nor our subsidiary have any outstanding convertible debt securities as at the date of this Prospectus.

#### 19.2 ARTICLES OF ASSOCIATION

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

The terms defined in the Company's Articles of Association shall have the same meanings when used here unless they are otherwise defined here or the context otherwise requires.

WORDS	MEANINGS
Articles	The Articles of Association as originally framed or as altered from time to time by special resolution.
Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules.
Beneficial Owner	In relation to Deposited Securities, the ultimate owner of the Deposited Securities who is the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.
Books closing date	The specified time and date set by the Company for the purpose of determining entitlements to dividends, interest, new securities or other distributions or rights of holders of its securities.
Bursa Securities	Bursa Malaysia Securities Berhad (Company No. 635998-W)
Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991, and any statutory modification, amendment or re-enactment thereof for the time being in force and includes all subsidiary legislation made thereunder.
Company	Perwaja Holdings Berhad (Company No. 798513-D)

Company No: 798513-D

#### 19. ADDITIONAL INFORMATION (Cont'd)

Depositor A holder of a Securities Account as established by the Depository.

Deposited Security A security standing to the credit of a Securities Account of the Depositor and

includes securities in a Securities Account that is in suspense subject to the

provisions of the Central Depositories Act and the Rules.

Depository Bursa Malaysia Depository Sdn Bhd (Company No. 165570-W)

Directors The Directors for the time being of the Company.

Requirements that may be made from time to time, including Practice Notes and

other relevant requirements issued by Bursa Securities from time to time.

Market Day Any day on which the stock market of Bursa Securities is open for trading in

securities.

Member(s) Any person(s) for the time being holding shares in the Company and whose

name(s) appears in the Register of Members and includes a Depositor whose name(s) appears on the Record of Depositors and who shall be treated as if he was a Member pursuant to Section 35 of the Central Depositories Act but excludes the

Depository in its capacity as a bare trustee.

Office The Registered Office for the time being of the Company.

Record of Depositors A record provided by the Depository to the Company under Chapter 24.0 of the

Rules.

Registrar Any persons appointed to perform the duties of the Registrar of the Company.

Rules The Rules of the Depository including any amendment thereto that may be made

from time to time.

Seal The common seal of the Company.

Secretary Any person appointed to perform the duties of the Secretary of the Company

including an assistant or deputy secretary or any person appointed temporarily.

Securities Has the same meaning as defined in Section 2 of the Capital Markets and Services

Act 2007.

Securities Account An account established by the Depository for a Depositor for the recording of

deposit of securities and for dealing in such securities by the Depositor, as defined

in the Central Depositories Act and/or the Rules.

The Act The Companies Act, 1965 and any statutory modification, amendment or re-

enactment thereof for the time being in force concerning companies and affecting

the Company.

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#### (i) Transfer of securities

The provisions of the Company's Articles of Association in respect of the transfer of securities are as follows:-

#### Article 26 - Transferor's Rights

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

#### Article 27 - Refusal to register transfers

"The Depository may refuse to register any transfer of Deposited Securities that does not comply with the Central Depositories Act and the Rules, no securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind."

#### Article 28 - Closing of Registers

"The registration of transfers may be closed at such times and for such periods as the Directors may from time to time determine, provided it shall not be closed for more than thirty (30) days in any year. The Company shall give Bursa Securities prior written notice of the period of the intended suspension or closure and the purposes thereof, which notice shall be at least ten (10) market days or such number of days as may be prescribed by Bursa Securities. In relation to the suspension or closure, the Company shall give written notice in accordance with the Rules to prepare the appropriate Record of Depositors."

#### Article 29 - Transfer of securities by way of book entry

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

#### Article 30 - Instrument of Transfer

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

#### Transmission of Securities

#### Article 31 -Transmission

"In the case of the death of a Member, the legal personal representative or representatives, the executors or administrators of the deceased, shall be the only person recognised by the Company as having any title to his securities. Any person becoming entitled to securities in consequence of the death or bankruptcy of a Member may, subject to the Rules and Article 32 hereof, transfer the securities to himself or to some other person nominated by him as the transferee but nothing herein contained shall release the estate of a deceased from any liability in respect of any shares which had been held by him."

#### Article 32 - Death or bankruptcy of a Member

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

#### Article 33 - Person entitled to receive and give discharge for dividends

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

#### Article 34 - Transmission of securities from Foreign Register

"Where:-

- (a) the securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities,

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the Registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the Registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities."

#### (ii) Directors remuneration

The provisions of the Company's Articles of Association in respect of the remuneration of directors are as follows:-

#### Article 86 - Directors' remuneration

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

- fees payable to Directors who hold no executive office in the Company shall be paid by a
  fixed sum and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to Directors who hold an executive office in the Company may not include a commission on or percentage of turnover;

- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;
- (d) any fee paid to an Alternate Director shall be such amount as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

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

#### Article 126 - Remuneration of Managing Director and/or Executive Director

"A Managing Director and/or Executive Directors shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits or partly in one way and partly in another) as the Directors may determine, such remuneration shall not include a commission on or a percentage of turnover."

## (iii) Voting and borrowing powers of Directors, including voting powers in relation to proposals, arrangements or contracts in which they are interested

The provisions of the Company's Articles of Association in respect of the voting and borrowing powers of directors, including voting powers in relation to proposals, arrangements or contracts in which they are interested are as follows:-

#### Article 92 - Directors' borrowing powers

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

#### Article 105 - Quorum

"The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two (2)."

#### Article 107 - Directors' power to vote

"Subject to these Articles, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes subject to Article 110, the Chairman of the meeting shall have a second or casting vote. Where two (2) Directors form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote."

#### Article 108 - Restriction on voting

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

#### Article 109 - Disclosure of interest by Directors

"Every Director shall comply with the provisions of Sections 131 and 135 of the Act in connection with the disclosure of his shareholding and interest in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company."

#### (iv) Changes in capital and variation of class rights

The provisions of the Company's Articles of Association in respect of the changes in capital and variation of class rights, which are as stringent as those provided for in the Act and/or the Listing Requirements, are as follows:-

#### Article 8 - Rights of preference shareholders

"Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are or will be liable, to be redeemed and the Company shall not issue preference shares ranking in priority to the preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards to receiving notices, reports and audited accounts, and attending general meetings of the Company and shall also have the right to vote at any meeting convened in each of the following circumstances:-

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

#### Article 10 - Modification of class rights

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

#### Article 45 - Power to increase capital

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

#### Article 47 - Issue of securities

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

#### Article 48 - Company may alter its capital in certain ways

"The Company may by ordinary resolution:-

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
- (b) sub-divide its share capital or any part thereof into shares of smaller amount than is fixed by the Memorandum and Articles of Association and the Act; provided that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived and so that as between the resulting shares one or more of such share may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards to dividend, return of capital, voting or otherwise over the others or any other of such shares; or
- (c) cancel any shares not taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled."

#### Article 49 - Capital raised by the creation of new shares

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

#### Article 50 - Reduction of capital

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

#### 19.3 DIRECTORS, SUBSTANTIAL SHAREHOLDERS, KEY MANAGEMENT AND PROMOTERS

- (i) Saved as disclosed in Sections 4.4, 9.2.4 and 11, none of our Directors, substantial shareholders or Promoters has been paid or intended to be paid any amount or benefit within the 2 years preceding the date of this Prospectus.
- (ii) Save for the Acquisition of PSSB and as disclosed in Section 11 of this Prospectus, none of our Directors or substantial shareholders has any interest in any subsisting contract, agreement or arrangement which is significant in relation to the businesses of our Group taken as a whole, as at the date of this Prospectus.
- (iii) Save as disclosed in Section 9 of this Prospectus, there is no other person, so far as known to us, who directly or indirectly, jointly or severally, exercises control over us.

#### 19.4 PUBLIC TAKE-OVER

Since our incorporation on 6 December 2007 up to the Latest Practicable Date, there were no:

- (a) public take-over offers by third parties in respect of our Company's shares; and
- (b) public take-over offers by our Company in respect of other companies' shares.

#### 19.5 RESTRICTED OFFER

The Restricted Offer entails the offering of up to 101,476,000 Restricted Shares for application by the Entitled Shareholders in direct proportion to their respective shareholdings in Kinsteel as at the Entitlement Date, at the Restricted Offer Price per IPO Share, payable in full upon application.

The Restricted Offer is RENOUNCEABLE. Entitled Shareholders who apply for the Restricted Shares will first be allocated the Restricted Shares (in direct proportion to their shareholding in Kinsteel as at the Entitlement Date) provided that such Entitled Shareholders have remitted the required application monies for the Restricted Shares in accordance with the procedures for application and acceptance set out in this Prospectus.

In determining an Entitled Shareholder's entitlement to the Restricted Shares, any fractional entitlement of the Restricted Shares shall be disregarded. Fractional entitlements, if any, shall be dealt with in such manner as our Board in its absolute discretion deems fit or expedient and in the best interest of the Company.

Any Restricted Shares provisionally offered to the Entitled Shareholders which are not accepted, not validly taken up and those remaining not provisionally offered under the Restricted Offer, will be made available to the Entitled Shareholders and/or renouncees who have applied for the excess Restricted Shares.

The basis of allotment of excess Restricted Shares had been set out in Section 4.4.1.

The last date on which transfers of the provisional allotment of Restricted Shares were or will be accepted for registration for participation of the Restricted Offer is 1 August 2008 at 4.00 p.m.

The approval of the shareholders of Kinsteel for the Flotation Scheme has been obtained in an extraordinary general meeting held on 11 June 2008.

#### 19.6 MATERIAL CONTRACTS

As at the Latest Practicable Date and save for the contracts disclosed below, we have not entered into any material contracts, not being contracts entered into in the ordinary course of business, during the 2 years preceding the date of this Prospectus:

(i) RM400 million Murahabah MTN Programme Facility Agreement dated 23 August 2006 between PSSB, RHB Investment Bank (as lead arranger), RHB Investment Bank (as facility agent) and RHB Investment Bank (as issue agent) whereby PSSB wishes to raise funds by the issuance of MTN of up to an aggregate amount of RM400,000,000. The tenure of the MTN shall be above 12 months and up to 120 months.

Pursuant to the above agreement, the following agreements were also entered into:

- (a) Trust Deed dated 23 August 2006 between PSSB and Equity Trust (Malaysia) Berhad ("ETMB") whereby ETMB has been appointed as the trustee of the Murahabah MTN ("MMTN") holders;
- (b) Security Trustee Agreement dated 23 August 2006 between PSSB, ETMB (as trustee) and ETMB (as security trustee) whereby ETMB has been appointed as the security trustee to hold the benefit of all security documents and securities created on trust for the secured parties (consisting the trustee, security trustee and MMTN holders);
- (c) Designated Accounts Charge dated 23 August 2006 between PSSB, ETMB (as trustee) and ETMB (as security trustee) whereby PSSB assigns absolutely and charges to ETMB (as security trustee) as a continuing security for the due and actual payment to the MMTN holders, the trustee and any secured parties of the secured amounts, all its present and future rights, title, interest and benefits under the designated accounts, the credit balance, the debts represented and all benefits accruing to it including all investments made in connection with the credit balances and the right to pursue any action, proceeding, suit or arbitration arising in relation to any of the rights assigned to the security trustee;
- (d) Depository and Paying Agency Agreement dated 30 August 2006 between PSSB, ETMB (as trustee), Bank Negara Malaysia (as central depository/paying agent) and RHB Investment Bank (as lead arranger/facility agent) whereby Bank Negara Malaysia is appointed to act as the depository and paying agent for the MMTN;

- (e) RM400 million MMTN Subscription Agreement dated 19 September 2006 between PSSB, RHB Investment Bank and Standard Chartered Bank Malaysia Berhad ("SCB") whereby RHB Investment Bank and SCB agreed to subscribe for the MMTN for such amount as set out in the agreement;
- (f) Form of Murabahah Asset Purchase Agreement (No. 001) dated 22 September 2006 between PSSB and RHB Investment Bank (as facility agent) for the purchase of PSSB's assets (land and building) by the identified investor at the Murabahah purchase price of RM50,000,000;
- (g) Form of Murabahah Asset Purchase Agreement (No. 002) dated 22 September 2006 between PSSB and RHB Investment Bank (as facility agent) for the purchase of PSSB's assets (land and building) by the identified investor at the Murabahah purchase price of RM50,000,000;
- (h) Form of Murabahah Asset Purchase Agreement (No. 003) dated 22 September 2006 between PSSB and RHB Investment Bank (as facility agent) for the purchase of PSSB's assets (land and building) by the identified investor at the Murabahah purchase price of RM50,000,000;
- (i) Form of Murabahah Asset Purchase Agreement (No. 004) dated 22 September 2006 between PSSB and RHB Investment Bank (as facility agent) for the purchase of PSSB's assets (land and building) by the identified investor at the Murabahah purchase price of RM50,000,000;
- (j) Form of Murabahah Asset Purchase Agreement (No. 005) dated 22 September 2006 between PSSB and RHB Investment Bank (as facility agent) for the purchase of PSSB's assets (land and building) by the identified investor at the Murabahah purchase price of RM50,000,000;
- (k) Form of Murabahah Asset Purchase Agreement (No. 006) dated 22 September 2006 between PSSB and RHB Investment Bank (as facility agent) for the purchase of PSSB's assets (land and building) by the identified investor at the Murabahah purchase price of RM40,000,000;
- (l) Form of Murabahah Asset Purchase Agreement (No. 007) dated 22 September 2006 between PSSB and RHB Investment Bank (as facility agent) for the purchase of PSSB's assets (land and building) by the identified investor at the Murabahah purchase price of RM20,000,000;
- (m) Form of Murabahah Asset Sale Agreement (No. 001) dated 22 September 2006 between RHB Investment Bank (as facility agent) and PSSB for the sale of PSSB's assets (land and building) by the identified investor at the Murabahah sale price of RM61,400,000;
- (n) Form of Murabahah Asset Sale Agreement (No. 002) dated 22 September 2006 between RHB Investment Bank (as facility agent) and PSSB for the sale of PSSB's assets (land and building) by the identified investor at the Murabahah sale price of RM66,200,000;
- (o) Form of Murabahah Asset Sale Agreement (No. 003) dated 22 September 2006 between RHB Investment Bank (as facility agent) and PSSB for the sale of PSSB's assets (land and building) by the identified investor at the Murabahah sale price of RM71,250,000;

