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## 14. ACCOUNTANTS' REPORT

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*(prepared for inclusion in this Prospectus)*



Date: 22 February 2010

The Board of Directors  
**ECS ICT BERHAD**  
Lot 3, Jalan Teknologi 3/5,  
Taman Sains Selangor,  
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**Crowe Horwath AF 1018**  
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Dear Sirs

### **ECS ICT BERHAD ("ECSB") ACCOUNTANTS' REPORT**

#### **1. PURPOSE OF REPORT**

This report has been prepared by Crowe Horwath (formerly known as Horwath), an approved company auditor, for inclusion in the Prospectus of ECSB to be dated 19 March 2010 in connection with the listing of ECSB on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"). The details of the listing scheme are disclosed in Section 2.2 of this report.

#### **2. DETAILS OF THE LISTING SCHEME**

##### **2.1 THE COMPANY**

ECS ICT Sdn. Bhd. ("ECSB") was incorporated in Malaysia on 14 July 1995 as a private company limited by shares under the Companies Act 1965 in Malaysia. On 26 May 2009, ECSB was converted into a public company.

##### **2.2 LISTING SCHEME**

In conjunction with, and as an integral part of the listing of ECSB on the Main Market of Bursa Securities, the Company is undertaking the following transactions:-

###### **1) Internal Rationalisation**

- (a) Acquisition of the entire issue and paid up share capital of ECSB comprising 1,000,000 ordinary shares of RM0.50 each by ECS Holdings Pte Ltd, Teo Soo Pin Sdn. Bhd. and Sengin Sdn. Bhd. from ECS Kush Sdn. Bhd. ("KUSH"), Dato' Teo Chiang Quan and Mr. Foo Sen Chin for a total cash consideration of RM39,075;
- (b) Acquisition of the entire issued and paid-up share capital of KUSH comprising 1,000,002 ordinary shares of RM1.00 each for a total purchase consideration of RM68,462,121, to be wholly satisfied through the issuance of 91,000,000 new ECSB shares of RM0.50 each at RM0.75 per ECSB share; and

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### 2. DETAILS OF THE LISTING SCHEME (CONT'D)

#### 2.2 LISTING SCHEME (CONT'D)

##### 1) Internal Rationalisation (Cont'd)

- (c) Transfer of KUSH's entire equity interests in the following subsidiaries to ECSB:-
- (i) the entire issued and paid up share capital of ECS Astar Sdn. Bhd. ("Astar"), comprising 500,000 ordinary shares of RM1.00 each for a total cash consideration of RM100,000;
  - (ii) the entire issued and paid up share capital of ECS KU Sdn. Bhd. ("KU"), comprising 400,000 ordinary shares of RM1.00 each from KUSH for a total cash consideration of RM1,000,000; and
  - (iii) 320,000 ordinary shares of RM1.00 each in ECS Pericomp Sdn. Bhd. ("Pericomp"), representing 80% of the issued and paid-up share capital of Pericomp for a total cash consideration of RM560,000.

The above are collectively referred to as "Transfers" hereinafter.

The consideration for the Transfers shall, upon completion, be wholly satisfied by way of an indebtedness owing by ECSB to KUSH. The said indebtedness shall be settled through the proceeds arising from the Public Issue.

##### 2) Proposed 20% Pericomp Acquisition

Proposed acquisition of the remaining 20% of issued and paid-up share capital of Pericomp represented by 80,000 ordinary shares of RM1.00 each for a total purchase consideration of RM6,900,000. The purchase consideration of RM6,900,000 shall be satisfied in the following manner: -

- (a) issuance of 1,000,000 new ECSB shares at an issue price equivalent to the IPO price; and
- (b) the remaining consideration sum of RM5,440,000, to be wholly satisfied by way of indebtedness owing by ECSB. The said indebtedness shall be settled through the proceeds arising from the Public Issue.

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**2. DETAILS OF THE LISTING SCHEME (CONT'D)**

**2.2 LISTING SCHEME (CONT'D)**

3) Public Issue

Public issue of 27,000,000 new ECSB Shares ("Public Issue Shares") at an issue price of RM1.46 per Share;

4) Offer For Sale

Offer for sale of up to 20,000,000 ECSB Shares ("Offer Shares"), representing up to 16.7% of the enlarged issued and paid-up share capital, at an offer price of RM1.46 per Share by way of private placement.

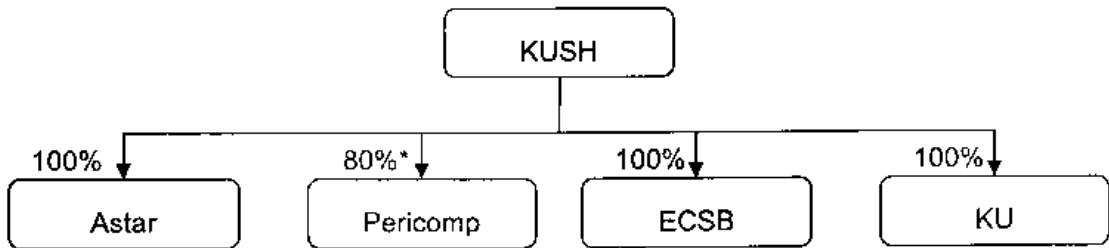
5) Listing

Admission of ECSB to Official List of Bursa Securities and the proposed listing of and quotation for the entire enlarged issued and paid-up share capital of ECSB of RM60,000,000 comprising 120,000,000 Shares on the Main Market of Bursa Securities.

**3. GROUP STRUCTURE**

**3.1 Prior to Internal Rationalisation**

The group structure of ECSB is as follows:-

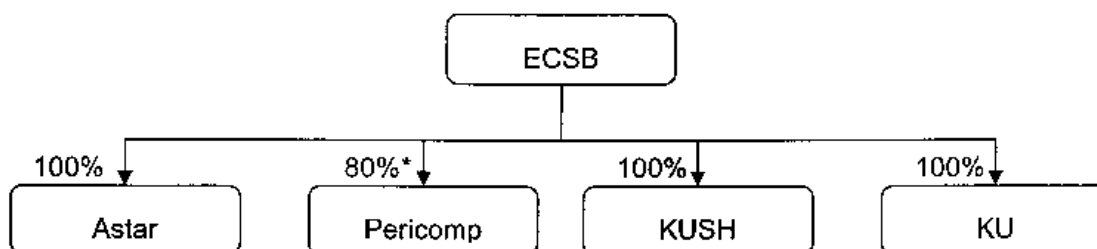


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**14. ACCOUNTANTS' REPORT****3. GROUP STRUCTURE (CONT'D)****3.2 After the Internal Rationalisation pursuant to the Listing Scheme**

The group structure of ECSB at the date of this report is as follows:-



Note: \* - Pericomp shall become a wholly-owned subsidiary of ECSB upon the completion of the Proposed 20% Pericomp Acquisition which is after the issuance of the Prospectus.

Details of the subsidiaries are as follows:-

Name of Company	Date of incorporation	Country of Incorporation	Issued paid up capital	Effective Equity Interest	Principal Activities
ECS Astar Sdn. Bhd. ("Astar")	11 May 1993	Malaysia	RM500,000	100%	Marketing and distribution of microcomputers, peripherals and software.
ECS Pericomp Sdn. Bhd. ("Pericomp")	30 May 1986	Malaysia	RM400,000	80%	Marketing and distribution of high-valued Information, Communications and Technologies ("ICT") products.
ECS KUSH Sdn. Bhd. ("KUSH")	11 May 1993	Malaysia	RM1,000,002	100%	Provision of management, financial, warehousing and logistic services.
ECS KU Sdn. Bhd. ("KU")	12 July 1984	Malaysia	RM400,000	100%	Providing of ICT systems and services.

Note: All the above companies were not audited by Crowe Horwath (formerly known as Horwath) but audited by KPMG, Malaysia.

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### 4. RELEVANT FINANCIAL PERIOD

The relevant financial period for the purpose of this report ("Relevant Financial Period") is as follows:-

<b>Company</b>	<b>Relevant Financial Period</b>
ECSB	Financial Year Ended ("FYE") 31 December 2006, 2007 and 2008 and Financial Period ("FP") from 1 January 2009 to 30 September 2009.
ECSB, Astar, Pericomp, KUSH and KU ("KUSH Group/the Group")	Financial Year Ended ("FYE") 31 December 2006, 2007 and 2008 and Financial Period ("FP") from 1 January 2009 to 30 September 2009.

The financial statements of all the companies within the Group for all the financial years/period under review were not subject to any audit qualification.

The auditors' report on the financial statements of ECSB and KUSH Group for the Relevant Financial Period are set out in Appendix I and II respectively.

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**14. ACCOUNTANTS' REPORT****5. ACCOUNTING STANDARDS AND POLICIES****5.1 BASIS OF PREPARATION****(a) Statement of compliance**

This report covers the financial information derived from the audited financial statements of the Group for the Relevant Financial Period. The financial statements of the Group have been prepared in accordance with Financial Reporting Standards (FRS), generally accepted accounting principles and Companies Act 1965 in Malaysia.

The Group and the Company have not applied the following accounting standards, amendments and interpretations that have been issued by the Malaysian Accounting Standards Board (MASB) but are not yet effective:

<b>FRSs / Interpretation</b>	<b>Effective date</b>
Amendments to FRS 1, <i>First-time Adoption of Financial Reporting Standards</i> and FRS 127, <i>Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate</i>	1 January 2010
Amendments to FRS 2, <i>Share-based Payment: Vesting Conditions and Cancellations</i>	1 January 2010
FRS 4, <i>Insurance Contracts</i>	1 January 2010
FRS 7, <i>Financial Instruments: Disclosures</i>	1 January 2010
FRS 8, <i>Operating Segments</i>	1 July 2009
FRS 101, <i>Presentation of Financial Statements</i>	1 January 2010
FRS 123, <i>Borrowing Costs</i>	1 January 2010
Amendments to FRS 132, <i>Financial Instruments: Presentation</i> and FRS 101, <i>Presentation of Financial Statements - Puttable Financial Instruments and Obligations Arising on Liquidation</i>	1 January 2010
FRS 139, <i>Financial Instruments: Recognition and Measurement</i>	1 January 2010
Amendments to FRS 139, <i>Financial Instruments: Recognition and Measurement</i> , FRS 7, <i>Financial Instruments: Disclosures</i> and IC Interpretation 9, <i>Reassessment of Embedded Derivatives</i>	1 January 2010
Improvements to FRSs (2009)	1 January 2010
IC Interpretation 9, <i>Reassessment of Embedded Derivatives</i>	1 January 2010
IC Interpretation 10, <i>Interim Financial Reporting and Impairment</i>	1 January 2010
IC Interpretation 11, <i>FRS 2 - Group and Treasury Share Transactions</i>	1 January 2010
IC Interpretation 13, <i>Customer Loyalty Programmes</i>	1 January 2010
IC Interpretation 14, <i>FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and Their Interaction</i>	1 January 2010

The Group and the Company plan to apply the abovementioned standards, amendments and interpretations from the annual period beginning 1 January 2010, except for FRS 4 and 8, Amendments to FRS 2, IC Interpretation 10, 11, 13 and 14 which are not applicable to the Group and to the Company.

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**5. ACCOUNTING STANDARDS AND POLICIES (CONT'D)**

**5.1 BASIS OF PREPARATION (CONT'D)**

**(a) Statement of compliance (Cont'd)**

The impact of applying FRS 7 and FRS 139 on the financial instruments upon first adoption as required by paragraph 30(b) of FRS 108, *Accounting Policies, Changes in Accounting Estimates and Errors* is not disclosed by virtue of the exemptions given in the respective FRSs. The initial application of the other standards, amendments and interpretations is not expected to have any material impact on the financial statements or any material change in accounting policy.

**(b) Basis of measurement**

The financial statements have been prepared on the historical cost basis.

**(c) Functional and presentation currency**

The financial statements are presented in Ringgit Malaysia (RM), which is the Company's functional currency.

**(d) Use of estimates and judgements**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have a significant effect on the amounts recognised in the financial statements.

**5.2 CONSISTENCY OF APPLICATION OF ACCOUNTING POLICIES**

This report is prepared on a basis consistent with the accounting policies adopted by the KUSH Group as disclosed in paragraph 5.3 below. There were no changes in the significant accounting policies adopted by the KUSH Group during the Relevant Financial Period other than the adoption of all new and revised FRS issued by the Malaysian Accounting Standards Board which are relevant to its operations, as disclosed in Section 8 below.

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**5. ACCOUNTING STANDARDS AND POLICIES (CONT'D)**

**5.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, and have been applied consistently by Group entities, unless otherwise stated.

**(a) Basis of consolidation**

**(i) Subsidiaries**

Subsidiaries are entities, including unincorporated entities, controlled by the Group. Control exists when the Group has the ability to exercise its power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account. Subsidiaries are consolidated using the purchase method of accounting.

Under the purchase method of accounting, the financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Investments in subsidiaries are stated in the Company's balance sheet at cost less impairment losses.

**(ii) Minority interest**

Minority interest at the balance sheet date, being the portion of the net identifiable assets of subsidiaries attributable to equity interests that are not owned by the Company, whether directly or indirectly through subsidiaries, are presented in the consolidated balance sheet and statement of changes in equity within equity, separately from equity attributable to the equity holders of the Company. Minority interest in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between minority interest and the equity holders of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated with all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

**(iii) Transactions eliminated on consolidation**

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

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**5. ACCOUNTING STANDARDS AND POLICIES (CONT'D)**

**5.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(b) Foreign currency**

***Foreign currency transactions***

Transactions in foreign currencies are translated to the functional currency at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies are translated at exchange rates at the dates of the transactions except for those that are measured at fair value, which are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in the income statements.

**(c) Derivative financial instruments**

The Group holds derivative financial instruments to hedge its foreign currency exposures.

Forward foreign exchange contracts are accounted for on an equivalent basis as the underlying assets, liabilities or net positions. Any profit or loss arising is recognised on the same basis as that arising from the related assets, liabilities or net positions.

**(d) Property, plant and equipment**

***(i) Recognition and measurement***

Items of property, plant and equipment are stated at cost/valuation less accumulated depreciation and any accumulated impairment losses.

**Revalued property, plant and equipment where no revaluation policy is adopted**

The Group has availed itself to the transitional provision when the MASB first adopted IAS 16, *Property, Plant and Equipment* in 1998. Freehold office blocks were revalued in October 1996 and no later valuation has been recorded for these property, plant and equipment (except in the case of impairment adjustments based on valuation).

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**5. ACCOUNTING STANDARDS AND POLICIES (CONT'D)**

**5.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(d) Property, plant and equipment (Cont'd)**

**(i) Recognition and measurement (Cont'd)**

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to the working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of the equipment.

The cost of property, plant and equipment recognised as a result of a business combination is based on fair value at acquisition date. The fair value of property is the estimated amount for which a property could be exchanged between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The fair value of other items of plant and equipment is based on the quoted market prices for similar items.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within "other income" or "other operating expenses" respectively in the income statement. When revalued assets are sold, the amounts included in the revaluation surplus reserve are transferred to retained earnings.

**(ii) Subsequent costs**

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the income statement as incurred.

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**5. ACCOUNTING STANDARDS AND POLICIES (CONT'D)**

**5.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(d) Property, plant and equipment (Cont'd)**

***(iii) Depreciation***

Depreciation is recognised in the income statement on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment.

The estimated annual depreciation rates for the current and comparative periods are as follows:

• Freehold office blocks	2%
• Office equipment	20%
• Office renovation	20%
• Motor vehicles	20%
• Furniture and fittings	25%

Depreciation methods, useful lives and residual values are reassessed at the balance sheet date.

**(e) Leased assets**

***Operating lease***

Leases, where the Group and the Company does not assume substantially all the risks and rewards of the ownership are classified as operating leases and the leased assets are not recognised on the Group's and the Company's balance sheets.

Payments made under operating leases are recognised in the income statements on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

**(f) Investments**

Long term investments (other than investments in subsidiaries) are stated at cost less impairment losses, where applicable.

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**5. ACCOUNTING STANDARDS AND POLICIES (CONT'D)**

**5.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(g) Goodwill**

Goodwill arises on business combination and is measured at cost less any accumulated impairment losses.

Goodwill represents the excess of the cost of the acquisition over the Group's interest in the net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree.

Any excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised immediately in the income statement.

**(h) Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted average cost and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

**(i) Receivables**

Receivables are initially recognised at their cost when the contractual right to receive cash or another financial asset from another entity is established.

Subsequent to initial recognition, receivables are stated at cost less allowance for doubtful debts.

Receivables are not held for the purpose of trading.

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**5. ACCOUNTING STANDARDS AND POLICIES (CONT'D)**

**5.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(j) Cash and cash equivalents**

Cash and cash equivalents consist of cash on hand, balances and deposits with banks and highly liquid investments which have an insignificant risk of changes in value. For the purpose of the cash flow statement, cash and cash equivalents are presented net of bank overdrafts and pledged deposits.

**(k) Impairment of assets**

The carrying amounts of assets except for financial assets, inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount unless the asset is carried at a revalued amount, in which case the impairment loss is recognised directly against any revaluation surplus for the asset to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that same asset. Impairment losses are recognised in the income statement. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (groups of units) on a pro rata basis.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to the income statements in the year in which the reversals are recognised, unless it reverses an impairment on a revalued asset, in which case it is credited directly to the revaluation surplus. Where an impairment loss on the same revalued assets was previously recognised in the income statement, a reversal of that impairment loss is also recognised in the income statements.

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**5. ACCOUNTING STANDARDS AND POLICIES (CONT'D)**

**5.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(l) Loans and borrowings**

Loans and borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statements over the period of the loans and borrowings using the effective interest method.

**(m) Employee benefits**

***Short-term employee benefits***

Short-term employee benefit obligations in respect of salaries, annual bonuses, paid annual leave and sick leave are measured on an undiscounted basis and are expensed as the related service is provided.

A provision is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The Group's contributions to statutory pension funds are charged to the income statement in the year to which they relate. Once the contributions have been paid, the Group has no further payment obligations.

**(n) Provisions**

A provision is recognised if, as a result of past event, the Group and the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

**(o) Payables**

Payables are measured initially and subsequently at cost. Payables are recognised when there is a contractual obligation to deliver cash or another financial asset to another entity.

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**5. ACCOUNTING STANDARDS AND POLICIES (CONT'D)**

**5.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(p) Revenue recognition**

**(i) Goods sold**

Revenue from the sale of goods is measured at fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods.

**(ii) Services**

Fees from service maintenance contracts are recognised in the income statements over the period of the contract.

**(iii) Dividend income**

Dividend income is recognised when the right to receive payment is established.

**(iv) Rental income**

Rental income is recognised in the income statements based on the value invoiced to the subsidiaries.

**(q) Interest income and borrowing costs**

Interest income is recognised as it accrues, using the effective interest method.

All borrowing costs are recognised in the income statements using the effective interest method, in the period in which they are incurred.

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**5. ACCOUNTING STANDARDS AND POLICIES (CONT'D)**

**5.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(r) Tax expense**

Tax expense comprises current and deferred tax. Tax expense is recognised in the income statements except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit (tax loss). Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax liability is recognised for all taxable temporary differences.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

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**6. FINANCIAL INFORMATION**

ECSB Group will only exist upon the completion of the Internal Rationalisation as mentioned in Paragraph 2.2. For the purpose of this report, the audited financial statements of ECSB - company level and KUSH Group were presented.

The financial information of the ECSB - company level and KUSH Group as presented in Section 7.1 and 7.2 respectively, are based on the audited financial statements, modified as appropriate, for the purpose of this report.

The scope of work conducted in the preparation of this report does not constitute an audit in accordance with approved standards on auditing in Malaysia.

All information are extracted from the audited financial statements except those in *italics* which are prepared based on calculation, representation and/or explanation provided by the management of the ECSB Group.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS****7.1 ECSB****7.1.1 INCOME STATEMENTS OF ECSB**

	Note	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
Revenue	7.1.5	22	33	125	90	127
Cost of sales		-	-	-	-	-
Gross profit ("GP")		22	33	125	90	127
Other income		-	-	1	-	1
Operating overheads		(143)	(133)	(171)	(119)	(128)
Loss from operations		(121)	(100)	(45)	(29)	(1)
Finance costs		-	-	(7)	(4)	(8)
Loss before taxation ("LBT")	7.1.6	(121)	(100)	(52)	(33)	(9)
Depreciation		9	20	45	33	40
Interest expense		-	-	7	4	8
Interest income		-	-	(1)	-	(1)
(Loss)/Earning before interest, depreciation and taxation		(112)	(80)	(1)	4	38
Depreciation		(9)	(20)	(45)	(33)	(40)
Interest expense		-	-	(7)	(4)	(8)
Interest income		-	-	1	-	1
LBT		(121)	(100)	(52)	(33)	(9)
Income tax expense	7.1.7	-	-	-	-	-
Loss after taxation ("LAT")		(121)	(100)	(52)	(33)	(9)
GP margin (%)		100.0	100.0	100.0	100.0	100.0
LBT margin (%)		(550.0)	(303.0)	(41.6)	(36.7)	(7.1)
LAT margin (%)		(550.0)	(303.0)	(41.6)	(36.7)	(7.1)
Effective tax rate (%)		N/A	N/A	N/A	N/A	N/A
Interest coverage (times)		N/A	N/A	(6.4)	(7.3)	(0.1)
Weighted average number of ordinary shares in issue of RM1.00 each ('000)		297	500	500	500	-
Weighted average number of ordinary shares in issue of RM0.50 each ('000)		-	-	-	-	1,000
Gross loss per share ("LPS") (sen)		(40.7)	(20.0)	(10.4)	(6.6)	(0.9)
Net LPS (sen)		(40.7)	(20.0)	(10.4)	(6.6)	(0.9)

**Notes:**

N/A - Not applicable

\* - For comparison purposes.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.1 ECSB (CONT'D)****7.1.2 BALANCE SHEETS OF ECSB**

	NOTE	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
<b>ASSETS</b>					
<b>NON-CURRENT ASSET</b>					
Plant and equipment	7.1.8	42	116	201	192
<b>CURRENT ASSETS</b>					
Trade receivables	7.1.9	12	8	-	-
Other receivables, deposits and prepayments		10	8	3	3
Amount owing by a related company	7.1.10	2	30	21	10
Cash and bank balances		131	16	45	71
		155	62	69	84
<b>TOTAL ASSETS</b>		<b>197</b>	<b>178</b>	<b>270</b>	<b>276</b>
<b>EQUITY AND LIABILITIES</b>					
<b>EQUITY</b>					
Share capital	7.1.11	500	500	500	500
Accumulated losses		(309)	(409)	(461)	(470)
<b>TOTAL EQUITY</b>		<b>191</b>	<b>91</b>	<b>39</b>	<b>30</b>
<b>CURRENT LIABILITIES</b>					
Other payables and accruals		6	18	34	20
Amount owing to a related company	7.1.10	-	-	-	18
Amount owing to immediate holding company	7.1.12	-	69	197	208
<b>TOTAL LIABILITIES</b>		<b>6</b>	<b>87</b>	<b>231</b>	<b>246</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>197</b>	<b>178</b>	<b>270</b>	<b>276</b>
<i>Number of ordinary shares in issue of RM1.00 each ('000)</i>		500	500	500	-
<i>Number of ordinary shares in issue of RM0.50 each ('000)</i>		-	-	-	1,000
<i>Net assets ("NA") (RM'000)</i>		191	91	39	30
<i>NA per ordinary share (RM)</i>		0.4	0.2	0.1	#
<i>Trade receivables turnover ratio (days)</i>		199	417	N/A	N/A
<i>Trade payables turnover ratio (days)</i>		N/A	N/A	N/A	N/A
<i>Gearing ratio (times)</i>		N/A	N/A	N/A	N/A