- (p) Form of Murabahah Asset Sale Agreement (No. 004) dated 22 September 2006 between RHB Investment Bank (as facility agent) and PSSB for the sale of PSSB's assets (land and building) by the identified investor at the Murabahah sale price of RM76,700,000;
- (q) Form of Murabahah Asset Sale Agreement (No. 005) dated 22 September 2006 between RHB Investment Bank (as facility agent) and PSSB for the sale of PSSB's assets (land and building) by the identified investor at the Murabahah sale price of RM82,200,000;
- (r) Form of Murabahah Asset Sale Agreement (No. 006) dated 22 September 2006 between RHB Investment Bank (as facility agent) and PSSB for the sale of PSSB's assets (land and building) by the identified investor at the Murabahah sale price of RM70,080,000;
- (s) Form of Murabahah Asset Sale Agreement (No. 007) dated 22 September 2006 between RHB Investment Bank (as facility agent) and PSSB for the sale of PSSB's assets (land and building) by the identified investor at the Murabahah sale price of RM37,460,000;
- (t) Deed of Debenture dated 9 November 2006 between PSSB and ETMB whereby PSSB charged its properties, assets and revenues as security for the amounts payable by PSSB under the MMTN;
- (u) Assignment of Insurance dated 9 November 2006 between PSSB and ETMB whereby PSSB assigns all its rights, title, interest and benefits under the insurance policies as set out in the agreement to ETMB as a security for the secured amount payable by PSSB under the MMTN;
- (v) Charge Form 16A dated 9 November 2006 by PSSB in favour of ETMB whereby PSSB charged its lands together with the buildings, plants and machineries erected thereon to ETMB as security trustee; and
- (w) Security Sharing Agreement dated 21 November 2006 between PSSB, ETMB, RHB Bank Berhad and OCBC Bank (Malaysia) Berhad to regulate their priorities in relation to the security created.
- (ii) Settlement Agreement dated 31 October 2007 between FDN Sdn Bhd ("FDN"), Merais Sdn Bhd ("Merais") and PSSB whereby FDN has nominated Merais to accept the payment of RM5,762,652 from PSSB as full and final settlement in respect of the debt of RM9,604,420 owing by PSSB to FDN;
- (iii) Sale and Purchase Agreement dated 30 January 2008 between PHB, ECSB, Maju and Kinsteel for the acquisition by PHB of 100% equity interest in PSSB for a total purchase consideration of RM966,253,600, to be wholly satisfied through the issuance of 499,999,998 new PHB Shares;
- (iv) Loan Repayment Agreement dated 12 March 2008 between Government of Malaysia ("GOM") and PSSB for the settlement of a loan amounting to RM148,613,961.25 ("Loan") disbursed by GOM to Tomen Corporation, Japan ("Tomen") for and on behalf of PSSB pursuant to a Memorandum dated 9 March 2001 between GOM, PSSB and Tomen. The repayment of the Loan shall be made in 10 instalments between the year 2008 and 2012;

In the event PSSB fails to settle any installment by the end of any calendar year, GOM may impose a penalty at the rate of eight per centum (8%) per annum on any outstanding installment of the Loan until full settlement. GOM agrees not to charge any interest or require the taking of any security for the Loan throughout the Loan tenure.

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#### 19. ADDITIONAL INFORMATION (Cont'd)

- (v) Underwriting Agreement dated 25 June 2008 between our Company, the Offerors, the Managing Underwriter and Underwriters for the underwriting of 120,176,000 IPO Shares under the IPO, for an underwriting commission at the rate set out in Section 4.9 of this Prospectus;
- (vi) Placement Agreement dated 25 June 2008 between our Company and the Placement Agent for the placement of 26,124,000 IPO Shares under the Public Issue, for a placement fee at the rate set out in Section 4.9 of this Prospectus; and
- (vii) Trust Deed dated 25 June 2008 between PHB and Equity Trust (Malaysia) Berhad for the appointment of Equity Trust (Malaysia) Berhad as trustee for the benefit of the holders of the ten (10) years ICULS amounting up to RM15,612,300.

#### 19.7 MATERIAL LITIGATION

As at the Latest Practicable Date, save as disclosed below, neither we nor our subsidiary are engaged in any material litigation or arbitration, either as plaintiff or defendant, and our Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect on our financial or business position:

(i) Shah Alam High Court Civil Suit No. MT4-22-204-2002 Nesaga Technology Sdn Bhd ("Nesaga") vs. PSSB

PSSB is alleged to have failed to adhere to 4 maintenance agreements whereby Nesaga was to provide various services to PSSB. PSSB had entered into a settlement dated 28 June 1996 with various terms and conditions and PSSB allegedly agreed to all the terms in the settlement via a letter dated 1 July 1996.

On 22 March 2002, Nesaga filed a Writ of Summons and Statement of Claim at the High Court of Malaya at Shah Alam against PSSB. The claim was for LIRE356,996,800.00, RM404,180.00 and USD826,117.40 with interest calculated at the rate of 8% per annum on the above sums from 1 July 1996 until date of judgment and interest calculated at the rate of 8% per annum on the above sums from date of judgment until realisation.

Nesaga has also filed an application under Order 27 Rule 3 of the Rules of High Court 1980 on 4 March 2005 for judgment on admission (Enclosure 10). Enclosure 10 is now fixed for mention on 6 March 2008. PSSB has filed an application to amend its defence to include a counterclaim (Enclosure 31) which application is now fixed for hearing on 17 July 2008. This matter is also fixed for case management on 19 August 2008 pending the disposal of both Enclosure 10 and Enclosure 31.

PSSB's solicitors are of the view that PSSB stands a fair chance of defending the case.

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# (ii) Kuala Lumpur High Court Civil Suit No. D1-22-785-2005 PSSB vs. Arus Zaman Sdn Bhd (formerly known as MK Farlin Development Sdn Bhd) ("Arus Zaman")

The claim was filed by PSSB on 7 June 2005 whereby PSSB is claiming a sum of RM15,541,193.98 for construction works done under an agreement dated 20 October 1998 for the Multimedia University Campus Development in Cyberjaya ("Contract"). The total contract sum was RM34,733,882.27 in the following breakdown:

- RM20,125,213.39 for building, mechanical and engineering works; and
- RM14,608,668.88 for variation works.

As at 25 September 2005, Arus Zaman has paid PSSB a total of RM19,192,668.29 and to date a balance of RM15,541,193.98 remains outstanding.

In its amended Defence and Counter-Claim sealed by the Court on 11 May 2006, Arus Zaman is alleging that no variation works were ordered by Arus Zaman or Telekom Malaysia Berhad, the main employer. The alleged variation works do not exist and/or were not approved by Arus Zaman and/or the main employer. Arus Zaman is also alleging that PSSB has been overpaid and has failed, refused and/or neglected to rectify and complete the works pursuant to a Non-Compliance Report and as a result Arus Zaman has suffered losses and therefore, is counterclaiming for a sum of RM400,227.52 and interest from the date of judgment until realisation and costs. PSSB has filed and served on Arus Zaman an Amended Reply to the Defence and Counter-Claim on 4 September 2006. This case is now fixed for case management on 17 September 2008.

The solicitors of PSSB are of the view that since a substantial part of the documents for PSSB's claim, at first sight are not certified, PSSB may not have a strong claim against Arus Zaman, until and unless the necessary documents substantiating PSSB's claim are complete.

#### (iii) Kuala Lumpur High Court Suit No.: D8-22-1464-2007 ("D8 Suit") Megasteel Sdn Bhd ("Megasteel") v PSSB

On 29 October 2007, Megasteel filed the Writ of Summons and Statement of Claim at the High Court of Malaya at Kuala Lumpur claiming for a sum of RM36,079,860.33 ("Megasteel's Claim") as damages for an alleged breach of contract against PSSB. PSSB has sold and delivered DRI to Megasteel where there is currently an outstanding sum of RM3,390,509.03 due to PSSB by Megasteel. Megasteel alleged that PSSB has failed to deliver the required quantity of DRI as per the contracts within the stipulated time agreed upon by the parties. PSSB has filed its Memorandum of Appearance on 21 November 2007.

On 17 December 2007, PSSB in its defence argued, *inter-alia*, that Megasteel has continued to accept the delivery of the goods unconditionally after the alleged stipulated time, causing time to be at large hence time is no longer of the essence. In addition there were variations to the contract causing time to be at large as well.

PSSB has also filed a Counter-Claim against Megasteel on 17 December 2007 for *inter-alia*, the outstanding sum of RM3,390,509.03 ("Outstanding Sum") as at 6 November 2007 for DRI supplied to Megasteel.

PSSB has then issued a statutory notice under Section 218 of the Act to wind up Megasteel for the Outstanding Sum on 9 November 2007 (please see item (iv) below).

With reference to item (iv) below, on 17 January 2008, the Court of Appeal of the D2 Suit ordered the D8 Suit be consolidated with D2 Suit. Upon consolidation, the Court has fixed for case management on 25 July 2008. In the meantime, Megasteel has also filed an application for summary judgment on 27 March 2008 and the application is now fixed for hearing on 18 July 2008.

The solicitors of PSSB are of the opinion that PSSB stands a fair chance of defending Megasteel's Claim. Meanwhile the solicitors are also of the view that Megasteel has no viable defence to the Outstanding Sum which Megasteel is seeking to set off the Outstanding Sum against Megasteel's Claim.

# (iv) Kuala Lumpur High Court Suit No: D2-22-1594-2007 ("D2 Suit") Megasteel v PSSB Vivilla Lumpur High Court Companies Winding Un Potition No. D1 28

Kuala Lumpur High Court Companies Winding-Up Petition No.: D1-28-33-2008 ("D1 Suit") PSSB v Megasteel

As mentioned in item (iii) above, PSSB has issued a statutory notice under Section 218 of the Act ("S218 Notice") to wind up Megasteel for the outstanding sum of RM3,390,509.03 as at 6 November 2007 for DRI supplied to Megasteel.

As a consequence, Megasteel filed this Writ of Summons and Statement of Claim at the High Court of Malaya at Kuala Lumpur vide D2 Suit against PSSB on 22 November 2007, *inter-alia*, for an injunction to restrain PSSB from acting upon the S218 Notice. Pending the disposal of the Writ of Summons and Statement of Claim, Megasteel filed an ex-parte application for an injunction ("Injunction Application") to restrain PSSB from acting upon the S218 Notice. The Injunction Application was then heard inter partes.

The Injunction Application was dismissed with costs on 11 January 2008 and PSSB filed its winding up petition on the same day vide D1 Suit. An appeal against the dismissal of the Injunction Application was filed at the Court of Appeal by Megasteel on 11 January 2008 and the same was allowed with costs on 17 January 2008. PSSB is now restrained from proceeding with the winding up petition.

The Court of Appeal also ordered that the D2 Suit be consolidated with D8 suit (please refer to item (iii) above). Upon the consolidation, the Court has fixed for case management on 25 July 2008. The Registrar of D1 fixed 24 July 2008 for the appointment with the parties pending disposal of PSSB's application for leave to appeal to the Federal Court against the decision of the Court of Appeal given on 17 January 2008 ("FC Appeal Application"). The Court adjourned the hearing of the FC Appeal Application fixed on 19 June 2008 to a date to be determined. Meanwhile, the hearing of D1 Suit is fixed on 27 November 2008.

PSSB's solicitors are of the view that Megasteel has no viable defence to PSSB's claim in the D1 Suit. The Solicitors are also of the opinion that the Court of Appeal has decided on the appeal wrongly as the Court of Appeal has failed to consider that PSSB has an undisputed claim against Megasteel. Instead the Court of Appeal has considered Megasteel's claim in the D8 Suit which is irrelevant to the D1 Suit. Since the Federal Court exercises sparingly its discretion in giving leave to appeal based on point of law, PSSB stands a fair chance of succeeding in the D2 Suit.

#### 19.8 CONSENTS

- (i) Our Adviser, Financial Adviser, Legal Adviser, Managing Underwriter, Underwriters, Placement Agent, Facility Agent, Auditors, Company Secretaries, Registrar, Principal Bankers, Trustee and Issuing House have, before the issue of this Prospectus, given and have not subsequently withdrawn their written consents to the inclusion in this Prospectus of their names and all references in the manner, form and context in which such names appear.
- (ii) Our Reporting Accountants have, before the issue of this Prospectus, given and not subsequently withdrawn their written consent to the inclusion in this Prospectus of their name, Accountants' Report and letter relating to the proforma consolidated financial information and all references in the manner, form and context in which they are contained in this Prospectus.
- (iii) Our Independent Business and Market Research Consultants have, before the issue of this Prospectus, given and not subsequently withdrawn its written consent to the inclusion in this Prospectus of its name and the executive summary of its independent market research report and all references in the manner, form and context in which they are contained in this Prospectus.

#### 19.9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at our registered office during office hours for a period of 12 months from the date of this Prospectus:

- (i) our Memorandum and Articles of Association;
- (ii) our material contracts referred to in Section 19.6 above and all other contracts as disclosed in this Prospectus;
- (iii) writ and relevant cause papers in relation to the material litigation referred to in Section 19.7 of this Prospectus;
- (iv) our Reporting Accountants' Letter relating to the proforma consolidated financial information included in Section 13.5 of this Prospectus;
- the Accountants' Report and Directors' Report referred to in Sections 16 and 18 of this Prospectus respectively;
- (vi) our Independent Business and Market Research Consultants' executive summary of its independent market research report as included in Section 17 of this Prospectus and the Vital Factor Report;
- (vii) the letters of consent referred to in Section 19.8 above;
- (viii) the audited financial statements of our Company for the financial period from 6 December 2007 (date of incorporation) to 30 April 2008; and
- (ix) the audited financial statements of PSSB for the 3 financial years ended 31 December 2007 and the 4 month period ended 30 April 2008.

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#### 19. ADDITIONAL INFORMATION (Cont'd)

#### 19.10 RESPONSIBILITY STATEMENTS

Our Directors, the Promoters and the Offerors have seen and approved this Prospectus and they collectively and individually accept full responsibility for the accuracy of the information in this Prospectus. They confirm, after making all reasonable enquiries that, to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make any statement in this Prospectus false or misleading.

RHB Investment Bank, as the Adviser, Managing Underwriter and Underwriter, acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes full and true disclosure of all material facts on the IPO.

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#### 20.1 OPENING AND CLOSING OF APPLICATIONS

Applications for our IPO Shares will be accepted from 9.00 a.m. on 21 July 2008 and will be closed at 5.00 p.m. on 6 August 2008 or such other later date or dates as our Directors, the Offerors and Managing Underwriter in their absolute discretion may mutually decide. Late applications will not be accepted.

Should there be any extension to the application date for the IPO, we will announce such extension in widely circulated Bahasa Malaysia and English daily newspapers within Malaysia.