Note:

N/A - Not applicable

# - Negligible, less than RM0.05.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.1 ECSB (CONT'D)****7.1.3 CASH FLOW STATEMENTS OF ECSB**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
<b>CASH FLOWS (FOR)/FROM OPERATING ACTIVITIES</b>					
Loss before taxation	(121)	(100)	(52)	(33)	(9)
<b>Adjustments for:-</b>					
Depreciation of plant and equipment	9	20	45	33	40
Interest expense	-	-	7	4	7
Interest income	-	-	(1)	-	(1)
Operating (loss)/profit before working capital changes	(112)	(80)	(1)	4	37
(Increase)/Decrease in trade and other receivables	(14)	(22)	22	13	12
(Decrease)/Increase in other payables	(197)	81	144	6	3
<b>NET CASH (FOR)/FROM OPERATING ACTIVITIES</b>	<b>(323)</b>	<b>(21)</b>	<b>165</b>	<b>23</b>	<b>52</b>
<b>CASH FLOWS FOR INVESTING ACTIVITIES</b>					
Purchase of plant and equipment	(37)	(94)	(130)	(125)	(31)
Interest received	-	-	1	-	1
<b>NET CASH FLOWS FOR INVESTING ACTIVITIES</b>	<b>(37)</b>	<b>(94)</b>	<b>(129)</b>	<b>(125)</b>	<b>(30)</b>
<b>CASH FLOWS FROM/(FOR) FINANCING ACTIVITIES</b>					
Proceeds from issuance of shares	490	-	-	-	-
Interest paid	-	-	(7)	(4)	(7)
Repayment by related company	-	-	-	18	-
Advances from immediate holding company	-	-	-	124	11
<b>NET CASH FLOWS FROM/(FOR) FINANCING ACTIVITIES</b>	<b>490</b>	<b>-</b>	<b>(7)</b>	<b>138</b>	<b>4</b>
<b>NET INCREASE/(DECREASE) IN CASH AND BANK BALANCES</b>	<b>130</b>	<b>(115)</b>	<b>29</b>	<b>36</b>	<b>26</b>
<b>CASH AND BANK BALANCES AT BEGINNING OF THE FINANCIAL YEAR/PERIOD</b>	<b>1</b>	<b>131</b>	<b>16</b>	<b>16</b>	<b>45</b>
<b>CASH AND BANK BALANCE AT END OF THE FINANCIAL YEAR/PERIOD</b>	<b>131</b>	<b>16</b>	<b>45</b>	<b>52</b>	<b>71</b>

Note:

\* - For comparison purposes.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.1 ECSB (CONT'D)****7.1.4 STATEMENTS OF CHANGES IN EQUITY OF ECSB**

<b>Audited</b>	<b>Share capital RM'000</b>	<b>Accumulated losses RM'000</b>	<b>Total RM'000</b>
At 1.1.2006	10	(188)	(178)
Issuance of shares	490	-	490
Loss for the financial year	-	(121)	(121)
At 31.12.2006/1.1.2007	500	(309)	191
Loss for the financial year	-	(100)	(100)
At 31.12.2007/1.1.2008	500	(409)	91
Loss for the financial year	-	(52)	(52)
At 31.12.2008/1.1.2009	500	(461)	39
Loss for the financial period	-	(9)	(9)
At 30.9.2009	500	(470)	30
<b>Unaudited*</b>			
At 1.1.2008	500	(409)	91
Loss for the financial period	-	(33)	(33)
At 30.9.2008	500	(442)	58

Note:

\* - For comparison purposes.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.1 ECSB (CONT'D)****7.1.5 REVENUE**

Revenue represents the invoiced value of goods sold and services rendered net of discounts.

**7.1.6 LOSS BEFORE TAXATION**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
Loss before taxation is arrived at after charging/(crediting):-					
Allowance for doubtful debts	-	6	-	-	-
Audit fee					
- Statutory audit	3	3	3	2	-
- Other services	-	-	-	-	5
Depreciation of plant and equipment	9	20	45	33	40
Interest expense	-	-	7	4	7
Rental of office	52	30	10	8	8
Personnel expenses					
- Contribution to Employees Provident Fund	7	5	8	6	7
- Wages, salaries and others	63	51	85	58	62
Reversal of allowance for doubtful debts	-	-	(2)	(2)	-
Interest income	-	-	(1)	-	(1)

Note:

\* - For comparison purposes.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.1 ECSB (CONT'D)****7.1.7 INCOME TAX EXPENSE**

A reconciliation of income tax expense applicable to the loss before taxation at the statutory tax rate to income tax expense at the effective tax rate of ECSB is as follows:-

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
Loss before taxation	(121)	(100)	(52)	(33)	(9)
Tax at statutory tax rate	(34)	(20)	(10)	(9)	(2)
Effect of deferred tax assets not recognised	34	20	10	9	2
Tax for the financial year/period	-	-	-	-	-

With effect from year of assessment 2004, companies with paid-up capital of RM2.5 million and below at the beginning of the basis period for a year of assessment are subject to corporate tax at 20% on chargeable income up to RM500,000.

With effect from year of assessment 2009, the Company, which is indirectly controlled by a company which has a paid up ordinary share capital of more than RM2.5 million, would no longer qualify as a Small Medium Enterprise ("SME"). Henceforth, the Company would no longer qualify to be taxed at the preferential income tax rate of 20% on the first RM500,000 of its chargeable income.

The corporate tax rates are 28%, 27% and 26% for year of assessment 2006, 2007 and 2008 respectively and 25% for the subsequent years of assessment. Consequently deferred tax assets and liabilities are measured using these tax rates.

**Unrecognised deferred tax assets**

Deferred tax assets have not been recognised in respect of the following items:

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Unabsorbed capital allowances	22	102	164	147
Taxable temporary differences	(25)	(50)	(189)	(163)
Unutilised tax losses	124	136	127	127
	121	188	102	111

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.1 ECSB (CONT'D)****7.1.7 INCOME TAX EXPENSE (CONT'D)**

The unabsorbed capital allowances and unutilised tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which ECSB can utilise the benefits there from.

**7.1.8 PLANT AND EQUIPMENT**

	At 1.1.2006 RM'000	Additions RM'000	Depreciation Charge RM'000	At 31.12.2006 RM'000
Net Book Value				
Office equipment	7	37	(5)	39
Office renovation	4	-	(2)	2
Furniture and fittings	3	-	(2)	1
	14	37	(9)	42

	At 1.1.2007 RM'000	Additions RM'000	Depreciation Charge RM'000	At 31.12.2007 RM'000
Net Book Value				
Office equipment	39	94	(17)	116
Office renovation	2	-	(2)	-
Furniture and fittings	1	-	(1)	-
	42	94	(20)	116

	At 1.1.2008 RM'000	Additions RM'000	Depreciation Charge RM'000	At 31.12.2008 RM'000
Net Book Value				
Office equipment	116	130	(45)	201

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.1 ECSB (CONT'D)****7.1.8 PLANT AND EQUIPMENT (CONT'D)**

	At 1.1.2009 RM'000	Additions RM'000	Depreciation Charge RM'000	At 30.9.2009 RM'000
Net Book Value				
Office equipment	201	31	(40)	192
	<b>At Cost RM'000</b>	<b>Accumulated Depreciation RM'000</b>	<b>Net Book Value RM'000</b>	
<b>At 31.12.2006</b>				
Office equipment	51	(12)	39	
Office renovation	8	(6)	2	
Furniture and fittings	9	(8)	1	
	<b>68</b>	<b>(26)</b>	<b>42</b>	
<b>At 31.12.2007</b>				
Office equipment	145	(29)	116	
Office renovation	8	(8)	-	
Furniture and fittings	9	(9)	-	
	<b>162</b>	<b>(46)</b>	<b>116</b>	
<b>At 31.12.2008</b>				
Office equipment	275	(74)	201	
Office renovation	8	(8)	-	
Furniture and fittings	9	(9)	-	
	<b>292</b>	<b>(91)</b>	<b>201</b>	
<b>At 30.9.2009</b>				
Office equipment	292	(100)	192	

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.1 ECSB (CONT'D)****7.1.9 TRADE RECEIVABLES**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Gross trade receivables	12	9	-	-
Less: Allowance for doubtful debts	-	(1)	-	-
<b>Net trade receivables</b>	<b>12</b>	<b>8</b>	<b>-</b>	<b>-</b>

The ECSB normal trade credit terms range from 30 to 60 days. Other credit terms are assessed and approved on a case-by-case basis.

**7.1.10 AMOUNT OWING BY/(TO) A RELATED COMPANY**

The amount due is trade in nature, unsecured, bears interest rate of 5% in FP 2009 and FYE 2008 (FYE 2007 and FYE 2006 -Nil) per annum and subject to normal trade terms.

**7.1.11 SHARE CAPITAL**

	Audited FYE 2006 ( <sup>'000</sup> )	Audited FYE 2007 ( <sup>'000</sup> )	Audited FYE 2008 ( <sup>'000</sup> )	Audited FP 2009 ( <sup>'000</sup> )	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
<b>AUTHORISED</b>	Number of shares							
Ordinary shares of RM1.00 each	1,000	1,000	1,000	-	1,000	1,000	1,000	-
Ordinary shares of RM0.50 each	-	-	-	2,000	-	-	-	1,000
	<b>1,000</b>	<b>1,000</b>	<b>1,000</b>	<b>2,000</b>	<b>1,000</b>	<b>1,000</b>	<b>1,000</b>	<b>1,000</b>
<b>ISSUED AND FULL PAID UP</b>								
Ordinary shares of RM1.00 each								
At 1.1.06/1.1.07/1.1.08	10	500	500	-	10	500	500	-
Allotment during the financial year	490	-	-	-	490	-	-	-
At 31.12.06/31.12.07/31.12.08	<b>500</b>	<b>500</b>	<b>500</b>	<b>-</b>	<b>500</b>	<b>500</b>	<b>500</b>	<b>-</b>
At 30.9.2009								
Ordinary shares of RM0.50 each	-	-	-	1,000	-	-	-	500

In FP2009, the existing authorised share capital comprising of RM1,000,000 ordinary shares of RM1.00 each was divided into 2,000,000 ordinary shares of RM0.50 each. Accordingly, 2 new shares of RM0.50 each was issued to the shareholders of the Company in exchange for each of the existing 500,000 ordinary shares of RM1.00 each.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.1 ECSB (CONT'D)****7.1.12 AMOUNT OWING TO IMMEDIATE HOLDING COMPANY**

The amount due is non-trade in nature, unsecured, bears interest rate of 5% in FP 2009 and FYE 2008 (FYE 2007 and FYE 2006 - Nil) per annum and is repayable on demand.

**7.1.13 DIVIDENDS**

ECSB did not pay or declare any dividends during the Relevant Financial Period.

**7.1.14 OPERATING LEASE**

Operating lease rentals are payable as follows:-

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Less than one year	23	-	10	-

The Company leases its office under operating lease. The lease runs for an initial period of 1 year (31.12.2008: 1 year) with an option to renew the lease at the end of the lease period. The lease does not include contingent rental.

**7.1.15 RELATED PARTIES****Identity of related parties**

For the purposes of these financial statements, parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. The key management personnel includes all the Directors of the Company, and certain members of senior management of the Company.

**Transactions with key management personnel**

There are no transactions with key management personnel.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.1 ECSB (CONT'D)****7.1.15 RELATED PARTIES (CONT'D)****Other related party transactions**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Immediate holding company				
Interest expense	-	-	8	8
Related companies				
Rental income from accounting hardware and software	-	(26)	(133)	(127)
Interest income	-	-	(1)	(1)

The terms and conditions of the above transactions are based on normal trade terms.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP****7.2.1 INCOME STATEMENTS OF KUSH GROUP**

	Note	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
Revenue	7.2.5	765,995	976,990	1,159,534	877,052	940,365
Cost of sales		(733,341)	(929,299)	(1,100,912)	(831,647)	(891,007)
Gross profit ("GP")		32,654	47,691	58,622	45,405	49,358
Other income		1,831	3,398	3,611	2,895	2,052
Operating overheads		(34,485)	(51,089)	(62,233)	(48,300)	(51,410)
Finance costs		(20,968)	(28,685)	(31,193)	(24,300)	(26,055)
Profit before taxation ("PBT")	7.2.6	10,570	18,946	27,106	21,027	23,451
Depreciation		777	871	956	705	1,141
Interest expense		2,947	3,458	3,934	2,973	1,904
Interest income		-	(27)	(27)	(18)	(21)
Earning before interest, depreciation and taxation		14,294	23,248	31,969	24,687	26,475
Depreciation		(777)	(871)	(956)	(705)	(1,141)
Interest expense		(2,947)	(3,458)	(3,934)	(2,973)	(1,904)
Interest income		-	27	27	18	21
PBT		10,570	18,946	27,106	21,027	23,451
Income tax expense	7.2.7	(3,023)	(5,213)	(7,306)	(5,782)	(5,985)
Profit after taxation ("PAT")		7,547	13,733	19,800	15,245	17,466
Attributable to:						
Equity holders of the Company		7,114	12,800	18,833	14,574	16,846
Minority interest		433	933	967	671	620
		7,547	13,733	19,800	15,245	17,466
GP margin (%)		4.3	4.9	5.1	5.2	5.2
PBT margin (%)		1.4	1.9	2.3	2.4	2.5
PAT margin (%)		1.0	1.4	1.7	1.7	1.9
Effective tax rate (%)		28.6	27.5	27.0	27.5	25.5
Interest coverage (times)		4.6	6.5	7.9	8.1	13.3
Assumed number of ordinary shares in issue of RM0.50 each <sup>^</sup> ('000)		92,000	92,000	92,000	92,000	92,000
Gross earnings per share ("EPS") <sup>^^</sup> (sen)		11.5	20.6	29.5	22.9	25.5
Net EPS <sup>^^</sup> (sen)		8.2	14.9	21.5	16.6	19.0

## Note:

- \* - For comparison purposes.
- <sup>^</sup> - Assumed number of ordinary shares in issue after the Internal Rationalisation but before the Proposed 20% Pericom Acquisition and Public Issue.
- <sup>^^</sup> - The Gross EPS and Net EPS were computed by dividing the PBT and PAT respectively by the assumed number of shares in issue during the Relevant Financial Period.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.2 BALANCE SHEETS OF KUSH GROUP**

	Note	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
<b>ASSETS</b>					
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment	7.2.8	4,995	5,344	6,517	3,955
Investment in club membership		18	62	62	62
Deferred tax assets	7.2.9	285	204	457	986
		<b>5,298</b>	<b>5,610</b>	<b>7,036</b>	<b>5,003</b>
<b>CURRENT ASSETS</b>					
Inventories	7.2.10	47,725	62,106	67,214	105,169
Trade receivables	7.2.11	86,617	114,523	122,390	134,473
Other receivables, deposits and prepayments	7.2.12	7,034	8,784	9,780	10,930
Amount owing by related parties	7.2.13	84	193	183	394
Tax refundable		70	-	88	54
Cash and cash equivalents	7.2.14	4,833	19,816	16,906	22,794
		<b>146,363</b>	<b>205,422</b>	<b>216,561</b>	<b>273,814</b>
<b>TOTAL ASSETS</b>		<b>151,661</b>	<b>211,032</b>	<b>223,597</b>	<b>278,817</b>
<b>EQUITY AND LIABILITIES</b>					
<b>EQUITY</b>					
Share capital	7.2.15	1,000	1,000	1,000	1,000
Capital reserve	7.2.16	400	400	400	400
Revaluation reserve	7.2.17	887	861	835	-
Retained profits	7.2.18	34,689	47,442	66,227	84,232
<b>SHAREHOLDERS' EQUITY</b>		<b>36,976</b>	<b>49,703</b>	<b>68,462</b>	<b>85,632</b>
<b>MINORITY INTEREST</b>		<b>3,424</b>	<b>4,357</b>	<b>5,324</b>	<b>5,944</b>
<b>TOTAL EQUITY</b>		<b>40,400</b>	<b>54,060</b>	<b>73,786</b>	<b>91,576</b>

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.2 BALANCE SHEETS OF KUSH GROUP (CONT'D)**

	Note	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
<b>NON-CURRENT LIABILITIES</b>					
Other payables		-	34	29	29
Deferred tax liabilities	7.2.9	358	430	615	324
		<b>358</b>	<b>464</b>	<b>644</b>	<b>353</b>
<b>CURRENT LIABILITIES</b>					
Trade payables	7.2.19	32,974	57,768	50,077	93,868
Other payables and accruals	7.2.20	16,818	26,703	34,179	38,206
Dividend payables		72	73	74	-
Amount owing to immediate holding company	7.2.21	1	-	24	-
Short-term borrowings	7.2.22	59,923	70,250	62,738	52,200
Provision for taxation		1,115	1,714	2,075	2,614
		<b>110,903</b>	<b>156,508</b>	<b>149,167</b>	<b>186,888</b>
<b>TOTAL LIABILITIES</b>		<b>111,261</b>	<b>156,972</b>	<b>149,811</b>	<b>187,241</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>151,661</b>	<b>211,032</b>	<b>223,597</b>	<b>278,817</b>
<i>Assumed number of ordinary shares in issue of RM0.50 each<sup>^</sup> ('000)</i>		92,000	92,000	92,000	92,000
<i>Net assets ("NA") (RM'000)</i>		36,976	49,703	68,462	85,632
<i>NA per ordinary share (RM)</i>		0.4	0.5	0.7	0.9
<i>Trade receivables turnover ratio<sup>#</sup> (days)</i>		41	43	39	39
<i>Trade payables turnover ratio<sup>**</sup> (days)</i>		16	22	17	27
<i>Gearing ratio<sup>***</sup> (times)</i>		1.6	1.4	0.9	0.6

**Note:**

- <sup>^</sup> - Assumed number of ordinary shares in issue after the Internal Rationalisation but before the Proposed 20% Pericomp Acquisition and Public Issue.
- <sup>#</sup> - Computed by dividing the net trade receivables over revenue.
- <sup>\*\*</sup> - Computed by dividing the trade payables over purchases.
- <sup>\*\*\*</sup> - Computed by dividing the total interest bearing debts over shareholders equity.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.3 CASH FLOW STATEMENTS OF KUSH GROUP**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
Profit before taxation	10,570	18,946	27,106	21,027	23,451
<b>Adjustments for:-</b>					
Depreciation of property, plant and equipment	777	871	956	705	1,141
Gain on disposal of property, plant and equipment	-	(88)	-	-	(451)
Unrealised (gain)/loss on foreign exchange	-	(712)	(478)	-	286
Interest expense	2,947	3,458	3,934	2,973	1,904
Interest income	-	(27)	(27)	(18)	(21)
Plant and equipment written off	-	1	-	-	33
Operating profit before working capital changes	14,294	22,449	31,491	24,667	26,343
Decrease/(Increase) in inventories	851	(14,381)	(5,109)	(23,487)	(37,955)
Increase in trade and other receivables	(13,614)	(29,765)	(8,712)	(1,522)	(13,444)
Increase/(Decrease) in trade and other payables	7,114	35,312	263	(2,112)	47,531
<b>CASH FROM OPERATIONS</b>	<b>8,645</b>	<b>13,615</b>	<b>17,933</b>	<b>(2,434)</b>	<b>22,475</b>
Income tax paid	(3,096)	(4,390)	(7,102)	(4,170)	(5,908)
<b>NET CASH FROM/(FOR) OPERATING ACTIVITIES</b>	<b>5,549</b>	<b>9,225</b>	<b>10,831</b>	<b>(6,604)</b>	<b>16,567</b>
<b>CASH FLOWS FROM/(FOR) INVESTING ACTIVITIES</b>					
Purchase of plant and equipment	(829)	(1,228)	(2,130)	(262)	(1,542)
Proceed from disposal of property, plant and equipment	2	95	2	-	3,381
Part payment for investment in club membership	(18)	(5)	(5)	-	-
<b>NET CASH FROM/(FOR) INVESTING ACTIVITIES</b>	<b>(845)</b>	<b>(1,138)</b>	<b>(2,133)</b>	<b>(262)</b>	<b>1,839</b>
<b>BALANCE CARRIED FORWARD</b>	<b>4,704</b>	<b>8,087</b>	<b>8,698</b>	<b>(6,866)</b>	<b>18,406</b>

Note:

\* - For comparison purposes.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.3 CASH FLOW STATEMENTS OF KUSH GROUP (CONT'D)**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
BALANCE BROUGHT FORWARD	4,704	8,087	8,698	(6,866)	18,406
<b>CASH FLOWS FROM/(FOR) FINANCING ACTIVITIES</b>					
Drawdown/(Repayment) of bank borrowings	2,180	10,450	(7,512)	(1,220)	(10,538)
Advances from/(Repayments to) immediate holding company	-	-	24	-	(23)
Interest received	-	27	27	18	21
Deposits uplifted from/(pledged to) a licensed bank	-	-	(4)	-	4
Interest paid	(2,947)	(3,458)	(3,934)	(2,973)	(1,904)
Repayment to related company	-	-	(140)	-	-
Repayment of hire purchase liabilities	(28)	-	-	-	-
Repayment of bank borrowings	(115)	(123)	-	-	-
Dividend paid	(72)	-	(73)	-	(74)
<b>NET CASH FROM/(FOR) FINANCING ACTIVITIES</b>	<b>(982)</b>	<b>6,896</b>	<b>(11,612)</b>	<b>(4,175)</b>	<b>(12,514)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT</b>	<b>3,722</b>	<b>14,983</b>	<b>(2,914)</b>	<b>(11,041)</b>	<b>5,892</b>
<b>CASH AND CASH EQUIVALENT AT BEGINNING OF THE FINANCIAL YEAR/PERIOD</b>	<b>1,111</b>	<b>4,833</b>	<b>19,816</b>	<b>19,816</b>	<b>16,902</b>
<b>CASH AND CASH EQUIVALENT AT END OF THE FINANCIAL YEAR/PERIOD</b>	<b>4,833</b>	<b>19,816</b>	<b>16,902</b>	<b>8,775</b>	<b>22,794</b>

Cash and cash equivalents included in the cash flow statements comprise the following balance sheet amount:-

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
Cash and bank balances	4,833	19,816	16,902	8,775	22,794
Deposits placed with a licensed bank	-	-	4	-	-
	<b>4,833</b>	<b>19,816</b>	<b>16,906</b>	<b>8,775</b>	<b>22,794</b>
Deposits placed with a licensed bank	-	-	(4)	-	-
	<b>4,833</b>	<b>19,816</b>	<b>16,902</b>	<b>8,775</b>	<b>22,794</b>

Note:

\* - For comparison purposes.