#### 20.2 METHODS OF APPLICATION AND CATEGORY OF INVESTORS

Applications for the IPO Shares must be made using the method designated for each of the categories of investors identified as follows:

Class of Applicants	Type of Application Form
Entitled Shareholders	Offer Acceptance Form only
Malaysian public (for individuals only)	White Application Form or Electronic Share Application or Internet Share Application
Malaysian public	White Application Form only
Identified investors	White Application Form only
Eligible Directors and employees of our Group, eligible Directors and employees of Kinsteel Group and persons who have contributed to the success of our Group	Pink Application Form only

#### 20.3 PROCEDURES FOR APPLICATION AND ACCEPTANCE

Each application for the IPO Shares must be made on the Application Form for the relevant category of investors issued together with this Prospectus and must be completed in accordance with the notes and instructions printed therein in the respective category of the Application Form. The Application Forms together with the notes and instructions shall constitute an integral part of this Prospectus. Applications which do not conform strictly to the terms of this Prospectus or the respective category of Application Form or notes and instructions or which are illegible may not be accepted at the absolute discretion of our Directors.

FULL INSTRUCTIONS FOR THE APPLICATION OF THE IPO SHARES AND THE PROCEDURES TO BE FOLLOWED ARE SET OUT IN THE APPLICATION FORMS. ALL APPLICANTS ARE ADVISED TO READ THE APPLICATION FORMS AND THE NOTES AND INSTRUCTIONS THEREIN CAREFULLY.

# 20.3.1 Application by the eligible Directors and employees of our Group, the eligible Directors and employees of Kinsteel Group and persons who have contributed to the success of our Group under the Pink Form Offer

Applications for the IPO Shares reserved for the eligible Directors and employees of our Group, the eligible Directors and employees of Kinsteel Group and persons who have contributed to the success of our Group must be made on the **Pink Application Form** provided and not any other Application Form or by way of Electronic Share Application or Internet Share Application.

#### 20.3.2 Application by the identified investors by way of private placement

Application for 26,124,000 IPO Shares made available for the identified investors must be made on the **White Application Forms** provided and NOT any other Application Forms or by way of Electronic Share Application through a Participating Financial Institution or Internet Share Application through an Internet Participating Financial Institution. The amount payable in full on application is RM2.90 per IPO Share.

#### 20.3.3 Application by the Entitled Shareholders under the Restricted Offer

An Entitled Shareholder's CDS Account will be duly credited with the number of provisionally allotted Restricted Shares, which they are entitled to subscribe for in full or in part under the terms of the Restricted Offer. Entitled Shareholders will find enclosed with this Prospectus, the NPO notifying the Entitled Shareholder of the provisional allotment of the Restricted Shares into his/her CDS Account and the OAF (together with the notes of instructions printed therein) to enable them to subscribe for the Restricted Shares which will be credited provisionally allotted to them, as well as to apply for excess Restricted Shares with, if he/she choose to do so.

This Prospectus and its accompanying documents will not be registered under or be made to comply with the applicable securities legislation of any jurisdiction except Malaysia and the Restricted Shares under the Restricted Offer will not be offered or deemed to be offered for subscription in any other country other than Malaysia.

Accordingly, this Prospectus and its accompanying documents will not be sent to the Foreign Addressed Shareholders. Such shareholders may collect the Prospectus from the Share Registrar for the Restricted Offer, in which event, the Share Registrar for the Restricted Offer shall be entitled to request for such evidence as they may deem necessary to satisfy themselves as to the identity and authority of the persons collecting the Prospectus.

An Entitled Shareholder may only exercise his/her rights in respect of the Restricted Offer to the extent that it would be lawful to do so, and our Company, the Offerors, Promoters, Adviser, Managing Underwriter, Underwriters, any of their respective directors or any other persons involved in the IPO, would not in connection with the Restricted Offer, be in breach of the laws of any jurisdiction to which the Entitled Shareholders might be subject to. Each Entitled Shareholder shall be solely responsible to seek advice or consultation as to the laws of any jurisdiction to which he/she may lawfully so participate without our Company, the Offerors, the Promoters, Advisers, Managing Underwriter, Underwriters, any of their respective directors or any other persons involved in the IPO, being in breach of the laws of any jurisdiction.

The Foreign Addressed Shareholders or Excluded Parties will have no rights or claim whatsoever against our Company, the Offerors, Promoters, Advisers, Managing Underwriter, Underwriters, any of their respective directors or any other persons involved in the IPO, in respect of their rights entitlements or to any proceeds thereof in respect of the Restricted Offer and our Company, the Offerors, Promoters, Advisers, Managing Underwriter, Underwriters, any of their respective directors or any other persons involved in the IPO shall not accept any responsibility and liability in the event that any acceptance/excess application under the Restricted Offer is or becomes illegal, unenforceable, voidable or void or shall contravene the laws in such countries or jurisdictions.

In determining an Entitled Shareholder's entitlement to the Restricted Shares, any fractional entitlement will be disregarded and shall be dealt with in such manner as our Directors in their absolute discretion deems fit in a fair and equitable manner.

Acceptance and payment for the Restricted Shares provisionally allotted to an Entitled Shareholder or his/her renouncee(s) (if applicable) must be made on the OAF enclosed with this Prospectus and must be completed in accordance with the notes and instructions contained in the OAF. Acceptances which do not conform to the terms of this Prospectus, NPO or OAF or the notes and instructions contained in these documents or which are illegible may not be accepted at the absolute discretion of our Board.

FULL INSTRUCTIONS FOR THE ACCEPTANCE OF AND PAYMENT FOR THE RESTRICTED SHARES PROVISIONALLY ALLOTTED TO THE ENTITLED SHAREHOLDER(S) AND/OR HIS/HER RENOUNCEE(S) (IF APPLICABLE), EXCESS APPLICATION FOR THE RESTRICTED SHARE AND THE PROCEDURES TO BE FOLLOWED SHOULD THE ENTITLED SHAREHOLDER(S) AND/OR HIS/HER RENOUNCEE(S) (IF APPLICABLE) WISH TO SELL/TRANSFER ALL OR ANY PART OF YOUR/THEIR ENTITLEMENTS, ARE SET OUT IN THIS PROSPECTUS AND THE ACCOMPANYING OAF.

THE ENTITLED SHAREHOLDERS AND/OR HIS/HER RENOUNCEE(S) (IF APPLICABLE) ARE ADVISED TO READ THIS PROSPECTUS, THE OAF AND NOTES AND INSTRUCTIONS THEREIN CAREFULLY.

An Entitled Shareholder and/or his/her renouncee(s) (if applicable) accepting the provisionally allotted Restricted Shares are required to complete Part I(A) and II of the OAF in accordance with the notes and instructions provided therein. Each completed OAF together with the relevant payment must be despatched by ORDINARY POST or DELIVERED BY HAND using the envelope provided (at their own risk) to the Share Registrar for the Restricted Offer at the following addresses:

#### BY HAND / ORDINARY POST:

Tenaga Koperat Sdn Bhd G-01, Ground Floor Plaza Permata, Jalan Kampar Off Jalan Tun Razak 50400 Kuala Lumpur

so as to arrive not later than 5.00 p.m. on 6 August 2008, being the last time and date for acceptance and payment, or such other later date or dates as our Directors, the Offerors and Managing Underwriter in their absolute discretion may mutually decide.

One (1) OAF can only be used for acceptance of Restricted Shares standing to the credit of one (1) CDS Account. Separate OAFs must be used for the acceptance of Restricted Shares standing to the credit of more than one (1) CDS Account. If successful, such number of Restricted Shares subscribed by an Entitled Shareholder(s) or his/her renouncee(s) (if applicable) will be credited into the respective CDS Accounts.

The Entitled Shareholder(s) and/or his/her renouncee(s) (if applicable) should take note that a trading board lot will comprise 100 shares. The minimum number of securities that can be subscribed for or accepted is one (1) Restricted Share.

Payment must be made in the exact amount. Any acceptance with insufficient payment may be rejected at the absolute discretion of the Board. Cheques or any other mode of payments are not acceptable.

If acceptance and payment for the Restricted Shares provisionally allotted to an Entitled Shareholder(s) and/or his/her renouncee(s) (if applicable) is not received by the Share Registrar for the Restricted Offer by 5.00 p.m. on 6 August 2008, being the last date and time for acceptance and payment, or any other later date or dates as our Directors, the Offerors and Managing Underwriters in their absolute discretion may mutually decide, the Entitled Shareholder(s) and/or his/her renouncee(s) (if applicable) will be deemed to have declined their allotment and it will be cancelled. Such Restricted Shares not taken up will be allotted to the applicants applying for excess Restricted Shares.

Proof of time of postage shall not constitute proof of time of receipt by the Share Registrar for the Restricted Offer. Our Board reserves the right not to accept or to accept in part only any application without providing any reason.

An Entitled Shareholder(s) or his/her renouncee(s) (if applicable) who lose, misplace or for any other reason require another copy of the OAF, may obtain additional copies from stockbrokers, Bursa Securities' website (http://www.bursamalaysia.com), the Share Registrar for the Restricted Offer at the address stated above or our Registered Office.

EACH COMPLETED OAF MUST BE ACCOMPANIED BY VALID REMITTANCE IN RM FOR THE FULL AMOUNT IN THE FORM OF BANKER'S DRAFT(S), CASHIER'S ORDER(S), MONEY ORDER(S) OR POSTAL ORDER(S) DRAWN ON A BANK OR POST OFFICE IN MALAYSIA CROSSED "ACCOUNT PAYEE ONLY" AND MADE PAYABLE TO "PHB OFFER ACCOUNT" AND ENDORSED ON THE REVERSE SIDE WITH THE NAME, ADDRESS AND CDS ACCOUNT OF THE APPLICANT IN BLOCK LETTERS TO BE RECEIVED BY THE SHARE REGISTRAR FOR THE RESTRICTED OFFER.

APPLICATIONS ACCOMPANIED BY PAYMENT OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES MAY NOT BE ACCEPTED AT THE ABSOLUTE DISCRETION OF OUR BOARD. DETAILS OF THE REMITTANCES MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED IN THE OAF.

#### Procedures for sale/transfer of provisional allotment of rights

The Restricted Issue is renounceable. Entitled Shareholders with provisionally allotted Restricted Shares may sell/transfer all or part of their entitlements to the Restricted Shares to potential investors/renouncees who may wish to accept the provisionally allotted Restricted Shares.

Entitled Shareholders who wish to sell/transfer all or part of their entitlements to the Restricted Shares may do so immediately through their stockbrokers for the period up to the last trading day of the provisional allotment of rights to subscribe for the Restricted Shares without first having to request the Share Registrar for the Restricted Offer for a split of the provisional allotment.

To sell/transfer all or part of their entitlements to the Restricted Shares, the Entitled Shareholders and/or their renouncee(s) (as the case may be) may sell such entitlements on Bursa Securities or transfer such entitlements to such persons as may be allowed pursuant to the Rules of Bursa Depository. They are however, advised to ensure that they have sufficient provisional allotment of rights to subscribe for the Restricted Shares standing to the credit of their respective CDS Accounts before trading/transfer.

In selling all or part of their provisional allotment, the Entitled Shareholders and/or their renouncee(s) (as the case may be) need not deliver any documents, including the OAF, to their stockbrokers. Entitled Shareholders and/or their renouncee(s) (as the case may be) who have sold/transferred only part of their entitlements to the Restricted Shares may still accept the balance of their entitlements to the Restricted Shares by completing Parts I(A) and II of the OAF and forwarding the completed OAF (together with the valid remittance(s) for the full amount payable on the balance of the Restricted Shares) to the Share Registrar for the Restricted Offer.

#### Procedures for full or part acceptance by Entitled Shareholders

The NPO and OAF together with this Prospectus will be sent to the Entitled Shareholders.

You must use the OAF issued together with this Prospectus to apply for the Restricted Shares that an Entitled Shareholder is provisionally allotted. You must complete the OAF according to the notes and instructions printed therein.

Entitled Shareholders who wish to accept their entitlements in full or in part are required to fill and complete Parts I(A) and II of the OAF in accordance with the notes and instructions printed therein and together with the valid remittance, to the Share Registrar for the Restricted Offer in the manner as set out above.

If you lose, misplace or for any other reason require another copy of the OAF, you may obtain additional copies from your stockbrokers, Bursa Securities' website (http://www.bursamalaysia.com), the Share Registrar for the Restricted Offer at the address stated above and our registered office.

#### Procedures for acceptance by purchaser / renouncee

If you are a purchaser of the provisional allotment of rights to subscribe for the Restricted Shares or a renouncee who wishes to accept the provisionally allotted Restricted Shares, you must obtain a copy of the OAF from either one of the following in order to be able to accept the rights:

- (i) Any Malaysian stockbroking company;
- (ii) His/ her stockbroker;
- (iii) Registered Office of the Company at the address stated above;
- (iv) The Share Registrar for the Restricted Offer office as stated above; or
- (v) Bursa Securities' website at http://www.bursamalaysia.com.

You are to complete the OAF and submit the same together with the valid remittance(s) in accordance with the notes and instructions printed therein. The procedures for payment for the acceptance of the provisional allotment of Restricted Shares by the purchaser / renouncee is the same as that which is applicable to the Entitled Shareholders as described in this section.

RENOUNCEES ARE ADVISED TO READ, UNDERSTAND AND CONSIDER CAREFULLY THE CONTENT OF THIS PROSPECTUS AND ADHERE TO THE NOTES AND INSTRUCTIONS CONTAINED IN THIS PROSPECTUS AND OAF CAREFULLY.

#### Procedure for excess application

Any Restricted Shares not applied for will be made available for excess application. Entitled Shareholders, purchaser and/or their renouncee(s) (as the case may be) who accept the provisionally allotted Restricted Shares may apply for excess Restricted Shares by completing Part I(B) of the excess Restricted Shares application section in the OAF (in addition to Parts I(A) and II) and forwarding it (together with a separate valid remittance(s) for the full amount payable on the excess Restricted Shares applied to the Share Registrar at the address above so as to arrive no later than 5.00 p.m. on 6 August 2008 (or such extended time and date as set out in Section 20.1) being the last time and date for acceptance and payment.

Payment for the excess Restricted Shares applied for should be made in the same manner as described above, except that the Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia which is crossed "ACCOUNT PAYEE ONLY" and has to be made payable to "PHB EXCESS OFFER ACCOUNT" and endorsed on the reverse side with the name, address and CDS Account of the applicant in block letters to be received by the Share Registrar for the Restricted Offer.

#### Basis of allotment of excess Restricted Shares

Our Board reserves the rights to allot the excess Restricted Shares applied for in a fair and equitable basis and in such manner as they deem fit and expedient and in the interest of our Company. As such, it is the intention of our Board to allot the excess Restricted Shares in the following priority:

- (i) firstly, to minimise the incidence of odd lots; and
- (ii) secondly, for allocation to applicants who applied for excess Restricted Shares at the Restricted Offer Price, on a pro-rata basis calculated based on the entitlement as at the Entitlement Date and the quantum of excess Restricted Shares applied for.