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## 14. ACCOUNTANTS' REPORT



## 7. AUDITED FINANCIAL STATEMENTS (CONT'D)

## 7.2 KUSH GROUP (CONT'D)

## 7.2.4 STATEMENTS OF CHANGES IN EQUITY OF KUSH GROUP

Audited	Note	Non-Distributable				Distributable		Total RM'000	Minority Interest RM'000	Total Equity RM'000
		Share capital RM'000	Property revaluation reserve RM'000	Capital reserve RM'000	Negative goodwill RM'000	Retained profits RM'000				
At 1.1.2006		1,000	913	400	299 (299)	27,322	29,934	2,991	32,925	
- As previously reported										
- Effect of adopting FRS 3				400		299				
At 1.1.2006 (restated)		1,000	913	400	-	27,621	29,934	2,991	32,925	
Profit after taxation		-	-	-	-	7,114	7,114	433	7,547	
Dividend	7.2.23	-	-	-	-	(72)	(72)	-	(72)	
Transfer from revaluation reserve to retained profits		-	(26)	-	-	26	-	-	-	
At 31.12.2006/1.1.2007		1,000	887	400	-	34,689	36,976	3,424	40,400	
Profit after taxation		-	-	-	-	12,800	12,800	933	13,733	
Dividend	7.2.23	-	-	-	-	(73)	(73)	-	(73)	
Transfer from revaluation reserve to retained profits		-	(26)	-	-	26	-	-	-	
At 31.12.2007/1.1.2008		1,000	861	400	-	47,442	49,703	4,357	54,060	
Profit after taxation		-	-	-	-	18,833	18,833	967	19,800	
Dividend	7.2.23	-	-	-	-	(74)	(74)	-	(74)	
Transfer from revaluation reserve to retained profits		-	(26)	-	-	26	-	-	-	
At 31.12.2008/1.1.2009		1,000	835	400	-	66,227	68,462	5,324	73,786	
Profit for the period		-	-	-	-	16,846	16,846	620	17,466	
Transfer from revaluation reserve to retained profits		-	(1,159)	-	-	1,159	-	-	-	
Reversal of deferred tax liability on realisation		-	324	-	-	-	324	-	324	
At 30.6.2009		1,000	-	400	-	84,232	85,632	5,944	91,576	
<i>Unaudited*</i>										
At 1.1.2008		1,000	861	400	-	47,442	49,703	4,357	54,060	
Loss for the period		-	-	-	-	14,574	14,574	671	15,245	
At 30.9.2008		1,000	861	400	-	62,016	64,277	5,028	69,305	

Note: \* - For comparison purposes.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.5 REVENUE**

Revenue represents the invoiced value of goods sold and services rendered net of discounts and sales tax.

**7.2.6 PROFIT BEFORE TAXATION**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
Profit before taxation is arrived at after charging/(crediting):-					
Allowance for doubtful debts	805	575	964	543	1,159
Audit fee					
- Statutory audit	69	69	79	94	-
- Other services	-	-	-	-	91
Bad debts written off	-	574	349	-	-
Depreciation of property, plant and equipment	777	871	956	705	1,141
Interest expense	2,947	3,458	3,934	2,973	1,904
Inventories written down	-	-	397	648	-
Inventories written off	1,490	977	1,380	-	237
Rental of office	134	150	199	116	845
Rental of warehouse	204	214	249	171	386
Plant and equipment written off	-	1	-	-	33
Personnel expenses (including key management personnel):					
- Contribution to Employees Provident Fund	994	1,157	1,338	993	1,077
- Wages, salaries and others	11,530	14,580	14,708	11,488	12,868
Bad debts recovered	(137)	(122)	(24)	-	(270)
(Gain)/Loss on foreign exchange					
- realised	(1,647)	(2,386)	(2,331)	(2,099)	(721)
- unrealised	-	(712)	(478)	863	(286)
Gain on disposal of plant and equipment	-	(88)	-	#	(451)
Interest income	-	(27)	(27)	(18)	(21)
Reversal of allowance for doubtful debts	-	(105)	(2)	-	-
Reversal of inventories written down	-	-	-	-	(198)

Note:

\* - For comparison purposes.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.7 INCOME TAX EXPENSE**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
Current tax:					
- for the financial year/period	3,284	5,124	7,246	5,782	6,126
- under/(over)provision in the previous financial year	(72)	(64)	129	-	354
	<u>3,212</u>	<u>5,060</u>	<u>7,375</u>	<u>5,782</u>	<u>6,480</u>
Deferred tax:					
- for the financial year/period	(271)	122	(101)	-	(332)
- (over)/underprovision of deferred tax liabilities in the previous financial year	7	41	42	-	(163)
- (over)/underprovision of deferred tax assets in the previous financial year	85	-	-	-	-
- crystallisation of deferred tax liability	(10)	(10)	(10)	-	-
	<u>(189)</u>	<u>153</u>	<u>(69)</u>	<u>-</u>	<u>(495)</u>
	<u>3,023</u>	<u>5,213</u>	<u>7,306</u>	<u>5,782</u>	<u>5,985</u>

Note:

\* - For comparison purposes.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.7 INCOME TAX EXPENSE (CONT'D)**

A reconciliation of income tax expense applicable to the profit before taxation at the statutory tax rate to income tax expense at the effective tax rate of the Group is as follows:-

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
Profit before taxation	10,570	18,946	27,106	21,027	23,451
Tax at the statutory tax rate	2,960	5,080	7,018	5,467	5,863
Tax effects of:					
Non-deductible expenses	105	149	141	315	86
Tax incentives	(87)	-	-	-	-
Non-taxable income	-	-	-	-	(144)
Effect of changes in tax rates	-	9	6	-	-
Effect of deferred tax assets not recognised	39	35	5	-	(15)
Reversal of deferred tax liabilities on crystallisation of revaluation surplus of property, plant and equipment	(10)	(10)	(10)	-	-
Under/(Over)provision in the previous financial year					
- current tax	(72)	(64)	129	-	354
- deferred tax	92	41	42	-	(163)
Other items	(4)	(27)	(25)	-	4
Tax for the financial year/period	3,023	5,213	7,306	5,782	5,985

Note:

\* - For comparison purposes.

With effect from year of assessment 2004, companies with paid-up capital of RM2.5 million and below at the beginning of the basis period for a year of assessment are subject to corporate tax at 20% on chargeable income up to RM500,000.

With effect from year of assessment 2009, the Company which is indirectly controlled by a company which has a paid up ordinary share capital of more than RM2.5 million, would no longer qualify as a Small and Medium Enterprise ("SME"). Henceforth, the Company would no longer qualify to be taxed at the preferential income tax rate of 20% on the first RM500,000 of its chargeable income.

The corporate tax rates are 28%, 27% and 26% for year of assessment 2006, 2007 and 2008 respectively and 25% for the subsequent years of assessment. Consequently deferred tax assets and liabilities are measured using these tax rates.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.8 PROPERTY, PLANT AND EQUIPMENT**

	At 1.1.2006	Additions	Disposals	Depreciation Charge	At 31.12.2006
	RM'000	RM'000	RM'000	RM'000	RM'000
Net Book Value					
Freehold office blocks	3,181	-	-	(82)	3,099
Office equipment	1,504	698	(2)	(603)	1,597
Office renovation	9	118	-	(8)	119
Motor vehicles	238	-	-	(75)	163
Furniture and fittings	13	13	-	(9)	17
	4,945	829	(2)	(777)	4,995

	At 1.1.2007	Additions	Disposals	Written Off	Depreciation Charge	At 31.12.2007
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Net Book Value						
Freehold office blocks	3,099	-	-	-	(82)	3,017
Office equipment	1,597	676	(7)	(1)	(593)	1,672
Office renovation	119	12	-	-	(29)	102
Motor vehicles	163	497	*	*	(156)	504
Furniture and fittings	17	43	-	-	(11)	49
	4,995	1,228	(7)	(1)	(871)	5,344

Note: \* - Negligible.

	At 1.1.2008	Additions	Disposals	Depreciation Charge	At 31.12.2008
	RM'000	RM'000	RM'000	RM'000	RM'000
Net Book Value					
Freehold office blocks	3,017	-	-	(82)	2,935
Office equipment	1,672	1,400	(2)	(644)	2,426
Office renovation	102	-	-	(28)	74
Motor vehicles	504	-	-	(168)	336
Furniture and fittings	49	730	-	(33)	746
	5,344	2,130	(2)	(955)	6,517

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.8 PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

	At 1.1.2009 RM	Additions RM	Disposals RM	Written Off RM	Depreciation Charge RM	At 30.9.2009 RM
Net Book Value						
Freehold office blocks	2,935	-	(2,880)	-	(55)	-
Office equipment	2,426	871	(21)	(28)	(701)	2,547
Office renovation	74	-	(2)	(3)	(19)	50
Motor vehicles	336	2	-	-	(108)	230
Furniture and fittings	746	669	(27)	(2)	(258)	1,128
	6,517	1,542	(2,930)	(33)	(1,141)	3,955

	At Cost RM'000	At Valuation RM'000	Accumulated Depreciation RM'000	Net Book Value RM'000
<b>At 31.12.2006</b>				
Freehold office blocks	-	4,100	(1,001)	3,099
Office equipment	5,905	-	(4,308)	1,597
Office renovation	244	-	(125)	119
Motor vehicles	1,379	-	(1,216)	163
Furniture and fittings	159	-	(142)	17
	7,687	4,100	(6,792)	4,995
<b>At 31.12.2007</b>				
Freehold office blocks	-	4,100	(1,083)	3,017
Office equipment	6,564	-	(4,892)	1,672
Office renovation	256	-	(154)	102
Motor vehicles	1,467	-	(963)	504
Furniture and fittings	202	-	(153)	49
	8,489	4,100	(7,245)	5,344

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.8 PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

	At Cost RM'000	At Valuation RM'000	Accumulated Depreciation RM'000	Net Book Value RM'000
<b>At 31.12.2008</b>				
Freehold office blocks	-	4,100	(1,165)	2,935
Office equipment	7,961	-	(5,535)	2,426
Office renovation	256	-	(182)	74
Motor vehicles	1,467	-	(1,131)	336
Furniture and fittings	932	-	(186)	746
	<b>10,616</b>	<b>4,100</b>	<b>(8,199)</b>	<b>6,517</b>
<b>At 30.9.2009</b>				
Office equipment	6,789	-	(4,242)	2,547
Office renovation	115	-	(65)	50
Motor vehicles	1,414	-	(1,184)	230
Furniture and fittings	1,420	-	(292)	1,128
	<b>9,738</b>	<b>-</b>	<b>(5,783)</b>	<b>3,955</b>

**7.2.9 DEFERRED TAX ASSETS/(LIABILITIES)**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Deferred tax assets	285	204	457	986
Deferred tax liabilities	(358)	(430)	(615)	(324)
	<b>(73)</b>	<b>(226)</b>	<b>(158)</b>	<b>662</b>

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.9 DEFERRED TAX ASSETS/(LIABILITIES)(CONT'D)**

Deferred tax assets/(liabilities) are attributable to the following items:-

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Property, plant and equipment				
- capital allowances	(257)	(309)	(479)	(497)
- revaluation	(345)	(335)	(325)	-
- unabsorbed capital allowances	157	145	51	34
Provisions	372	373	714	1,054
Other items	-	(100)	(119)	71
	<u>(73)</u>	<u>(226)</u>	<u>(158)</u>	<u>662</u>

**7.2.10 INVENTORIES**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
At cost:-				
- Finished goods	45,027	56,842	63,995	100,829
- Goods-in-transit	2,451	4,956	1,732	3,029
At net realisable value:-				
- Finished goods	247	308	1,487	1,311
	<u>47,725</u>	<u>62,106</u>	<u>67,214</u>	<u>105,169</u>

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.11 TRADE RECEIVABLES**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Trade receivables	87,201	115,218	123,468	136,035
Less: Allowance for doubtful debts	(584)	(695)	(1,078)	(1,562)
	<u>86,617</u>	<u>114,523</u>	<u>122,390</u>	<u>134,473</u>

The Group's normal trade credit terms range from 14 to 60 days. Other credit terms are assessed and approved on a case-by-case basis.