Any Restricted Shares that remain unsubscribed subsequent to the above shall be made available for application by the Malaysian public in the event of an over-subscription under the Retail Offer at the IPO Price. Any Restricted Shares reallocated to the Retail Offer not taken up by the Malaysian public shall then be made available for application by the identified investors under the Special Offer at the IPO Price.

There will be no minimum number of excess Restricted Shares which the Entitled Shareholders, purchasers and/or renounces may apply for. However, it should be noted that a trading board lot comprise 100 shares.

No acknowledgement of the receipt of the OAF, excess Restricted Shares applications or applications monies will be made by the Company or the Share Registrar for the Restricted Offer. However, notices of allotment will be issued and forwarded by ordinary post to the accepting Entitled Shareholders, purchasers and/or renouncees at their own risk to the address stated in the records of Bursa Depository within eight (8) market days from the last date of the acceptance and payment in respect of the Restricted Shares.

IN RESPECT OF UNSUCCESSFUL OR PARTIALLY SUCCESSFUL EXCESS RESTRICTED SHARES APPLICATIONS, THE FULL AMOUNT OR THE SURPLUS APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST TO THE APPLICANTS WITHIN EIGHT (8) MARKET DAYS FROM THE LAST DATE FOR ACCEPTANCE AND PAYMENT FOR THE EXCESS RESTRICTED SHARES BY ORDINARY POST TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT THE APPLICANTS' OWN RISK.

#### 20.3.4 Application by the Malaysian Public under the Retail Offer

The Malaysian public should follow the following procedures in making the application:

#### Eligibility

You can only apply for our Shares if you fulfill all of the following:

- (i) You must have a CDS Account. If you do not have a CDS Account, you may open one by contacting any of the ADAs listed in Section 20.11 of this Prospectus;
- (ii) You must be one of the following:
  - (a) A Malaysian citizen that is at least 18 years old as at the closing date of the application with a Malaysian address;

- (b) A corporation/institution incorporated in Malaysia where, there is a majority of Malaysian citizens on your board of directors/trustee and if you have a share capital, more than half of your issued share capital (excluding preferred share capital) is held by Malaysian citizens; or
- (c) A superannuation, co-operative, foundation, provident or pension fund established or operating in Malaysia.

We will not accept applications from trustees, persons under 18 years of age, sole proprietorships, partnerships or other incorporated bodies or associations, other than corporations/institutions referred to in Section 20.3.4(ii)(b) or (c) above or the trustee thereof; and

- (iii) You are not a director or employee of MIDFCCS or their immediate family members.
- (iv) You are required to pay the IPO Price of RM2.90 for each IPO Share you have applied for.
- (v) You can submit only 1 application for the Shares offered to the Malaysian Public. For example, if you submit an application using a White Application Form, you cannot submit an Electronic Share Application or Internet Share Application.

However, if you have made and application using the Pink Application Form, you can still apply for the Shares offered to the Malaysian Public using the White Application Form, Electronic Share Application or Internet Share Application.

You are fully aware that multiple or suspected multiple applications for the IPO Share will be rejected. MIDFCCS, on the authority of our Directors and the Offerors, reserve the right to reject or accept any application in whole or in part without assigning any reason. Due consideration will be given to the desirability of allotting or allocating the IPO Shares to a reasonable number of applicants with a view to establishing an adequate market for our Shares.

We wish to caution you that if you submit more than 1 application in your own name or by using the name of others, with or without their consent, you will be committing an offence under Section 179 of the CMSA and may be punished with a minimum fine of RMI,000,000 and a jail term of up to 10 years under Section 182 of the CMSA.

- (vi) Your application must be for at least 100 Shares or multiples thereof.
- (vii) Your application must be made in connection with and subject to this Prospectus and our Memorandum and Articles of Association. You agree to be bound by our Memorandum and Articles of Association.
- (viii) Your submission of an application does not necessarily mean that your application will be successful. Any submission of application is irrevocable.
- (ix) We, MIDFCCS or Share Registrar will not issue any acknowledgement of the receipt of your application or application monies.
- (x) Your remittances having presented for payment shall not signify that your application has been accepted.

Our acceptance of your application to subscribe for or purchase the IPO Shares shall be constituted by the issue of notices of allotment for the IPO Shares to you.

(xi) Submission of your CDS Account number in your application includes your authority/consent in accordance with Malaysian laws for Bursa Depository and the Participating Financial Institution or the Internet Participating Financial Institution (as the case may be) to disclose information pertaining to your CDS Account and other relevant information to us, MIDFCCS, Share Registrar and any relevant regulatory bodies (as the case may be).

#### **Step 1: Obtain Application Documents**

Obtain the White Application Form together with the White Official "A" and "B" envelopes and this Prospectus. These documents can be obtained subject to availability from the following parties:

- (a) RHB Investment Bank;
- (b) Participating Organisations of Bursa Securities;
- (c) members of the Association of Banks in Malaysia;
- (d) members of the Malaysian Investment Banking Association; and
- (e) MIDFCCS.

#### Step 2: Read the Prospectus

In accordance with Section 232(2) of the CMSA, the Application Forms are accompanied by this Prospectus. You are advised to read and understand the Prospectus before making your application.

#### **Step 3: Complete the Application Form**

Complete the relevant Application Form legibly and STRICTLY in accordance with the notes and instructions printed on it and in this Prospectus.

#### (i) Personal particulars

You must ensure that your personal particulars submitted in your application are identical with the records maintained by Bursa Depository. Please inform Bursa Depository promptly of any changes to your personal particulars.

If you are an individual and you are not a member of the armed forces or police, your name and national registration identity card ("NRIC") number must be the same as:

- (a) your NRIC;
- (b) any valid temporary identity document issued by the National Registration Department from time to time; or
- (c) your "Resit Pengenalan Sementara (KPPK 09)" issued pursuant to Peraturan 5(5), Peraturan-peraturan Pendaftaran Negara 1990.

If you are a member of the armed forces or police, your name and your armed forces or police personnel number, as the case may be, must be exactly as that stated in your authority card.

For corporations/institutions, the name and certificate of incorporation number must be the same as that stated in the certificate of incorporation or the certificate of change of name, where applicable.

#### (ii) CDS Account number

You must state your CDS Account number in the space provided in the White Application Form. Invalid or third party CDS Accounts will **not** be accepted.

#### (iii) Details of payment

You must state the details of your payment in the appropriate boxes provided in the White Application Form.

## Step 4: Prepare Appropriate Form of Payment (Applicable to Malaysian Public White Form Applicants only)

Prepare the correct form of payment in RM for the FULL amount payable for the IPO Shares based on the IPO Price, which is RM2.90 per Share.

Your application must be for at least 100 Shares or multiples thereof.

Payment must be made out in favor of "MIDF SHARE ISSUE ACCOUNT NO. 624" and crossed "A/C PAYEE ONLY" (excluding ATM statements) and endorsed on the reverse side with your name and address. We only accept the following forms of payment:

- (i) banker's draft or cashier's order purchased within Malaysia only and drawn on a bank in Kuala Lumpur (differentiated by a special red band for Bumiputera applicants);
- (ii) money order or postal order (for applicants from Sabah and Sarawak only);
- (iii) Guaranteed Giro Order ("GGO") from Bank Simpanan Nasional Malaysia Berhad (differentiated by a special red band for Bumiputera applicants); or
- (iv) ATM statement obtained only from any of the following:
  - Affin Bank Berhad;
  - Alliance Bank Malaysia Berhad;
  - AmBank (M) Berhad;
  - CIMB Bank Berhad;
  - EON Bank Berhad;
  - Hong Leong Bank Berhad;
  - Malayan Banking Berhad;
  - Public Bank Berhad; or
  - RHB Bank Berhad.

We will not accept applications with excess or insufficient remittances or inappropriate forms of payment.

#### **Step 5: Finalise Application**

#### Malaysian Public

Insert the White Application Form with payment and a legible photocopy of your identification document (NRIC/valid temporary identity document issued by the National Registration Department/"Resit Pengenalan Sementara (KPPK 09)"/authority card/certificate of incorporation) into the Official "A" envelope and seal it. Write your name and address on the outside of the Official "A" and "B" envelopes. The name and address written must be identical to your name and address as per your NRIC/ "Resit Pengenalan Sementara (KPPK 09)"/authority card/valid temporary identity document issued by the National Registration Department/certificate of incorporation. Affix a stamp on the Official "A" envelope and insert the Official "A" envelope into the Official "B" envelope.

#### Step 6: Submit Application

#### Malaysian Public

You can submit your completed white Application Form in the White Official envelope "B" by either one of the following methods:

(i) despatch by **ORDINARY POST** to:

MIDF Consultancy and Corporate Services Sdn Bhd (11324-H) Level 8, Menara MIDF 82 Jalan Raja Chulan 50200 Kuala Lumpur P.O.BOX 11122 50736 Kuala Lumpur

- (ii) **DELIVERY BY HAND** and deposit in the Drop-in-Boxes provided at Ground Floor, Menara MIDF, 82 Jalan Raja Chulan, 50200 Kuala Lumpur; or
- (iii) **DELIVERY BY HAND** and deposit in the Drop-in-Boxes provided at Ground Floor, Bangunan MIDF, 195A Jalan Tun Razak, 50400 Kuala Lumpur

so as to arrive not later that 5.00 pm on 6 August 2008.

#### 20.3.5 Application by way of Electronic Share Application (for individual Malaysian public only)

Applications for our IPO Shares by way of Electronic Share Application are only applicable for members of the Malaysian public who are individuals. Please read carefully and follow the terms of this Prospectus, the procedures, terms and conditions for Electronic Share Application and the procedures set out in the ATM screens of the Participating Financial Institution before making an Electronic Share Application.

- (i) Steps for Electronic Share Application through a Participating Financial Institution's ATM
  - You must have a bank account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account;
  - (b) You must have a CDS Account; and
  - (c) You are to apply for the IPO Shares via ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application are set out in the terms and conditions for Electronic Share Applications (see Section 20.3.5 (iii) below). You are to enter at least the following information through the ATM where the instructions on the ATM screen at which you enter your Electronic Share Application requires you to do so:
    - Personal Identification Number ("PIN");
    - MIDF SHARE ISSUE ACCOUNT NO. 624;
    - CDS Account Number;
    - Number of IPO Shares applied for and/or the RM amount to be debited from the account; and
    - Confirmation of several mandatory statements.

#### (ii) Participating Financial Institution

Electronic Share Applications may be made through an ATM of the following Participating Financial Institutions and their branches:

- Affin Bank Berhad;
- AmBank (M) Berhad;
- Bank Muamalat Malaysia Berhad;
- CIMB Bank Berhad;
- EON Bank Berhad;
- HSBC Bank Malaysia Berhad;
- Malayan Banking Berhad;
- OCBC Bank (Malaysia) Berhad;
- RHB Bank Berhad; or
- Standard Chartered Bank Malaysia Berhad (selected branches only).

#### (iii) Terms and conditions of Electronic Share Application

The procedures for Electronic Share Applications at ATMs of Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions ("Steps"). For illustration purposes, the procedures for Electronic Share Applications at ATMs are set out in Section 20.3.5(i) - "Steps for Electronic Share Applications through a Participating Financial Institution's ATM" above. You must complete all the Steps and follow the instructions set out on the ATM screen to complete an Electronic Share Application. You are advised to read carefully and understand the terms of this Prospectus, the Steps and the terms and conditions for Electronic Share Applications set out below before making an Electronic Share Application. Any reference to "you" in the terms and conditions for Electronic Share Applications and the Steps shall mean the applicant who applies for the IPO Shares through an ATM of any of the Participating Financial Institutions.

You must have a CDS Account to be eligible to use the facility. You must have an existing account with, and be an ATM cardholder of, one of the Participating Financial Institutions before you can make an Electronic Share Application at an ATM of the Participating Financial Institution. Upon the completion of your Electronic Share Application transaction, you will receive a computer-generated transaction slip ("Transaction Record"), confirming the details of your Electronic Share Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Share Application or any data relating to such an Electronic Share Application by our Company or MIDFCCS. You must retain the Transaction Record and should not submit the Transaction Record with any Application Form. It is for your own retention.

Upon the closing of the application for the IPO Shares on 6 August 2008 at 5.00 p.m. or such other later date or dates as our Directors, the Offerors and Managing Underwriter in their absolute discretion may decide ("Closing Date and Time"), the Participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the IPO Shares to the MIDFCCS as soon as practicable but not later than 12.00 p.m. of the 2<sup>nd</sup> business day after the Closing Date and Time.

You will be allowed to make an Electronic Share Application for the IPO Shares via an ATM that accepts the ATM cards of the Participating Financial Institution with which you have an account at one of its branches, subject to you making only one application. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for IPO Shares at an ATM belonging to other Participating Financial Institutions.

YOU MUST ENSURE THAT YOU USE YOUR OWN CDS ACCOUNT NUMBER WHEN MAKING AN ELECTRONIC SHARE APPLICATION. IF YOU OPERATE A JOINT ACCOUNT WITH ANY PARTICIPATING FINANCIAL INSTITUTION YOU MUST ENSURE THAT YOU ENTER YOUR OWN CDS ACCOUNT NUMBER WHEN USING AN ATM CARD ISSUED TO YOU IN YOUR OWN NAME. YOUR APPLICATION WILL BE REJECTED IF YOU FAIL TO COMPLY WITH THE FOREGOING.

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

- (a) The Electronic Share Application shall be made in relation with and subject to the terms of this Prospectus and our Memorandum and Articles of Association. Should you be allotted any Shares, you shall be bound by our Memorandum and Articles of Association.
- (b) You are required to confirm the following statements (by depressing predesignation keys (or buttons) on the ATM keyboard) and undertake that the following information given is true and correct:
  - You have attained 18 years of age as at the closing date of the share application;
  - You are a Malaysian citizen residing in Malaysia;
  - You have read the Prospectus and understood and agreed with the terms and conditions of the application;
  - This is the only application that you are submitting; and
  - You hereby give consent to the Participating Financial Institution and the Bursa Depository to disclose information pertaining to you and your account with the Participating Financial Institution and the Bursa Depository to MIDFCCS and other relevant authorities.

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

- (c) You confirm that you are not applying for the IPO Shares as nominee of any other person and that any Electronic Share Application that you make is made by you as the beneficial owner. You shall only make 1 Electronic Share Application and shall not make any other application for the IPO Shares, whether at the ATMs of any Participating Financial Institutions, ATMs that accepts the ATM cards of the Participating Financial Institutions, the prescribed Application Forms or via Internet Share Application.
- (d) You must have sufficient funds in your bank account with the relevant Participating Financial Institutions at the time you make your Electronic Share Application, failing which your Electronic Share Application will not be completed. Any Electronic Share Application, which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Share Application is being made, will be rejected.