**7.2.12 OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS**

Included in other receivables, deposits and prepayments was an amount paid to a company in which certain directors have substantial financial interest as follows:-

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Security deposits	<u>720</u>	<u>720</u>	<u>773</u>	<u>773</u>

In FYE 2006, the Group paid a deposit of RM720,000 to construct a new office cum warehouse premise. Upon completion of the construction in FYE 2008, the Group has entered into a tenancy agreement with the related party where the security deposit of RM720,000 was top up to RM772,890 as rental and utility deposit.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.13 AMOUNT OWING BY RELATED PARTIES**

The amount owing by related parties is trade in nature and subject to normal trade terms.

**7.2.14 CASH AND CASH EQUIVALENTS**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Cash and bank balances	4,833	19,816	16,902	22,794
Deposits placed with a licensed bank	-	-	4	-
	<u>4,833</u>	<u>19,816</u>	<u>16,906</u>	<u>22,794</u>

Deposits placed with a licensed bank are pledged to a bank as security for credit facilities granted to a related company.

**7.2.15 SHARE CAPITAL**

	Audited FYE 2006 '000	Audited FYE 2007 '000	Audited FYE 2008 '000	Audited FP 2009 '000	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
ORDINARY SHARES OF RM1 EACH:								
AUTHORISED	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000
ISSUED AND FULL PAID-UP	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000

**7.2.16 CAPITAL RESERVE**

The capital reserve arose from the bonus issue made by a subsidiary.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.17 REVALUATION RESERVE**

The revaluation reserve relates to the reserves arising from revaluation of freehold office blocks.

**7.2.18 RETAINED PROFITS**

Pursuant to Section 50 of the Savings and Transitional Provisions Income Tax Act, 1967, the Company has elected the irrecoverable option to disregard the Section 108 balance and exercised an irrevocable option not to deduct tax under Section 40. As such, KUSH may distribute single tier dividend to its shareholders out of its entire retained earnings.

**7.2.19 TRADE PAYABLES**

The normal trade credit terms granted to the Group range from 30 to 60 days.

Significant payables that are not in the functional currency of the Group entities are as follows:-

		Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
<b>Functional currency</b>	<b>Foreign Currency</b>				
RM	USD	17,394	26,753	26,164	30,581
RM	USD	7	-	-	-
RM	EURO	-	26	12	-

**7.2.20 OTHER PAYABLES AND ACCRUALS**

Included in other payables and accruals is deferred revenue as follows:-

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Deferred revenue	398	407	456	387

**7.2.21 AMOUNT OWING TO IMMEDIATE HOLDING COMPANY**

The amount owing is unsecured, interest free and is repayable on demand.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.22 SHORT-TERM BORROWINGS**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Due within 1 year				
Bankers' acceptances	45,300	65,550	45,200	44,700
Bank overdrafts	-	-	1,038	-
Revolving credits	14,500	4,700	16,500	7,500
Term loans	123	-	-	-
<b>Total borrowings</b>	<b>59,923</b>	<b>70,250</b>	<b>62,738</b>	<b>52,200</b>
Effective interest rates	%	%	%	%
Bankers' acceptances	4.61	4.49	4.41	4.01
Bank overdrafts	-	-	7.55	-
Revolving credits	5.57	5.49	5.67	4.03
Term loans	7.75	-	-	-

The bankers' acceptances and revolving credits are secured by the following:-

- i) a corporate guarantee by ECS Kush Sdn. Bhd.;
- ii) a corporate guarantee by the immediate holding company, ECS Holdings Limited; and
- iii) a negative pledge over the entire assets of ECS Astar Sdn. Bhd.

**7.2.23 DIVIDENDS**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Interim dividend of approximately RM0.10 per ordinary share less tax in respective of financial year ended 31 December	72	73	74	-

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.24 OPERATING LEASES**

Operating lease rentals are payable as follows:

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Less than one year	237	387	1,623	1,554
Between one and three years	150	171	3,030	1,868
	<u>387</u>	<u>558</u>	<u>4,653</u>	<u>3,422</u>

The Group leases its office, warehouse and accounting hardware and software system under operating leases. The leases run for an initial period of 1 to 3 years with an option to renew the leases at the end of the lease period. The leases do not include contingent rental.

**7.2.25 RELATED PARTIES****Identity of related parties**

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel includes all the Directors of the Group, and certain members of senior management of the Group.

**Transactions with key management personnel**

There are no other transactions with key management personnel other than key management personnel compensation which are as follow:-

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.25 RELATED PARTIES (CONT'D)**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
Directors					
- Fees	11	17	17	17	-
- Remuneration	876	2,051	2,939	2,539	3,293
- Other short term employee benefits (including estimated monetary value of benefites-in-kind)	7	31	28	-	-
	<u>894</u>	<u>2,099</u>	<u>2,984</u>	<u>2,556</u>	<u>3,293</u>
Other key management personnel					
- Remuneration	620	795	1,014	744	699
- Contribution to Employees Provident Fund	125	176	188	136	125
- Other short term employee benefits	382	649	616	436	387
	<u>1,127</u>	<u>1,620</u>	<u>1,818</u>	<u>1,316</u>	<u>1,211</u>
	<u>2,021</u>	<u>3,719</u>	<u>4,802</u>	<u>3,872</u>	<u>4,504</u>

Note:

\* - For comparison purposes.

Other key management personnel comprise persons other than the Directors of Group entities, having authority and responsibility for planning, directing and controlling the activities of the entity either directly or indirectly.

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**14. ACCOUNTANTS' REPORT****7. AUDITED FINANCIAL STATEMENTS (CONT'D)****7.2 KUSH GROUP (CONT'D)****7.2.25 RELATED PARTIES (CONT'D)****Other related party transactions**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Unaudited FP 2008* RM'000	Audited FP 2009 RM'000
Immediate holding company:					
Purchases	56	88	-	-	-
Related companies:					
Purchases	48	3	30	-	8
Sales	-	33	529	389	813
Transaction with companies in which certain Directors have interests:					
Sales	821	879	940	890	-
Rental expenses	-	-	64	-	1,159
Deposits paid	720**	-	53 ^	-	-

**Notes:-**\* - *For comparison purposes.*\*\* - *Payment of deposits for due performance for the construction of building*^ - *Additional payment of deposits for rental of office and warehouse.*

The terms and conditions for the above transactions are based on normal trade terms.

**7.2.26 CONTINGENT LIABILITIES (UNSECURED)**

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
Guarantees to supplier and banks for trade credit facilities granted to subsidiaries	19,297	18,890	66,140	86,070

Guarantees to licensed banks and suppliers for credit facilities granted to subsidiaries are supported by corporate guarantees from the holding company.

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**14. ACCOUNTANTS' REPORT**

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**7. AUDITED FINANCIAL STATEMENTS (CONT'D)**

**7.2 KUSH GROUP (CONT'D)**

**7.2.27 FINANCIAL INSTRUMENTS**

**Financial risk management objectives and policies**

Exposure to credit, interest rate, foreign currency and liquidity risks in the normal course of the Group's business. The Board reviews and agrees policies for management each of these risks and they are summarised below.

**Credit risk**

Management has credit procedures in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amounts and the Group regularly follow up on balances by debtors outstanding beyond their stimulated time threshold for payments. The Group do not require collateral in respect of financial assets.

At the balance sheet date there were no significant concentrations of credit risk except for 5 individual debtors which forms 15.4%, 12.8%, 12.8% and 18.79% for FYE 2006, FYE 2007, FYE 2008 and FP 2009 respectively of the total trade receivables of the Group as at year/period end.

The maximum exposure to credit risk for the Group is presented by the carrying amount of each financial asset.

**Foreign currency risk**

Approximately 22.2%, 21.2%, 20.7% and 18.9% for FYE 2006, FYE 2007, FYE 2008 and FP 2009 respectively of the Group's purchases are priced in US Dollars. The Group hedge a portion of these exposures by purchasing forward currency contracts.

**Liquidity risks**

The Group monitor and maintain a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

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In the current low interest rate scenario, the Group borrow for operations at variable rates using its trade financing and revolving credit in order to finance capital expenditure.

In respect of interest-bearing financial liabilities, the effective interest rates at the balance sheet date and the periods in which they mature, or if earlier, reprice is as disclosed in note 7.2.22.

**Fair values*****Recognised financial instruments***

The carrying amounts of cash and cash equivalents, receivables, deposits and prepayments, payables and accruals, and short term borrowings approximate fair values due to the relatively short term nature of these financial instruments.

***Unrecognised financial instruments***

The valuation of financial instruments not recognised in the balance sheet reflects their current market rates at the balance sheet date.

The contracted amount and fair value of financial instruments not recognised in the balance sheet as at 31 December/30 September are:

	Audited FYE 2006		Audited FYE 2007		Audited FYE 2008		Audited FP 2009	
	Contracted amount RM'000	Fair value RM'000	Contracted amount RM'000	Fair value RM'000	Contracted amount RM'000	Fair value RM'000	Contracted amount RM'000	Fair value RM'000
Forward foreign exchange purchase contract	11,873	11,774	17,238	17,125	18,854	18,183	30,289	(539)

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**14. ACCOUNTANTS' REPORT****8. RESTATEMENT TO THE AUDITED FINANCIAL STATEMENTS**

In the preparation of this report, the following restatement made as a result of changes in accounting policy arising from the adoption of FRS 3, Business Combinations:-

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
<b>Balance Sheet (Extract)</b>				
Negative goodwill				
As per audited financial statement	299	299	-	-
Reclassified to retained profits	(299)	(299)	-	-
As per short form accountants' report	-	-	-	-
<b>Retained profits</b>				
As per audited financial statement	34,390	47,143	66,227	84,232
Reclassified from negative goodwill	299	299	-	-
As per short form accountants' report	34,689	47,442	66,227	84,232

The adoption of FRS 3, has resulted in a change in the accounting policy for goodwill. The change in accounting policy is made in accordance with its transitional provision.

Negative goodwill is recognised immediately in the income statement. This has resulted in derecognition of negative goodwill and an increase of retained profits for the Group.

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**14. ACCOUNTANTS' REPORT****8. RESTATEMENT TO THE AUDITED FINANCIAL STATEMENTS (CONT'D)**

*Apart from the above restatement, certain reclassifications were made to ensure consistency of presentation of information for comparison purposes. The details of the reclassification made are set out as follows:-*

	Audited FYE 2006 RM'000	Audited FYE 2007 RM'000	Audited FYE 2008 RM'000	Audited FP 2009 RM'000
<i>Balance Sheet (Extract)</i>				
<i>Trade Receivables</i>				
<i>As per audited financial statement</i>	86,701	114,716	122,433	134,473
<i>Reclassification (i)</i>	(84)	(193)	(43)	-
<i>As per accountants' report</i>	86,617	114,523	122,390	134,473
<i>Amount owing by related parties</i>				
<i>As per audited financial statement</i>	-	-	140	394
<i>Reclassification (i)</i>	84	193	43	-
<i>As per accountants' report</i>	84	193	183	394
<i>Cash and cash equivalents</i>				
<i>As per audited financial statement</i>	4,833	19,816	15,868	22,794
<i>Reclassification (ii)</i>	-	-	1,038	-
<i>As per accountants' report</i>	4,833	19,816	16,906	22,794
<i>Short-term borrowings</i>				
<i>As per audited financial statement</i>	59,923	70,250	61,700	52,200
<i>Reclassification (ii)</i>	-	-	1,038	-
<i>As per accountants' report</i>	59,923	70,250	62,738	52,200

*(i) Included in trade receivables is amount owing by related parties. These balances were reclassified to conform to the current financial year's presentation.*

*(ii) Included in cash and cash equivalents were bank overdrafts. These balances were reclassified to conform to the current financial year's presentation.*

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## 14. ACCOUNTANTS' REPORT



### 9. SUBSEQUENT EVENTS

Significant subsequent events between the date of the last financial statements used in the preparation of this report and the date of this report which will affect materially the contents of this report are as follow.