- (e) You agree and undertake to subscribe for or purchase and to accept the number of IPO Shares applied for as stated in the Transaction Record or any lesser number of IPO Shares that may be allotted or allocated to you in respect of your Electronic Share Application. In the event that we decide to allot or allocate any lesser number of such IPO Shares or not to allot or allocate any IPO Shares to you, you agree to accept any such decision as final. If your Electronic Share Application is successful, your confirmation (by your action of pressing the designated key (or button) on the ATM) of the number of IPO Shares applied for shall signify, and shall be treated as your acceptance to the number of IPO Shares that may be allotted or allocated to you and to be bound by our Memorandum and Articles of Association.
- (f) MIDFCCS, acting under the authority of our Directors and/or the Offerors, reserve the right to reject or accept any Electronic Share Application in whole or in part without assigning any reason thereof. Due consideration will be given to the desirability of allotting or allocating the IPO Shares to a reasonable number of applicants with a view to establish an adequate market for our Shares.

Should you encounter any problems with your application, you may refer to the Participating Financial Institutions.

- (g) You request and authorise us:
  - (a) to credit the IPO Shares allotted or allocated to you into your CDS Account; and
  - (b) to issue share certificate(s) representing such IPO Shares allocated in the name of Bursa Malaysia Depository Nominees Sdn Bhd and send the same to Bursa Depository.
- (h) You, acknowledging that your Electronic Share Application is subject to the risks of electrical, electronic, technical transmission, communication and computer-related faults and breakdowns, fires or any other event beyond our control, MIDFCCS or the Participating Financial Institution, irrevocably agree that if:
  - (a) Our Company or MIDFCCS does not receive your Electronic Share Application; and
  - (b) Data relating to your Electronic Share Application is wholly or partially lost, corrupted or not otherwise accessible to us or MIDFCCS, or not transmitted or communicated to us or MIDFCCS,

you shall be deemed not to have made an Electronic Share Application and you shall not claim whatsoever against our Company, MIDFCCS, the Participating Financial Institution or Bursa Depository for the IPO Shares applied for or for any compensation, loss or damage arising from it.

- (i) All your particulars in the records of the relevant Participating Financial Institution at the time you make your Electronic Share Application shall be deemed to be true and correct and we, MIDFCCS and the relevant Participating Financial Institution shall be entitled to rely on the accuracy thereof.
- (j) You shall ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institution are correct and identical. You must inform Bursa Depository promptly of any change in address failing which the notification letter of successful allocation will be sent to your registered or correspondence address last maintained with Bursa Depository.

- (k) By making and completing an Electronic Share Application, you agree that:
  - (a) In consideration of our Company agreeing to allow and accept the making of any application for the IPO Shares *via* the Electronic Share Application facility established by the Participating Financial Institution at their respective ATMs, your Electronic Share Application is irrevocable;
  - (b) Our Company, the Participating Financial Institution, Bursa Depository and MIDFCCS shall not be liable for any delays, failures or inaccuracies in the processing of data relating to your Electronic Share Application to our Company due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
  - (c) Notwithstanding the receipt of any payment by or on our behalf, the acceptance of your offer to subscribe for and purchase the IPO Shares for which your Electronic Share Application has been successfully completed shall be constituted by the issue of notices of successful allocation by us or our behalf for prescribed securities, in respect of the said IPO Shares;
  - (d) You irrevocably authorise Bursa Depository to complete and sign on your behalf as transferee or renounce any instrument of transfer and/or other documents required for the issue or transfer of the IPO Shares allocated to you; and
  - (e) We agree that in relation to any legal action or proceedings arising out of or in relation with the contract between the parties and/or the Electronic Share Application scheme and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that we irrevocable submit to the jurisdiction of the Courts of Malaysia.
- (l) MIDFCCS, acting under the authority of our Directors reserves the right to reject any application, which does not conform to these instructions.
- (m) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institution.

## 20.3.6 Application by way of Internet Share Application (for individual Malaysian public only)

Applications for the IPO Shares by way of Internet Share Application are only applicable for members of the Malaysian public who are individuals.

Please read carefully and follow the terms of this Prospectus, the procedures, terms and conditions for Internet Share Application and the procedures set out on the Internet financial services website of the Internet Participating Financial Institution before making an Internet Share Application.

#### Step 1: Set up an account

Before making an application by way of Internet Share Application, you must have all of the following:

- (i) an existing account with account with access to Internet financial services with an Internet Participating Financial Institution registered in your name (and not in a nominee's name). You need to have your user identification and PIN/password for the Internet financial services facility;
- (ii) an individual CDS Account registered in your name (and not in a nominee's name); and

(iii) sufficient funds in your bank account with the Authorised Financial Institution at the time you make the Internet Share Application, for both the price payable for the IPO Shares and related transactional charges to be incurred.

#### Step 2: Read the Prospectus

You are advised to read and understand the Prospectus before making your application.

#### **Step 3: Apply through Internet**

We have set out possible steps for an application of the IPO Shares via Internet Share Application below for illustration purposes only.

PLEASE NOTE THAT THE ACTUAL STEPS FOR INTERNET SHARE APPLICATIONS CONTAINED IN THE INTERNET FINANCIAL SERVICES WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION MAY DIFFER FROM THE STEPS OUTLINED BELOW.

- (i) Connect to the Internet financial services website of the Internet Participating Financial Institution which you have an account. You are advised not to apply for the IPO Shares through any website other than the Internet financial services website of the Internet Participating Financial Institution;
- (ii) Log in to the Internet financial services facility by entering your user identification and PIN/password;
- (iii) Navigate to the section of the website on applications in respect of initial public offerings;
- (iv) Select the counter in respect of the IPO Shares to launch the Electronic Prospectus and the terms and conditions of the Internet Share Application;
- (v) Select the designated hyperlink on the screen to accept the abovementioned terms and conditions, having read and understood such terms and conditions;
- (vi) At the next screen, complete the online application form;
- (vii) Check that the information contained in the online application form, such as the share counter, NRIC number, CDS Account number, number of IPO Shares applied for and the account number to debit are correct, and select the designated hyperlink on the screen to confirm and submit the online application form.
- (viii) After selecting the designated hyperlink on the screen, you will have to confirm and undertake that the following mandatory statements are true and correct:
  - (a) You are at least 18 years of age as at the closing date of the application for the IPO Shares;
  - (b) You are a Malaysian citizen residing in Malaysia;
  - (c) You have, prior to making the Internet Share Application, received and/or have had access to a printed/electronic copy of the Prospectus, the contents of which you have read and understood;
  - (d) You agree to all the terms and conditions of the Internet Share Application as set out in the Prospectus and have carefully considered the risk factors set out in the Prospectus, in addition to all other information contained in the Prospectus, before making the Internet Share Application;

- (e) The Internet Share Application is the only application that you are submitting for the IPO Shares;
- (f) You authorise the Authorised Financial Institution to deduct the full amount payable for the IPO Shares from your account with the Authorised Financial Institution;
- (g) You give expressed consent in accordance with the relevant laws of Malaysia (including but not limited to Section 99 of the Banking and Financial Institutions Act, 1989 and Section 45 of the Securities Industrial (Central Depositories) Act, 1991) to the disclosure by the Internet Participating Financial Institution, the Authorised Financial Institution and/or Bursa Depository, as the case may be, of information pertaining to you, the Internet Share Application made by you or your account with the Internet Participating Financial Institution, to MIDFCCS and the Authorised Financial Institution, the SC and any other relevant authority;
- (h) You are not applying for the IPO Shares as a nominee of any other person and the application is made in your own name, as beneficial owner and subject to the risks referred to in this Prospectus;
- (i) You authorise the Internet Participating Financial Institution to disclose and transfer to any person, including any government or regulatory authority in any jurisdiction, Bursa Securities or other relevant parties in connection with the IPO, all information relating to you if required by any law, regulation, court order or any government or regulatory authority in any jurisdiction or if such disclosure and transfer is, in the reasonable opinion of the Internet Participating Financial Institution, necessary for the provision of the Internet Share Application services or if such disclosure is requested or required in connection with the IPO. Further, the Internet Participating Financial Institution will take reasonable precautions to preserve the confidentiality of information furnished by you to the Internet Participating Financial Institution in connection with the use of the Internet Share Application services;
- (ix) Upon submission of the online application form, you will be linked to the website of the Authorised Financial Institution to effect the online payment of your application for the IPO Shares;
- (x) You must pay for the IPO Shares through the website of the Authorised Financial Institution, failing which the Internet Share Application will **not be deemed completed**, despite the display of the Confirmation Screen. "Confirmation Screen" refers to the screen which appears or is displayed on the Internet financial services website, which confirms that the Internet Share Application has been completed and states the details of your Internet Share Application, including the number of IPO Shares applied for, which can be printed out by you for your records.
  - Upon the display of the Confirmation Screen, you shall be deemed to have confirmed the truth of the statements set out in Step (viii) above;
- (xi) As soon as the transaction is completed, a message from the Authorised Financial Institution pertaining to the payment status will appear on the screen of the website through which the online payment for the IPO Shares is being made. Subsequently, the Internet Participating Financial Institution shall confirm that the Internet Share Application has been completed, via the Confirmation Screen on its website;
- (xii) You are advised to print out the Confirmation Screen for reference and retention; and
- (xiii) The following processing fee per Internet Share Application will be charged by respective Internet Participating Financial Institution:
  - (i) RHB Bank Berhad (www.rhbbank.com.my) RM2.50;

- (ii) Malayan Banking Berhad (<u>www.maybank2u.com.my</u>) RM1.00;
- (iii) CIMB Investment Bank Berhad (<u>www.eipocimb.com</u>) RM2.00 for payment via CIMB Bank or RM5.00 for payment via Malayan Banking Berhad; and
- (iv) CIMB Bank Berhad (www.cimbclicks.com.my) RM2.00 for applicants with CDS accounts held with CIMB Bank Berhad and RM2.50 for applicants with CDS accounts with other ADAs.

#### Terms and conditions

THE TERMS AND CONDITIONS OUTLINED BELOW SUPPLEMENT THE ADDITIONAL TERMS AND CONDITIONS FOR INTERNET SHARE APPLICATION CONTAINED IN THE INTERNET FINANCIAL SERVICES WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION. PLEASE REFER TO THE INTERNET FINANCIAL SERVICES WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION FOR THE EXACT TERMS AND CONDITIONS AND INSTRUCTIONS.

- (i) You must have sufficient funds in your account with the Internet Participating Financial Institution or the Authorised Financial Institution at the time of making the Internet Share Application, to cover and pay for the IPO Shares and the related processing fees, charges and expenses, if any, to be incurred, failing which the Internet Share Application will not be deemed complete, notwithstanding the display of the Confirmation Screen. Any Internet Share Application which does not strictly conform to the instructions set out in this Prospectus or any instructions displayed on the screens of the Internet financial services website through which the Internet Share Application is made, shall be rejected.
- (ii) Additional terms and conditions for Internet Share Application are as follows:
  - (a) Your application will not be successfully completed and cannot be recorded as a completed application unless you have completed all relevant application steps and procedures for the Internet Share Application which would result in the Internet financial services website displaying the Confirmation Screen. You are required to complete your Internet Share Application by the close of the IPO mentioned in Section 20.1 of this Prospectus. Late Internet Share Applications will not be accepted.
  - (b) You irrevocably agree and undertake to subscribe for or purchase and to accept the number of IPO Shares applied for as stated on the Confirmation Screen or any lesser amount that may be allotted or allocated to you. Your confirmation by clicking the designated hyperlink on the relevant screen of the website shall be treated as your acceptance of the number of Shares allotted or allocated to you.

In the event that we decide to allot any lesser amount of IPO or not to allot any IPO Shares to you, you agree to accept our decision as final.

In the course of completing the Internet Share Application on the website of the Internet Participating Financial Institution, your confirmation of the number of IPO Shares applied for (by way of your action of clicking the designated hyperlink on the relevant screen of the website) shall be deemed to signify and shall be treated as:

- (a) your acceptance of the number of IPO Shares that may be allotted or allocated to you in the event that your Internet Share Application is successful or successful in part, as the case may be; and
- (b) your agreement to be bound by our Memorandum and Articles of Association.

- (c) You require and authorise us to credit the IPO Shares allotted to you into your CDS Account and to issue share certificate(s) representing those Shares allotted in the name of Bursa Depository Nominees Sdn Bhd and send them to Bursa Depository.
- (d) You irrevocably agree and acknowledge that the Internet Share Application is subject to risks of electrical, electronic, technical, transmission and computer-related faults and breakdowns, faults with computer software, problems occurring during the data transmission, computer security threats such as viruses, hackers and crackers, fires, acts of God and other events beyond our control and/or the control of MIDFCCS, Bursa Depository, the Internet Participating Institution and/or the Authorised Financial Institution. If, in any such event, we, MIDFCCS and/or the Internet Participating Institution and/or the Authorised Financial Institution do not receive your Internet Share Application and/or payment, or in the event that any data relating to the Internet Share Application or the tape or any other devices containing such data is wholly or partially lost, corrupted, destroyed or otherwise not accessible for any reason, you shall be deemed not to have made an Internet Share Application and you shall have no claim whatsoever against us, MIDFCCS, Bursa Depository, the Internet Participating Institution and/or the Authorised Financial Institution.
- (e) You irrevocably authorise Bursa Depository to complete and sign on your behalf as transferee or renouncee any instrument of transfer and/or other documents required for the transfer of our Shares allocated to you.
- (f) Our acceptance of your Internet Share Application and the contract resulting from the IPO shall be governed by and construed in accordance with the laws of Malaysia, and you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (g) You shall hold the Internet Participating Financial Institution harmless from any damages, claims or losses whatsoever, as a consequence of or arising from any rejection of your Internet Share Application by us, MIDFCCS and/or the Internet Participating Financial Institution for reasons of multiple application, suspected multiple application, inaccurate and/or incomplete details provided by the applicant, or any other cause beyond the control of the Internet Participating Financial Institution.
- (h) You are not entitled to exercise any remedy of rescission for misrepresentation at any time after we have accepted your Internet Share Application.
- (i) In making the Internet Share Application, you have relied solely on the information contained in this Prospectus. We, the Managing Underwriter, Underwriters, Advisers and any other person involved in the IPO shall not be liable for any information not contained in this Prospectus which may have been relied by you in making the Internet Share Application.
- (j) All of your particulars in the records of the relevant Internet Participating Financial Institutions at the time of the Internet Share Application shall be deemed to be true and correct, and we, MIDFCCS, the Internet Participating Financial Institutions and all other persons who, are entitled or allowed under the law to such information or where you expressly consent to the provision of such information shall be entitled to rely on the accuracy thereof.