- i) On 9 October 2009, ECSB held an Extraordinary General Meeting ("EGM") to approve the increase in authorised share capital from RM1,000,000 to RM500,000,000 by the creation of 998,000,000 ordinary shares of RM0.50 each;
- ii) On 6 November 2009, the Directors of KUSH declared a single tier interim ordinary dividend of 959.998% per ordinary share totalling RM9.6 million in respect of the financial year ending 31 December 2009 and the dividend will be paid on a date to be determined by the Directors to the shareholders registered in the books of KUSH as at the close of business on 6 November 2009;
- iii) the Group undertook the following Internal Rationalisation pursuant to the listing scheme:-
  - (a) On 9 November 2009, ECS Kush Sdn. Bhd. ("KUSH") held an EGM to approve the disposal of 999,996 ordinary shares of RM0.50 each in ECSB to ECS Holdings Limited, Sengin Sdn. Bhd. and Teo Soo Pin Sdn. Bhd. by for a total cash consideration of RM39,075;
  - (b) On 25 November 2009, ECSB held an EGM to approve the acquisition of the entire issued and paid-up share capital of KUSH comprising 1,000,002 ordinary shares of RM1.00 each for a total purchase consideration of RM68,462,121, to be wholly satisfied through the issuance of 91,000,000 new ECSB shares of RM0.50 at RM0.75 per ECSB share; and
  - (c) On 30 November 2009, KUSH transfer it's entire equity interests in the following subsidiaries to ECSB:-
    - (i) the entire issued and paid up share capital of ECS Astar Sdn. Bhd. ("Astar"), comprising 500,000 ordinary shares of RM1.00 each for a total cash consideration of RM100,000;
    - (ii) the entire issued and paid up share capital of ECS KU Sdn. Bhd. ("KU"), comprising 400,000 ordinary shares of RM1.00 each from KUSH for a total cash consideration of RM1,000,000; and
    - (iii) 320,000 ordinary shares of RM1.00 each in ECS Pericomp Sdn. Bhd. ("Pericomp"), representing 80% of the issued and paid-up share capital of Pericomp for a total cash consideration of RM560,000.

The above are collectively referred to as "Transfers" hereinafter.

The consideration for the Transfers shall, upon completion, be wholly satisfied by way of an indebtedness owing by ECSB to KUSH. The said indebtedness shall be settled through the proceeds arising from the Public Issue.

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**14. ACCOUNTANTS' REPORT**

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**10. AUDITED FINANCIAL STATEMENTS**

As at the date of this Report, no audited financial statements have been prepared in respect of any period subsequent to 30 September 2009 for ECSB and Kush Group.

Yours faithfully

A handwritten signature in black ink, appearing to read "Crowe Horwath".

**Crowe Horwath**  
Firm No : AF 1018  
Chartered Accountants

A handwritten signature in black ink, appearing to read "Onn Kien Hoe".

**Onn Kien Hoe**  
Approval No : 1772/11/10 (J/PH)  
Partner

**Offices in Malaysia:**

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**Report of the auditors to the members of  
ECS ICT Sdn. Bhd.**

(Company No. 351038 H)  
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 8 to 19. The preparation of the financial statements is the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statements presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards for entities other than private entities issued by the Malaysian Accounting Standards Board so as to give a true and fair view of:
  - i) the state of affairs of the Company at 31 December 2006 and the results of its operations and cash flows for the year ended on that date; and
  - ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Company; and
- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company have been properly kept in accordance with the provisions of the said Act.

**KPMG**  
Firm Number: AF 0758  
Chartered Accountants

Kuala Lumpur,

Date: 21 FEB 2007

**Siew Chin Kiang @ Seow Chin Kiang**  
Partner  
Approval Number: 2012/11/08(J)

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**Report of the auditors to the members of  
ECS ICT Sdn. Bhd.**

(Company No. 351038 H)  
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 9 to 20. The preparation of the financial statements is the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statements presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved Private Entity Reporting Standards issued by the Malaysian Accounting Standards Board so as to give a true and fair view of:
  - i) the state of affairs of the Company at 31 December 2007 and the results of its operations and cash flows for the year ended on that date; and
  - ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Company; and
- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company have been properly kept in accordance with the provisions of the said Act.

**KPMG**  
Firm Number: AF 0758  
Chartered Accountants

**Siew Chin Kiang @ Seow Chin Kiang**  
Partner  
Approval Number: 2012/11/08(J)

Kuala Lumpur,

Date: **22 FEB 2008**



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**KPMG (Firm No. AF 0758)**  
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### **Independent auditors' report to the members of ECS ICT Sdn. Bhd.**

(Company No. 351038 H)  
(Incorporated in Malaysia)

#### **Report on the Financial Statements**

We have audited the financial statements of ECS ICT Sdn. Bhd., which comprise the balance sheet as at 31 December 2008 of the Company, and the income statement, statement of changes in equity and cash flow statement of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 5 to 21.

#### *Directors' Responsibility for the Financial Statements*

The Directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

#### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment,

including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**14. ACCOUNTANTS' REPORT**



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Company No. 351038 H

*Opinion*

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Company as of 31 December 2008 and of its financial performance and cash flows for the year then ended.

**Report on Other Legal and Regulatory Requirements**

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report that in our opinion the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

**Other Matters**

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

**KPMG**  
Firm Number: AF 0758  
Chartered Accountants

**Siew Chin Kiang @ Seow Chin Kiang**  
Approval Number: 2012/11/10(J)  
Chartered Accountant

Petaling Jaya,

Date: 23 February 2009

## 14. ACCOUNTANTS' REPORT

Appendix I

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**KPMG (Firm No. AF 0758)**  
Chartered Accountants  
Level 10, KPMG Tower  
8, First Avenue, Bandar Utama  
47800 Petaling Jaya  
Selangor Darul Ehsan, Malaysia

Telephone: +60 (3) 7721 3388  
Fax: +60 (3) 7721 3399  
Internet: [www.kpmg.com.my](http://www.kpmg.com.my)

### **Independent auditors' report to the Directors of ECS ICT Berhad**

(Formerly known as ECS ICT Sdn. Bhd.)  
(Company No. 351038 H)  
(Incorporated in Malaysia)

#### **Report on the Financial Statements**

We have audited the financial statements of ECS ICT Berhad, which comprise the balance sheet as at 30 September 2009 of the Company, and the income statement, statement of changes in equity and cash flow statement of the Company for the period then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 1 to 20.

#### *Directors' Responsibility for the Financial Statements*

The Directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

#### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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**14. ACCOUNTANTS' REPORT**

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Company No. 351038 H

*Opinion*

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards in Malaysia so as to give a true and fair view of the financial position of the Company as of 30 September 2009 and of its financial performance and cash flows for the period then ended.

**Other Matters**

This report is made solely to the Directors of the Company, as a body and for no other purpose. We do not assume responsibility to any other person for the content of this report.

*KPMG*

**KPMG**

Firm Number: AF 0758

Chartered Accountants

Petaling Jaya,

Date: 16 December 2009

**14. ACCOUNTANTS' REPORT**

Appendix II

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**KPMG (Firm No. AF 0758)**  
Chartered Accountants  
Wisma KPMG  
Jalan Dungun, Damansara Heights  
50490 Kuala Lumpur, Malaysia

Telephone +60 (3) 2095 3388  
Fax +60 (3) 2095 0971  
Internet www.kpmg.com.my

**Report of the auditors to the members of  
ECS KUSH Sdn. Bhd.**

(Company No. 263807-K)  
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 10 to 41. The preparation of the financial statements is the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statements presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia for private entities issued by Malaysian Accounting Standards Board so as to give a true and fair view of:
  - i) the state of affairs of the Group and of the Company at 31 December 2006 and of the results of their operations and cash flows for the year ended on that date; and
  - ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Group and of the Company; and
- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company and its subsidiaries have been properly kept in accordance with the provisions of the said Act.

14. ACCOUNTANTS' REPORT



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Company No. 263807-K

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under subsection (3) of Section 174 of the Act.

A handwritten signature in black ink, appearing to read 'KAMR'.

KPMG  
Firm Number: AF 0758  
Chartered Accountants

A handwritten signature in black ink, appearing to read 'SCK'.

Siew Chin Kiang @ Seow Chin Kiang  
Partner  
Approval Number: 2012/11/08(J)

Kuala Lumpur,

Date: 21 FEB 2007

## 14. ACCOUNTANTS' REPORT

Appendix II  
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**KPMG (Firm No. AF 0758)**  
Chartered Accountants  
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Fax +60 (3) 2095 0971  
Internet www.kpmg.com.my

### **Report of the auditors to the members of ECS KUSH Sdn. Bhd.**

(Company No. 263807-K)  
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 10 to 40. The preparation of the financial statements is the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statements presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved Private Entity Reporting Standards issued by the Malaysian Accounting Standards Board so as to give a true and fair view of:
  - i) the state of affairs of the Group and of the Company at 31 December 2007 and of the results of their operations and cash flows for the year ended on that date; and
  - ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Group and of the Company; and
- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the said Act.

14. ACCOUNTANTS' REPORT



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Company No. 263807-K

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under subsection (3) of Section 174 of the Act.

A handwritten signature in black ink, appearing to be 'Kang'.

KPMG  
Firm Number: AF 0758  
Chartered Accountants

A handwritten signature in black ink, appearing to be 'Siew'.

Siew Chin Kiang @ Seow Chin Kiang  
Partner  
Approval Number: 2012/11/08(J)

Kuala Lumpur,

Date: 22 February 2008



## 14. ACCOUNTANTS' REPORT

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**KPMG (Firm No. AF 0758)**  
Chartered Accountants  
Level 10, KPMG Tower  
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### **Independent auditors' report to the members of ECS KUSH Sdn. Bhd.**

(Company No. 263807-K)  
(Incorporated in Malaysia)

#### **Report on the Financial Statements**

We have audited the financial statements of ECS KUSH Sdn. Bhd., which comprise the balance sheets as at 31 December 2008 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 5 to 43.

#### *Directors' Responsibility for the Financial Statements*

The Directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

#### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**14. ACCOUNTANTS' REPORT**



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Company No. 263807-K

*Opinion*

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2008 and of their financial performance and cash flows for the year then ended.

**Report on Other Legal and Regulatory Requirements**

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

- a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries have been properly kept in accordance with the provisions of the Act.
- b) We are satisfied that the accounts of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.
- c) Our audit reports on the accounts of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

**Other Matters**

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

**KPMG**  
Firm Number: AF 0758  
Chartered Accountants

**Siew Chin Kiang @ Seow Chin Kiang**  
Approval Number: 2012/11/10(J)  
Chartered Accountant

Petaling Jaya,

Date: 23 February 2009

**14. ACCOUNTANTS' REPORT**

Appendix II



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**KPMG (Firm No. AF 0758)**  
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**Independent auditors' report to the Directors of  
ECS KUSH Sdn. Bhd.**

(Company No. 263807-K)  
(Incorporated in Malaysia)

**Report on the Financial Statements**

We have audited the financial statements of ECS KUSH Sdn. Bhd., which comprise the balance sheets as at 30 September 2009 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the period then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 1 to 38.