You shall ensure that your personal particulars submitted in your application and/or your personal particulars as recorded by both Bursa Depository and the Internet Participating Financial Institutions are correct and identical with the records maintained by Bursa Depository. Otherwise, your Internet Share Application is liable to be rejected. The notification letter on successful allotment will be sent to your address last registered with Bursa Depository. It is your responsibility to notify the Internet Participating Financial Institution and Bursa Depository promptly of any changes in your personal particulars that may occur from time to time.

# 20.4 OVER/UNDER SUBSCRIPTION

In the event of over-subscription pursuant to the Retail Offer, MIDFCCS will conduct a ballot in the manner approved by our Directors to determine acceptance of application. In determining the manner of balloting, our Directors will consider the desirability of distributing the Shares to a reasonable number of applicants for the purpose of broadening of our shareholding base and establishing an adequate market in trading of our Shares.

Pursuant to the Listing Requirements, at least 25% of the enlarged issued and paid-up share capital of our Company must be held by a minimum number of 1,000 public shareholders holding not less than 100 Shares each upon completion of the IPO and at the point of Listing. In the event that the above requirement is not met pursuant to the IPO, our Company may not be allowed to proceed with the Listing. In the event thereof, monies paid in respect of all applications will be returned without interest if the said permission for listing and quotation is not granted.

### 20.5 UNSUCCESSFUL/ PARTIALLY SUCCESSFUL APPLICANTS

If you are unsuccessful/partially successful in your application, we will return your application monies without interest in the following manner.

#### 20.5.1 For applications by way of OAF

In respect of unsuccessful or partially successful excess Restricted Shares applications, the full amount or the surplus application monies, as the case may be, shall be refunded without interest to the applicants within eight (8) Market Days from the last date for acceptance and payment for the excess Restricted Shares by ordinary post to the address shown in the Record of Depositors provided by Bursa Depository at the applicants' own risk.

#### 20.5.2 For applications by the Malaysian public by way of White Application Form

- (i) The application monies or the balance of it, as the case may be, will be returned to you *via* the self-addressed and stamped Official "A" envelope you provided by ordinary post (for fully unsuccessful applications) or by registered post to your last address maintained with Bursa Depository (for partially successful applications) within 10 Market Days from the date of the final ballot.
- (ii) If your application was rejected because you did not provide a CDS Account number, your application monies will be sent to the address stated in the NRIC or "Resit Pengenalan Sementara (KPPK 09)" or any valid temporary identity document issued by the National Registration Department from time to time, at your own risk.
- (iii) MIDFCCS reserves the right to bank in all application monies from unsuccessful applicants. These monies will be refunded by registered post to your last address maintained with Bursa Depository or as per item (ii) above (as the case may be) within 10 Market Days from the date of the final ballot.

#### 20.5.3 For applications by individual Malaysian public by way of Electronic Share Application

- (i) Where an Electronic Share Application is not accepted or accepted in part only, MIDFCCS shall inform the relevant Participating Financial Institution of the non-successful or partially successful applications within 2 Market Days after the balloting date. The relevant Participating Financial Institutions will credit the full amount of the application monies or the balance of it (as the case may be) in RM (without interest or any share of revenue or other benefit arising therefrom) into your account with that Participating Financial Institution within 2 Market Days after the receipt of confirmation from MIDFCCS.
- (ii) You may check your account on the 5<sup>th</sup> Market Day from the balloting day.
- (iii) A number of applications will be reserved to replace any balloted applications which are rejected. The application monies relating to these applications which are subsequently rejected will be refunded without interest by MIDFCCS by way of cheques by registered post or ordinary post. The cheques will be issued not later than 10 Market Days from the date of the final ballot. For applications that are held in reserve and are subsequently unsuccessful (or only partly successful), the Participating Financial Institution will arrange for a refund of the application money (or any part thereof) without interest within 10 Market Days from the date of the final ballot.

#### 20.5.4 For applications by individual Malaysian public by way of Internet Share Application

- (i) MIDFCCS shall inform the Internet Participating Financial Institutions of the unsuccessful or partially successful application within 2 Market Days after the balloting date. The Internet Participating Financial Institution will arrange with the Authorised Financial Institution to credit the application monies or the balance of it into your account without interest or other benefit arising therefrom with the Authorised Financial Institution within 2 Market Days after the receipt of confirmation from MIDFCCS.
- (ii) You may check your account on the 5<sup>th</sup> Market Day from the balloting day.
- (iii) A number of applications will be reserved to replace any balloted applications which are rejected. The application monies relating to these applications which are subsequently rejected will be refunded without interest by MIDFCCS by way of cheques by registered post or ordinary post. The cheques will be issued not later than 10 Market Days from the date of the final ballot. For applications that are held in reserve and are subsequently unsuccessful (or only partly successful), the Internet Participating Financial Institution will arrange for a refund of the application money (or any part thereof) without interest within 10 Market Days from the date of the final ballot.
- (iv) Except where the MIDFCCS is required to refund application monies, it is the sole responsibility of the Internet Participating Financial Institutions to ensure the timely refund of application monies from unsuccessful or partially successful Internet Share Applications. Therefore, you are strongly advised to consult with the Internet Participating Financial Institutions through which your application was made in respect of the mode or procedure of enquiring on the status of your Internet Share Application in order to determine the status or exact number of IPO Shares allotted, if any, before trading of our Shares on Bursa Securities.

#### 20.6 APPLICATION AND ACCEPTANCE

If you are successful in your application, our Directors reserve the right to require you to appear in person at the registered office of the Share Registrar or MIDFCCS within fourteen (14) days of the date of the notice issued to you to ascertain your application is genuine and valid. Our Directors are not responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expense incurred or to be incurred by you for the purpose of complying with this provision.

Applicants will be selected in a manner to be determined by our Directors. Due consideration will be given to the desirability of allotting or allocating our Shares to a reasonable number of applicants with a view to establishing an adequate market for our Shares.

The Share Registrar for the Restricted Offer or MIDFCCS on the authority of our Directors reserves the right to:

- (i) Reject applications which do not conform to the instructions in this Prospectus or are illegible, incomplete or inaccurate;
- (ii) Reject or accept any application, in whole or in part, on a non-discriminatory basis without giving any reason; and
- (iii) Bank in all application monies from unsuccessful/partially successful applicants which would subsequently be refunded without interest by ordinary post at your own risk.

THE SUBMISSION OF THE OAF AND APPLICATION FORM DOES NOT NECESSARILY MEAN THAT THE APPLICATION WILL BE SUCCESSFUL.

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

#### 20.7 SUCCESSFUL APPLICANTS

If you are successful in your application, our Shares allocated to you will be credited into your CDS Account. We will not be issuing any share certificates to you. A notice of allotment will be despatched to you at the address last maintained with Bursa Depository where you have an existing CDS Account at your own risk prior to our Listing. This is your only acknowledgement of acceptance of the application.

### 20.8 CDS ACCOUNTS

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act, 1991, Bursa Securities has prescribed the shares of PHB as prescribed securities. In consequence thereof, the Shares to be issued or offered through this Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with the Securities Industry (Central Depositories) Act, 1991 and Rules of Bursa Depository. You must have a valid and subsisting CDS Account in order to subscribe for the Shares.

Pursuant to Section 29 of the Securities Industry (Central Depositories) Act, 1991, as the ordinary shares of PHB are prescribed securities, all dealings in the Shares will be by book entries through CDS Accounts. No physical share certificate will be issued but the notice of allotments shall be despatched in respect of the Shares.

Failure to comply with the specific instructions or inaccuracy in the CDS Account number, arising from use of invalid, third party or nominee accounts, may result in your application being rejected. Should your application be successful but you fail to state your CDS Account number, Share Registrar, MIDFCCS and/or RHB Investment Bank on the authority of the Company will reject the application. The Share Registrar, MIDFCCS and /or RHB Investment Bank on the authority of our Directors also reserve the right to reject any incomplete and inaccurate application. Your application may also be rejected if your particulars on the Application Forms differ from that in Bursa Depository's records, such as your identity card number, name and nationality.

#### 20.9 NOTICE OF ALLOTMENT

The Shares allotted to all successful or partially successful applicants will be credited to their respective CDS Accounts. A notice of allotment will be despatched to the successful or partially successful applicant at his/her address last maintained with the Bursa Depository at the applicant's own risk within eight (8) market days from the last date of acceptance and payment for the Shares. This is the only acknowledgement of acceptance of the application.

#### 20.10 ENQUIRIES

You may contact MIDFCCS if you have any queries on the White Application Form at 03-21738657/58/59. If you have any enquiry with regards to your Electronic Share Application, you may refer to the relevant Participating Financial Institution. If you have any enquiry with regards to your Internet Share Application, you may refer to the relevant Internet Participating Financial Institution and Authorised Financial Institution.

If you have any queries on the NPO and OAF, you may refer to the Share Registrar for the Restricted Offer, Tenaga Koperat Sdn Bhd at 603 - 4047 3883.

If you are applying for the IPO Shares as a Malaysian public under the IPO, you may check the status of your application by logging into MIDFCCS's website at www.midf.com.my, or by calling MIDFCCS at 03-21738657/58/59 or your ADA at the telephone number as stated in Section 20.11 of this Prospectus between 5 to 10 Market Days (during office hours only) after the balloting date.

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Company No: 798513-D

# 20. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

# 20.11 LIST OF ADAS

The list of ADAs and their respective addresses, telephone numbers and broker codes are as follows:

# **KUALA LUMPUR**

A.A. ANTHONY SECURITIES SDN BHD N-1-3, Plaza Damas 60, Jalan Sri Hartamas 1 Sri Hartamas 50480 Kuala Lumpur Tel No.: 03-6201 1155	078-004	AFFIN INVESTMENT BANK BERHAD 3rd Floor, Chulan Tower No.3, Jalan Conlay 50450 Kuala Lumpur Tel No.: 03-2143 8668	028-001
ALLIANCE INVESTMENT BANK BERHAD No.8, Jalan Binjai Off Jalan Ampang 50450 Kuala Lumpur Tel No.: 03-2166 7922	076-001	ALLIANCE INVESTMENT BANK BERHAD Ground, 1st & 2nd Floor No. 33, Plaza Crystaville Jalan 23/70A Desa Sri Hartamas 50480 Kuala Lumpur Tel No.: 03-6203 3366	076-010
AMINVESTMENT BANK BERHAD 15th Floor, Bangunan AmBank Group 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2078 2788	086-001	ASEAMBANKERS MALAYSIA BERHAD Level 8, MaybanLife Tower Dataran Maybank No. 1, Jalan Maarof 59000 Kuala Lumpur Tel No.: 03-2297 8888	098-001
BIMB SECURITIES SDN BHD 1st & 2nd Floor Podium Block, AMDB Building No. 1, Jalan Lumut 50400 Kuala Lumpur Tel No.: 03-4043 3533	024-001	CIMB INVESTMENT BANK BERHAD 9th Floor, Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel No.: 03-2084 9999	065-001
ECM LIBRA INVESTMENT BANK BERHAD (formerly known as ECM Libra Avenue Securities Berhad) 3rd Floor, Wisma Genting Jalan Sultan Ismail 50250 Kuala Lumpur Tel No.: 03-2178 1888	052-001	ECM LIBRA INVESTMENT BANK BERHAD (formerly known as ECM Libra Avenue Securities Berhad) Ground Floor & Level 1, THB Satu Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur Tel No.: 03-2089 1800	052-009
HLG SECURITIES SDN BHD Level 8, Menara HLA No. 3, Jalan Kia Peng 50450 Kuala Lumpur Tel No.: 03-2168 1168	066-001	HWANGDBS INVESTMENT BANK BERHAD 2nd Floor, Bangunan AHP No. 2, Jalan Tun Mohd Fuad 3 Taman Tun Dr. Ismail 60000 Kuala Lumpur Tel No.: 03-7710 6688	068-009

HWANGDBS INVESTMENT BANK BERHAD Nos. 34-5, 36-5, 38-5, 40-5, 42-5 & 44-5 5 5th Floor, Cheras Commercial Centre Jalan 5/101C Off Jalan Kaskas, 5th Mile Cheras 56100 Kuala Lumpur Tel No.: 03-9130 3399	068-012	HWANGDBS INVESTMENT BANK BERHAD Suite 7-03, 7th Floor Suite 12-02 & Part of Suite 12-01 12th Floor, Menara Keck Seng 203 Jalan Bukit Bintang 55100 Kuala Lumpur Tel No.: 03-2711 2775	068-014
INTER-PACIFIC SECURITIES SDN BHD West Wing, Level 13 Berjaya Times Square No. 1, Jalan Imbi 55100 Kuala Lumpur Tel No.: 03-2117 1888	054-001	INTER-PACIFIC SECURITIES SDN BHD Ground Floor, 7-0-8 Jalan 3/109F Danau Business centre, Danau Desa 58100 Kuala Lumpur Tel No.: 03-7984 7796	054-003
INTER-PACIFIC SECURITIES SDN BHD Stesyen Minyak PROJET Jalan 1/116B, Off Jalan Kuchai Lama Kuchai Entrepreneur Park 58200 Kuala Lumpur Tel No.: 03-7981 8811	054-005	JUPITER SECURITIES SDN BHD 7th-9th Floor, Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2034 1888	055-001
KAF-SEAGROATT & CAMPBELL SECURITIES SDN BHD 11th - 14th Floor, Chulan Tower No.3, Jalan Conlay 50450 Kuala Lumpur Tel No.: 03-2168 8800	053-001	KENANGA INVESTMENT BANK BERHAD 8th Floor, Kenanga International Jalan Sultan Ismail 50250 Kuala Lumpur Tel No.: 03-2164 9080	073-001
KENANGA INVESTMENT BANK BERHAD No. 57-10, Level 10 The Boulevard, Mid Valley City Lingkaran Syed Putra 55900 Kuala Lumpur Tel No.: 03-22871799	073-015	M & A SECURITIES SDN BHD Level G-2, No. 45 & 47 The Boulevard, Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur Tel No.: 03-2282 1820	057-002
MERCURY SECURITIES SDN BHD Lot 6-05, Level 6 Tower Block, Menara Milenium 8, Jalan Damanlela, Bukit Damansara 50490 Kuala Lumpur Tel No.: 03-2094 2828	093-002	MIDF AMANAH INVESTMENT BANK BERHAD Level 11 & 12, Menara MIDF 82 Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2173 8888	026-001
MIMB INVESTMENT BANK BERHAD Level 18, Menara EON Bank 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No.: 03-2692 8899	061-001	OSK INVESTMENT BANK BERHAD 20th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No.: 03-2333 8333	056-001

OSK INVESTMENT BANK BERHAD No 62 & 64, Vista Magna Jalan Prima, Metro Prima 52100 Kuala Lumpur Tel No.: 03-6257 5869	056-028	OSK INVESTMENT BANK BERHAD Ground Floor No. M3-A-7 & M3-A-8 Jalan Pandan Indah 4/3A Pandan Indah 55100 Kuala Lumpur Tel No.: 03-4280 4798	056-054
OSK INVESTMENT BANK BERHAD Ground, 1st, 2nd & 3rd Floor No. 55, Zone J4 Jalan Radin Anum Bandar Baru Seri Petaling 57000 Kuala Lumpur Tel No.: 03-9058 7222	056-058	PM SECURITIES SDN BHD Ground, Mezzanine, 1 <sup>st</sup> & 10 <sup>th</sup> Floor Menara PMI No.2, Jalan Changkat Ceylon 50200 Kuala Lumpur Tel No.: 03-2146 3000	064-001
PUBLIC INVESTMENT BANK BERHAD 27th Floor, Bangunan Public Bank No. 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No.: 03-2031 3011	051-001	RHB INVESTMENT BANK BERHAD Level 4, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-9285 2233	087-001
TA SECURITIES HOLDINGS BERHAD Floor 13, 15-18, 20, 23, 28-30, 34 & 35 TA One Tower No. 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel No.: 03-2072 1277	058-003		
SELANGOR DARUL EHSAN			
AFFIN INVESTMENT BANK BERHAD 2nd, 3rd & 4th Floor Wisma Amsteel Securities No. 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No.: 03-3343 9999	028-002	AFFIN INVESTMENT BANK BERHAD Lot 229, 2nd Floor, The Curve No. 6, Jalan PJU 7/3 Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No.: 7729 8016	028-003
AFFIN INVESTMENT BANK BERHAD No. 1, Jalan 52/16 46200 Petaling Jaya Selangor Darul Ehsan Tel No.: 7955 3281	028-004	ALLIANCE INVESTMENT BANK BERHAD (formerly known as Kuala Lumpur Securities Sdn Bhd) Ground Floor No. 1503B, Jalan Besar 43300 Seri Kembangan Selangor Darul Ehsan Tel No.: 8945 7922	076-013

AMINVESTMENT BANK BERHAD 4th Floor, Plaza Damansara Utama No.2, Jalan SS21/60 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7710 6613	086-003	HWANGDBS INVESTMENT BANK BERHAD 16th, 18th-20th Floor, Plaza Masalam No. 2, Jalan Tengku Ampuan Zabedah E9/E Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No.: 03-5513 3288	068-002
HWANGDBS INVESTMENT BANK BERHAD East Wing & Centre Link Floor 3A, Wisma Consplant 2 No. 7, Jalan SS 16/1 47500 Subang Jaya Selangor Darul Ehsan Tel No.: 03-5635 6688	068-010	JF APEX SECURITIES BERHAD 6th Floor, Menara Apex Off Jalan Semenyih Bukit Mewah 43000 Kajang Selangor Darul Ehsan Tel No.: 03-8736 1118	079-001
JF APEX SECURITIES BERHAD 15th & 16th Floor Menara Choy Fook On No. 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7620 1118	079-002	KENANGA INVESTMENT BANK BERHAD 13th Floor, Menara Yayasan Selangor No. 18A, Jalan Persiaran Barat Off Jalan Timur 46000 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7956 2169	073-005
KENANGA INVESTMENT BANK BERHAD 1st Floor, Wisma UEP Pusat Perniagaan USJ 10 Jalan USJ 10/1A 47620 Subang Jaya Selangor Darul Ehsan Tel No.: 03-8024 1682	073-006	KENANGA INVESTMENT BANK BERHAD Room 7.02, Level 7, Menara ING Intan Millenium Square No. 68 Jalan Batai Laut 4 Taman Intan 41300 Klang Selangor Darul Ehsan Tel No.: 03-3005 7550	073-007
KENANGA INVESTMENT BANK BERHAD Lot 240, 2nd Floor, The Curve No. 6, Jalan PJU 7/3 Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7725 9095	073-016	OSK INVESTMENT BANK BERHAD 24, 24M, 24A, 26M, 28M, 28A & 30 Jalan SS 2/63 47300 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7873 6366	056-011
OSK INVESTMENT BANK BERHAD No. 37, Jalan Semenyih 43000 Kajang Selangor Darul Ehsan Tel No.: 03-8736 3378	056-045	OSK INVESTMENT BANK BERHAD Ground & 1st Floor No. 15, Jalan Bandar Rawang 4 48000 Rawang Selangor Darul Ehsan Tel No.: 03-6092 8916	056-047

OSK INVESTMENT BANK BERHAD Ground & Mezzanine Floor No. 87 & 89, Jalan Susur Pusat Perniagaan NBC Batu 1½, Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No.: 03-3343 9180	056-048	PM SECURITIES SDN BHD No. 157, Jalan Kenari 23A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No.: 03-8070 0773	064-003
PM SECURITIES SDN BHD No. 18 & 20, Jalan Tiara 2 Bandar Baru Klang 41150 Klang Selangor Darul Ehsan Tel No.: 03-3341 5300	064-007	PM SECURITIES SDN BHD No. 44G, 42G & 42B, Jalan SS 21/35 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7722 3081	064-010
SBB SECURITIES SDN BHD 1st, 2nd & 3rd Floor Plaza Damansara Utama No. 2, Jalan SS21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7729 7345	090-002	SJ SECURITIES SDN BHD Level 3, Holiday Villa No. 9, Jalan SS 12/1 Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-5634 0202	096-001
TA SECURITIES HOLDINGS BERHAD No. 2-1, 2-2, 2-3 & 4-2 Jalan USJ 9/5T Subang Business Centre 47620 UEP Subang Jaya Selangor Darul Ehsan Tel No.: 03-8025 1880	058-005		
<u>MELAKA</u>			
ECM LIBRA INVESTMENT BANK BERHAD (formerly known as ECM Libra Avenue Securities Berhad) 71A & 73A, Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No.: 06-288 1720	052-008	MALACCA SECURITIES SDN BHD No. 1, 3 & 5, Jalan PPM9 Plaza Pandan Malim (Business Park) Balai Panjang, P. O. Box 248 75250 Melaka Tel No.: 06-337 1533	012-001
MERCURY SECURITIES SDN BHD No. 81-B & 83-B, Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No.: 06-292 1898	093-003	OSK INVESTMENT BANK BERHAD 579, 580 & 581 Taman Melaka Raya 75000 Melaka Tel No.: 06-282 5211	056-003

Tel No.: 05-623 6498

# 20. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

PM SECURITIES SDN BHD 064-006 RHB INVESTMENT BANK 087-002 No. 11 & 13, Jalan PM2 **BERHAD** Lot 9 & 10, 1st Floor Plaza Mahkota 75000 Melaka Bangunan Tabung Haji Tel No.: 06-286 6008 Jalan Bandar Kaba 75000 Melaka Tel No.: 06-283 3622 PERAK DARUL RIDZUAN 076-008 098-002 ALLIANCE INVESTMENT BANK ASEAMBANKERS MALAYSIA **BERHAD BERHAD** No. 43 & 44, Ground Floor B-G-04 (Ground Floor) Taman Sentosa, Jalan Lumut Level 1 & 2 32000 Sitiawan 42 Persiaran Greentown 1 Perak Darul Ridzuan Pusat Perdagangan Greentown Tel No.: 05-691 0910 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-245 3400 ECM LIBRA INVESTMENT BANK 052-002 ECM LIBRA INVESTMENT BANK 052-006 BERHAD (formerly known as ECM BERHAD (formerly known as ECM Libra Avenue Securities Berhad) Libra Avenue Securities Berhad) No. 63 Persiaran Greenhill No. 7B-1, Jalan Laman Intan 30450 Ipoh Bandar Baru Teluk Intan Perak Darul Ridzuan 36000 Teluk Intan Tel No.: 05-242 2828 Perak Darul Ridzuan Tel No.: 05-622 2828 HWANGDBS INVESTMENT BANK HWANGDBS INVESTMENT BANK 068-003 068-015 **BERHAD BERHAD** 21, Jalan Stesen Ground & 1st Floor 34000 Taiping No. 22, Persiaran Greentown 1 Perak Darul Ridzuan Greentown Business Centre Tel No.: 05-806 0888 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-255 9988 OSK INVESTMENT BANK M & A SECURITIES SDN BHD 057-001 056-002 M&A Building **BERHAD** 52A, Jalan Sultan Idris Shah 21-25, Jalan Seenivasagam 30000 Ipoh Greentown Perak Darul Ridzuan 30450 Ipoh Tel No.: 05-241 9800 Perak Darul Ridzuan Tel No.: 05-241 5100 OSK INVESTMENT BANK 056-014 OSK INVESTMENT BANK 056-016 **BERHAD BERHAD** Ground & 1st Floor 1st Floor, No. 23 & 25, Jalan Lumut No. 17, Jalan Intan 2 32000 Sitiawan Bandar Baru Perak Darul Ridzuan 36000 Teluk Intan Tel No.: 05-692 1228 Perak Darul Ridzuan

E 2 T 3 P	OSK INVESTMENT BANK BERHAD Ground Floor 8, Jalan Maharaja Taman Bagan Serai Baru 4300 Bagan Serai Perak Darul Ridzuan Tel No.: 05-723 1888	056-018	OSK INVESTMENT BANK BERHAD Ground Floor, No. 40, 42 & 44 Jalan Berek 34000 Taiping Perak Darul Ridzuan Tel No.: 05-808 8229	056-034
B N Ja 3 P	OSK INVESTMENT BANK BERHAD No. 72, Ground Floor alan Idris 1900 Kampar Perak Darul Ridzuan Tel No.: 05-465 1261	056-044	OSK INVESTMENT BANK BERHAD Ground & 1st Floor No. 181, Jalan Besar 31100 Sungai Siput Perak Darul Ridzuan Tel No.: 05-595 1001	056-049
B O N T 3	OSK INVESTMENT BANK BERHAD Ground Floor, Jo. 2, Jalan Wawasan 4 Gaman Wawasan 4200 Parit Buntar Jerak Darul Ridzuan Cel No.: 05-717 0888	056-052	SBB SECURITIES SDN BHD 51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-253 0888	090-001
G T 2. 3. P	FA SECURITIES HOLDINGS BHD Ground, 1st & 2nd Floor, Plaza Teh Geng Seng 27, Jalan Raja Permaisuri Bainun 0250 Ipoh Gerak Darul Ridzuan Fel No.: 05-253 1313	058-001		
<u>P</u>	<u>PULAU PINANG</u>			
B 1	A.A. ANTHONY SECURITIES SDN BHD 1st Floor, Bangunan Heng Guan 71 Jalan Burmah 0050 Pulau Pinang fel No.: 04-229 931	078-002	A.A. ANTHONY SECURITIES SDN BHD No. 2, Jalan Perniagaan 2 Pusat Perniagaan Alma 14000 Bukit Mertajam Pulau Pinang Tel No.: 04-554 1388	078-003
B S: 3:	EIMB INVESTMENT BANK BERHAD uite 1.01, Menara PSCI 9, Jalan Sultan Ahmad Shah 0050 Pulau Pinang fel No.: 04-291 1833	065-003	ECM LIBRA INVESTMENT BANK BERHAD (formerly known as ECM Libra Avenue Securities Berhad) No. 111, Jalan Macalister 10400 Pulau Pinang Tel No.: 04-228 1868	052-003

ECM LIBRA INVESTMENT BANK BERHAD (formerly known as ECM Libra Avenue Securities Berhad) 7 <sup>th</sup> Floor, Menara PSCI 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No.: 04-228 3355	052-010	HWANGDBS INVESTMENT BANK BERHAD Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No.: 04-263 6996	068-001
HWANGDBS INVESTMENT BANK BERHAD Ground, 1st & 2nd Floor 1620 & 1621, Jalan Permatang Batu Taman Industri Permatang Batu 14000 Bukit Mertajam Pulau Pinang Tel No.: 04-537 2882	068-006	INTER-PACIFIC SECURITIES SDN BHD Ground, Mezzanine & 8th Floor Bangunan Mayban Trust No. 3, Penang Street 10200 Pulau Pinang Tel No.: 04-269 0888	054-002
KENANGA INVESTMENT BANK BERHAD Lot 1.02, Level 1, Menara KWSP 38, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No.: 04-210 6666	073-013	MERCURY SECURITIES SDN BHD Ground, 1st, 2nd & 3rd Floor Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai, Pulau Pinang Tel No.: 04-332 2123	093-001
MERCURY SECURITIES SDN BHD 2nd Floor, Standard Chartered Bank Chambers 2 Lebuh Pantai 10300 Pulau Pinang Tel No.: 04-263 9118	093-004	OSK INVESTMENT BANK BERHAD 64, Bishop Street 20E, 20F & 20G, Penang Street 10200 Pulau Pinang Tel No.: 04-263 4222	056-004
OSK INVESTMENT BANK BERHAD Ground, 1st & 2nd Floor No. 2677, Jalan Chain Ferry Taman Inderawasih 13600 Prai Pulau Pinang Tel No.: 04-390 0022	056-005	OSK INVESTMENT BANK BERHAD Ground & Upper Floor 11A, Jalan Keranji Off Jalan Padang Lallang 14000 Bukit Mertajam Pulau Pinang Tel No.: 04-540 2888	056-015
OSK INVESTMENT BANK BERHAD No. 834 Jalan Besar, Sungai Bakap 14200 Sungai Jawi Seberang Perai Selatan Pulau Pinang Tel No.: 04-583 1888	056-032	OSK INVESTMENT BANK BERHAD Ground & 1st Floor No. 15-G-5, 15-G-6, 15-1-5, 15-1-6 Medan Kampung Relau (Bayan Point) 11950 Pulau Pinang Tel No.: 04-640 4888	056-042
PM SECURITIES SDN BHD Level 25, Menara BHL 51, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No.: 04-227 3000	064-004		

076-003

076-004

056-021

#### PERLIS INDERA KAYANGAN

ALLIANCE INVESTMENT BANK

BERHAD

2nd Floor, Podium Block

Bangunan KWSP

01000 Kangar

Perlis Indra Kayangan Tel No.: 04-976 5200

KEDAH DARUL AMAN

ALLIANCE INVESTMENT BANK

**BERHAD** 

2nd Floor, Wisma PKNK

Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No.: 04-731 7088

OSK INVESTMENT BANK

**BERHAD** 

Ground Floor, Swiss Inn Hotel

No. 1, Jalan Pahlawan 08000 Sungai Petani Kedah Darul Aman

Tel No.: 04-420 4888

OSK INVESTMENT BANK

**BERHAD** 

Ground & 1st Floor, 215-A & 215-B

Medan Putra, Jalan Putra

05150 Alor Setar Kedah Darul Aman

Tel No.: 04-720 9888

NEGERI SEMBILAN DARUL KHUSUS

ECM LIBRA INVESTMENT BANK

BERHAD (formerly known as ECM

Libra Avenue Securities Berhad)

1 C-G & 1 D-G

Jalan Tunku Munawir 70000 Seremban

Negeri Sembilan

Tel No.: 06-765 5998

HWANGDBS INVESTMENT BANK 068-013

**BERHAD** 

No. 6, Upper Level, Jalan Mahligai

72100 Bahau

Negeri Sembilan Darul Khusus

Tel No.: 06-455 3188

HWANGDBS INVESTMENT BANK

068-011

056-019

BERHAD

No. 70 A, B, C, Jalan Mawar 1

Taman Pekan Baru 08000 Sungai Petani Kedah Darul Aman Tel No.: 04-425 6666

056-017 OSK INVESTMENT BANK

BERHAD

No. 35, Ground Floor Jalan Suria 1, Jalan Bayu

09000 Kulim Kedah Darul Aman Tel No.: 04-496 4888

052-013 HWANGDBS INVESTMENT BANK 068-007

BERHAD

Ground & 1st Floor

105, 107 & 109, Jalan Yam Tuan

70000 Seremban

Negeri Sembilan Darul Khusus

Tel No.: 06-761 2288

OSK INVESTMENT BANK 056-024

BERHAD

Ground, 1st & 2nd Floor

No. 33, Jalan Dato' Bandar Tunggal

70000 Seremban

Negeri Sembilan Darul Khusus

Tel No.: 06-764 1641

OSK INVESTMENT BANK BERHAD 1st Floor, No. 3601, Jalan Besar 73000 Tampin Negeri Sembilan Darul Khusus Tel No.: 06-442 1000	056-037	OSK INVESTMENT BANK BERHAD 1st & 2nd Floor No. 168, Jalan Mewah (Pusat Perniagaan UMNO Bahagian Jempol) 71200 Bahau Negeri Sembilan Darul Khusus Tel No.: 06-455 3011	056-040
OSK INVESTMENT BANK BERHAD Ground & Mezzanine Floor No. 346 & 347, Batu ½, Jalan Pantai 71000 Port Dickson Negeri Sembilan Darul Khusus Tel No.: 06-646 1234	056-046	PM SECURITIES SDN BHD 1st, 2nd & 3rd Floor 19-21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-762 3131	064-002
JOHOR DARUL TAKZIM			
A.A. ANTHONY SECURITIES SDN BHD Level 6 & 7, Menara MSC Cyberport No. 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No.: 07-333 2000	078-001	A.A. ANTHONY SECURITIES SDN BHD 42-8, Main Road Kulai Besar 81000 Kulai Johor Darul Takzim Tel No.: 07-663 6658	078-005
A.A. ANTHONY SECURITIES SDN BHD No. 70, 70-01, 70-02 Jalan Rosmerah 2/17 Taman Johor Jaya 81100 Johor Bahru Johor Darul Takzim Tel No.: 07-351 3218	078-006	ALLIANCE INVESTMENT BANK BERHAD No. 46 & 48 Jalan Dato' Kapten Ahmad 86000 Kluang Johor Darul Takzim Tel No.: 07-771 7922	076-006
AMINVESTMENT BANK BERHAD 2nd & 3rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-434 2282	086-002	ECM LIBRA INVESTMENT BANK BERHAD (formerly known as ECM Libra Avenue Securities Berhad) No. 57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel No.: 06-953 2222	052-004
ECM LIBRA INVESTMENT BANK BERHAD (formerly known as ECM Libra Avenue Securities Berhad) Ground Floor No. 234, Jalan Besar Taman Semberong Baru 83700 Yong Peng Johor Darul Takzim Tel No.: 06-467 8885	052-005	HWANGDBS INVESTMENT BANK BERHAD Level 7, Johor Bahru City Square (Office Tower) 106-108 Jalan Wong Ah Fook 80000 Johor Bahru Johor Darul Takzim Tel No.: 07-222 2692	068-004

INTER-PACIFIC SECURITIES SDN BHD 95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No.: 07-223 1211	054-004	KENANGA INVESTMENT BANK BERHAD Level 2, Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-333 3600	073-004
KENANGA INVESTMENT BANK BERHAD No. 31 Lorong Dato' Ahmad Jalan Khalidi 84000 Muar Johor Darul Takzim Tel No.: 06-954 2711	073-008	KENANGA INVESTMENT BANK BERHAD No. 34 Jalan Genuang 85000 Segamat Johor Darul Takzim Tel No.: 07-933 3515	073-009
KENANGA INVESTMENT BANK BERHAD No. 33 & 35 (Ground & 1st Floor A&B) Jalan Syed Abdul Hamid Sagaff 86000 Kluang Johor Darul Takzim Tel No.: 07-777 1161	073-010	KENANGA INVESTMENT BANK BERHAD No. 4, Jalan Dataran 1 Taman Bandar Tangkak 84900 Tangkak Johor Darul Takzim Tel No.: 06-978 2292	073-011
MERCURY SECURITIES SDN BHD Suite 17.1, Level 17, Menara Pelangi No. 1, Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-331 6992	093-005	OSK INVESTMENT BANK BERHAD 6th Floor, Wisma Tiong-Hua 8, Jalan Keris, Taman Sri Tebrau 80050 Johor Bahru Johor Darul Takzim Tel No.: 07-278 8821	056-006
OSK INVESTMENT BANK BERHAD 53, 53-A & 53-B, Jalan Sultanah 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-438 0288	056-009	OSK INVESTMENT BANK BERHAD No. 33-1, 1st & 2nd Floor Jalan Ali 84000 Muar Johor Darul Takzim Tel No.: 06-953 8262	056-025
OSK INVESTMENT BANK BERHAD Ground & 1st Floor 10, Jalan Bendahara 12 Taman Ungku Tun Aminah 81300 Skudai Johor Darul Takzim Tel No.: 07-557 7628	056-029	OSK INVESTMENT BANK BERHAD Ground, 1st & 2nd Floor No. 3, Jalan Susur Utama 2/1 Taman Utama 85000 Segamat Johor Darul Takzim Tel No.: 07-932 1543	056-030
OSK INVESTMENT BANK BERHAD Ground, 1st & 2nd Floor No. 17 Jalan Manggis 86000 Kluang Johor Darul Takzim Tel No.: 07-776 9655	056-031	OSK INVESTMENT BANK BERHAD 240 & 240A, Jalan Besar 83700 Yong Peng Johor Darul Takzim Tel No.: 07-4675388	056-033

#### 20. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd) OSK INVESTMENT BANK 056-035 OSK INVESTMENT BANK 056-038

**BERHAD BERHAD** Ground, 1st & 2nd Floor Ground, 1st & 2nd Floor No. 10, Jalan Anggerik 1 No. 343, Jalan Muar Taman Kulai Utama 84900 Tangkak 81000 Kulai Johor Darul Takzim

Johor Darul Takzim Tel No.: 06-978 7180

Tel No.: 07-662 6288

OSK INVESTMENT BANK 056-039 OSK INVESTMENT BANK 056-043

BERHAD1st Floor, No. 2 **BERHAD** Jalan Makmur, Taman Sri Aman Ground & 1st Floor

85300 Labis No.1 & 1-01, Jalan Rosmerah 2/11

Johor Darul Takzim Taman Johor Jaya Tel No.: 07-925 6881 81100 Johor Bahru Johor Darul Takzim Tel No.: 07-352 2293

PM SECURITIES SDN BHD 064-005 PM SECURITIES SDN BHD 064-008

Suite 5.1, Level 5, Menara Pelangi Ground & 1st Floor

Jalan Kuning, Taman Pelangi No.43 & 43A, Jalan Penjaja 3 80400 Johor Bahru Taman Kim's Park Business Centre Johor Darul Takzim 83000 Batu Pahat

Tel No.: 07-278 1813 Johor Darul Takzim Tel No.: 07-433 3608

## **PAHANG DARUL MAKMUR**

ALLIANCE INVESTMENT BANK 076-002 ECM LIBRA INVESTMENT BANK 052-007

**BERHAD** BERHAD (formerly known as ECM

A-397, A-399 & A-401 Libra Avenue Securities Berhad) Taman Sri Kuantan III, Jalan Beserah B62, Ground Floor

25300 Kuantan Lorong Tun Ismail 8, Sri Dagangan II

Pahang Darul Makmur 25000 Kuantan Tel No.: 09-566 0800 Pahang Darul Makmur Tel No.: 09-513 3289

OSK INVESTMENT BANK OSK INVESTMENT BANK 056-007 056-022

**BERHAD BERHAD** 

A-27 & A-29, Lorong Tun Ismail 9 Ground Floor, 98 Jalan Pasdec

Seri Dagangan Kuantan 28700 Bentong **Business Centre** Pahang Darul Makmur

25000 Kuantan Tel No.: 09-223 4943 Pahang Darul Makmur Tel No.: 09-516 3811

OSK INVESTMENT BANK 056-026 OSK INVESTMENT BANK 056-041

**BERHAD** BERHAD Ground Floor Ground Floor

No. 76-A, Persiaran Camelia 4 No. 43, Jalan Bunga Tanjung

28400 Mentakab Tanah Rata

39000 Cameron Highlands Pahang Darul Makmur Tel No.: 09-277 1541 Pahang Darul Makmur Tel No.: 05-491 4913

# **KELANTAN DARUL NAIM**

ALLIANCE INVESTMENT BANK 076-007 OSK INVESTMENT BANK 056-020

BERHAD BERHAD

Lot 6 & 7, Section 25

Jalan Sultan Yahya Petra

Bandar Kota Bharu

15200 Kota Bharu

15350 Kota Bharu

15350 Kota Bharu

Kelantan Darul Naim
Tel No.: 09-743 2588

Kelantan Darul Naim
Tel No.: 09-743 0077

TA SECURITIES HOLDINGS 058-004

BERHAD

298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No.: 09-743 2288

**TERENGGANU DARUL IMAN** 

ALLIANCE INVESTMENT BANK 076-009 FA SECURITIES SDN BHD 021-001

BERHAD No. 51 & 51A

No. 1D, Ground & Mezzanine Ground, Mezzanine & 1st Floor

No. 1E, Ground, Mezzanine

1st & 2nd Floor, Jalan Air Jerneh

Jalan Tok Lam

20100 Kuala Terenggan

1st & 2nd Floor, Jalan Air Jerneh20100 Kuala Terengganu20300 Kuala TerengganuTerengganu Darul ImanTerengganu Darul ImanTel No.: 09-623 8128

Tel No.: 09-631 7922

OSK INVESTMENT BANK 056-027 OSK INVESTMENT BANK 056-055

BERHAD BERHAD

Ground & 1<sup>st</sup> Floor, 9651, Cukai Utama 31A, Ground Floor
Jalan Kubang Kurus 31A & 31B, 1st Floor
24000 Kemaman Jalan Sultan Ismail

Z4000 Kemaman

Terengganu Darul Iman

Tel No.: 09-850 2730

Tel No.: 09-626 1816

**SABAH** 

**BERHAD** 

ALLIANCE INVESTMENT BANK 076-005 ECM LIBRA INVESTMENT BANK 052-012

BERHAD BERHAD (formerly known as ECM Suite 1-9-E1, 9th Floor, CPS Tower Libra Avenue Securities Berhad)

No. 1, Jalan Centre Point

88000 Kota Kinabalu

Sabah

Aras 8, Wisma Great Eastern
68, Jalan Gaya
88000 Kota Kinabalu

Tel No.: 088-253 922 Sabah

Tel No.: 088-236188

HWANGDBS INVESTMENT BANK 068-008 INNOSABAH SECURITIES 020-001

**BERHAD** 

Room Nos. 106-109, Mezzanine Floor11, Equity House, Block KRoom Nos. 207-212, 2nd FloorSadong Jaya, Karamunsing

Gaya Centre, Jalan Tun Fuad Stephens 88100 Kota Kinabalu Sabah

Sabah Tel No.: 088-234 090

Tel No.: 088-311 688

OSK INVESTMENT BANK BERHAD 5th Floor, Wisma BSN Sabah Jalan Kamajuan, Karamunsing 88000 Kota Kinabalu Sabah Tel No.: 088-269 788	056-010	OSK INVESTMENT BANK BERHAD Ground Floor, Block 2 Lot 4 & Lot 5, Bandar Indah, Mile 4 North Road 91000 Sandakan Sabah Tel No.: 089-222 275	056-057
SARAWAK			
ALLIANCE INVESTMENT BANK BERHAD No. 32, 1st Floor Jalan Bako 96000 Sibu Sarawak Tel No.: 084-347922	076-012	CIMB INVESTMENT BANK BERHAD Level 1, Wisma STA 26 Jalan Datuk Abang Abdul Rahim 93450 Kuching Sarawak Tel No.: 082-358 606	065-004
HWANGDBS INVESTMENT BANK BERHAD Lot 328, Jalan Abell 93100 Kuching Sarawak Tel No.: 082-236 999	068-005	HWANGDBS INVESTMENT BANK BERHAD 192, Bintulu Parkcity Commerce Square Lot 3478, Bintulu Town District 97000 Bintulu Sarawak Tel No.: 086-330 008	068-016
KENANGA INVESTMENT BANK BERHAD Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel No.: 085-435 577	073-002	KENANGA INVESTMENT BANK BERHAD Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No.: 082-338 000	073-003
KENANGA INVESTMENT BANK BERHAD No. 11-12 (Ground & 1st Floor) Lorong Kampung Datu 3 96000 Sibu Sarawak Tel No.: 084-313 855	073-012	OSK INVESTMENT BANK BERHAD Ground, 1st & 6th Floor Wisma Chinese Chambers Lot 357, Section 47, K.T.L.D. Jalan Bukit Mata Kuching 93100 Kuching Sarawak Tel No.: 082-422 252	056-008
OSK INVESTMENT BANK BERHAD Lot 1268, 1st & 2nd Floor Lot 1269, 2nd Floor Centre Point Commercial Centre Jalan Melayu 98000 Miri Sarawak Tel No.: 085-422 788	056-012	OSK INVESTMENT BANK BERHAD 101 & 102, Pusat Pedada Jalan Pedada 96000 Sibu Sarawak Tel No.: 084-329 100	056-013

Company No: 798513-D

93100 Kuching Sarawak

Tel No.: 082-236333

# 20. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

056-050	OSK INVESTMENT BANK BERHAD	056-053
	Ground Floor	
	No. 177, Taman Sri Dagang	
	97000 Bintulu	
	Sarawak	
	Tel No.: 086-311770	
056-060	TA SECURITIES HOLDINGS	058-002
	BERHAD	
	12G, H & I, Jalan Kampung Datu	
	96000 Sibu	
	Sarawak	
	Tel No.: 084-319 998	
058-006		
	056-060	BERHAD Ground Floor No. 177, Taman Sri Dagang 97000 Bintulu Sarawak Tel No.: 086-311770  TA SECURITIES HOLDINGS BERHAD 12G, H & I, Jalan Kampung Datu 96000 Sibu Sarawak Tel No.: 084-319 998

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