*Directors' Responsibility for the Financial Statements*

The Directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

*Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*(Signature of the Auditor)*  
KPMG

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**14. ACCOUNTANTS' REPORT**

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Company No. 263807-K

*Opinion*

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 30 September 2009 and of their financial performance and cash flows for the period then ended.

**Other Matters**

This report is made solely to the Directors of the Company, as a body and for no other purpose. We do not assume responsibility to any other person for the content of this report.

*KPMG*

**KPMG**

Firm Number: AF 0758

Chartered Accountants

Petaling Jaya,

Date: 29 December 2009

## 15. DIRECTORS' REPORT

*(Prepared for inclusion in this Prospectus)*

**ECS ICT BERHAD** (351038-H)  
Lot 3, Jalan Teknologi 3/5, Taman Sains Selangor, Kota Damansara  
47810 Petaling Jaya, Selangor, Malaysia  
Tel : 03-8288 8222 Fax : 03-6140 0030 Website : www.ecsm.com.my



**Registered Office:-**  
Level 8,  
Uptown1,  
1 Jalan SS21/58,  
Damansara Uptown,  
47400 Petaling Jaya,  
Selangor Darul Ehsan.

Date: 16 March 2010

The Shareholders of ECS ICT Berhad

Dear Sir/Madam,

On behalf of the Board of Directors of ECS ICT Berhad ("the Company"), I report after due inquiry that during the period from 30 September 2009 (being the date to which the last audited financial statements of the Company and its subsidiary companies have been made up) to the date hereof (being a date not earlier than 14 days before the issue of this Prospectus), that:-

- (a) the business of the Company and its subsidiary companies, in the opinion of the Directors, has been satisfactorily maintained;
- (b) in the opinion of the Directors, no circumstances have arisen since the last audited financial statements of the Company and its subsidiary companies which have adversely affected the trading or the value of the assets of the Company or any of its subsidiaries;
- (c) the current assets of the Company and its subsidiary companies that appear in the books at values which are believed to be realisable in the ordinary course of business;
- (d) no contingent liabilities have arisen by reason of any guarantees or indemnities given by the Company or any of its subsidiaries;
- (e) there has 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 relation to any borrowings in which the Directors are aware of, since the last audited financial statements of the Company and its subsidiary companies; and
- (f) save as disclosed in Sections 12, 13 and 14 of this Prospectus, there have been no material changes in the published reserves or any unusual factors affecting the profits of the Company and its subsidiary companies since the last audited financial statements of the Company and its subsidiary companies.

Yours faithfully,  
For and on behalf of the Board of Directors of  
**ECS ICT BERHAD**

NAME : FOO SEN CHIN  
DESIGNATION: MANAGING DIRECTOR

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**16. FURTHER INFORMATION**

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**16.1 Articles of Association of the Company**

The following provisions are extracted from our Company's Articles of Association and all definitions provided in this section are as defined in the said Articles of Association.

**(i) *Transfer of Securities***

**Article 36**

The transfer of any listed securities or class of listed securities of the Company 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 the listed securities.

**Article 37**

Subject to the Act, the Depositories Act and the Rules, the instrument of transfer of securities lodged with the Company shall be signed by or on behalf of the transferor and the transferee and by the witness or witnesses thereto and the transferor shall be deemed to remain the holder of the securities until the name of the transferee is entered in the Register in respect thereof.

**Article 38**

Subject to the Act, the Depositories Act and the Rules, no securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

**Article 39**

The Directors may, in their absolute discretion, decline to register the transfer of any securities (being a partly paid security) and may also decline to register the transfer of any securities on which the Company has a lien without assigning any reason for such refusal.

**Article 40**

- (1) The Directors may decline to recognise any instrument of transfer relating to securities, unless:
  - (a) such fee per transfer as may be stipulated by the Company plus the amount of the proper duty with which each certificate is chargeable under the law relating to stamp duty as the Directors may from time to time require, are paid to the Company in respect thereof; and
  - (b) the instrument of transfer together with the certificate is deposited at the Office or at such other place (if any) as the Directors may appoint, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and if the instrument of transfer is executed by some other person on his behalf, the authority of that person to do so.
- (2) All instruments of transfer relating to securities which are registered may be retained by the Company.
- (3) If the Directors decline to register any transfer relating to securities, they shall send to the transferor, lodging broker and to the transferee written notice of refusal. Any instrument of transfer relating to any such security which the Directors may decline to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud.

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## **16. FURTHER INFORMATION**

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### **Article 41**

The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine, **PROVIDED ALWAYS** that such registration shall not be suspended for more than thirty (30) days in any calendar year. At least eighteen (18) Market Days prior notice of such suspension shall be given to any stock exchange upon which the company is listed, stating the period and the purpose or purposes for which the suspension is made. At least three (3) Market Days prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors **PROVIDED THAT** where the Record of Depositors is required in respect of corporate actions, at least seven (7) Market Days prior notice shall be given to the Depository.

### **Article 42**

There shall be paid to the Company in respect of the registration of any Probate, Letters of Administration, Certificate of Marriage or Death, Power of Attorney or other documents relating to or affecting the title to any securities, such fee, not exceeding Ringgit Malaysia Three (RM3.00) or such sum as may be fixed from time to time by the Exchange as the Directors may from time to time prescribe.

### **Article 43**

Subject to the provisions of these Articles the Directors may recognise a renunciation of any security by the allottee thereof in favour of some other person.

### **Article 44**

Subject to the provisions of the Act, the Depositories Act and the Rules, neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of securities apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the securities transferred, or otherwise in defective manner. And subject to law, in every such case, the person registered as transferee, his executors, administrators and assigns, alone shall be entitled to be recognised as the holder of such securities and the previous holder shall, so far as the Company is concerned be deemed to have transferred his whole title thereto.

### **Article 45**

Subject as hereinbefore provided, the Company shall be entitled to destroy:

- (a) at any time after the expiration of six (6) years from the date of registration thereof or on which an entry in respect thereof shall have been made (as the case may be), all instruments of transfer of shares or other forms of security of the Company which shall have been registered and all letters of request, renounced allotment letters, renounceable securities certificates, forms of acceptance and transfer and applications for allotment in respect of which an entry in the Register shall have been made and all records on microfilm or on any other system of data recording and storage;
- (b) at any time after the expiration of one (1) year from the date of cancellation thereof, all registered certificates for shares or representing any other form of security of the Company (being certificates for shares or other securities in the name of a transferor and in respect whereof the Company has registered a transfer) and all mandates and other written directions as to the payment of dividends or interest (being mandates or directions which have been cancelled); and

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**16. FURTHER INFORMATION**

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- (c) at any time after the expiration of one (1) year from the date of the recording thereof, all notifications of change of name or address;

and it shall conclusively be presumed in favour of the Company that:

- (i) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
- (ii) every certificate for shares or representing any other form of security so destroyed was a valid certificate duly and properly cancelled; and
- (iii) every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company;

**PROVIDED THAT:**

- (1) the provisions aforesaid shall apply only to the destruction of documents in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (2) nothing herein contained shall be construed as imposing the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of Proviso (1) above are not fulfilled;
- (3) references herein to the destruction of any documents include references to the disposal thereof in any manner; and
- (4) any document referred to in Article 45(b) and (c) may be destroyed at a date earlier than that authorised by this Article **PROVIDED THAT** a permanent copy of such document shall have been made which shall not be destroyed before the expiration of the period applicable to the destruction of the original of such document and in respect of which the Directors shall take adequate precautions for guarding against falsification and for facilitating its production.

(ii) *Remuneration of Directors*

**Article 110**

The fee of the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provide) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for only part of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office **PROVIDED ALWAYS THAT:**

- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to executive Directors 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; and
- (d) any fee paid to an Alternate Directors shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.



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**16. FURTHER INFORMATION**

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**Article 111**

The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

**Article 112**

If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.

(iii) *Voting and borrowing powers of Directors*

**Voting powers of Directors**

**Article 131**

No Director may vote in respect of any contract or proposed contract or arrangement in which he is directly or indirectly interested nor any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that other company or as a holder of shares or other securities in that other company.

**Article 133**

A Director may vote and be counted in a quorum at a meeting in respect of :

- (a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.

**Article 134**

A Director notwithstanding his interest may, **PROVIDED THAT** none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or whereat any decision is taken upon any contract or arrangement in which he is in any way interested **PROVIDED ALWAYS** that he has complied with Section 131 of the Act and all other relevant provisions of the Act, the Listing Requirements and of these Articles.

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**16. FURTHER INFORMATION**

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**Borrowings powers of Directors**

**Article 117**

- (1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party **PROVIDED ALWAYS** that nothing contained in these Articles shall authorise the Directors to borrow any money or mortgage or charge any of the Company's undertakings, 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.
- (2) The Directors shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 108 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
- (3) If the Directors or any of them, or any other person, shall become personally liable, whether as principal or surety, for the payment of any sum payable by the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

**(iv) *Changes in share capital and variation of class rights***

The provisions in Company's Articles of Association dealing with changes in share capital and variation of class rights, which are no less stringent than those required by law, are as follows:

**Article 67**

The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all shares for the time issued shall have been fully called up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividends, return of capital or otherwise as the Company by the resolution authorising such increase directs.

**Article 68**

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

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**16. FURTHER INFORMATION**

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- (2) Notwithstanding Article 68(1) above but subject always to the Act, the Company may apply to the Exchange for waiver of convening Extraordinary General Meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed ten percent (10%) of the issued capital.

**Article 69**

Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

**Article 70**

The Company may from time to time by ordinary resolution:

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) subdivide its shares or any of them into shares of smaller amount than is fixed by the memorandum so that the sub-division results in 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. Subject always to compliance with the provisions of the Act and the requirements of the Act and the requirements of the Exchange and all other applicable laws, rules, regulations and guidelines for the time being in force, any resolution whereby any share is subdivided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards to dividends, return of capital, voting or otherwise over the other or others of such shares; or
- (d) cancel any shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

**Article 71**

All new shares created as a result of any increase or change in the Company's capital shall be subject to the same provisions of these Articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

**Article 72**

- (1) Subject always to the compliance with the provisions of the Act and the requirements of the Act and the requirements of the Exchange and all other applicable laws, rules, regulations and guidelines for the time being in force, the Company may, with the sanction of the Members in a general meeting, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their discretion deem fit or necessary, **PROVIDED THAT** the total aggregate number of shares to be acquired does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being or cause the issued and paid-up share capital of the Company to fall below the prescribed minimum amount as may be determined from time to time by the Exchange unless the prior approval of the Exchange has been obtained.

## **16. FURTHER INFORMATION**

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- (2) Where the Company has purchased its own shares in the manner as provided in Article 72(1) above, the Directors may, if the applicable laws for the time being in force so allow:
- (a) cancel the shares so purchased;
  - (b) retain the shares so purchased as treasury shares;
  - (c) retain part of the shares so purchased as treasury shares and cancel the remainder;  
or
  - (d) deal with the shares so purchased in the manner as may from time to time be prescribed and/or allowed by applicable laws, rules, regulations and guidelines then in force.
- (3) Where the shares so purchased or any part thereof are retained as treasury shares, the Directors may at any time, subject to the provisions of and in compliance with all applicable laws, rules, regulations and guidelines for the time being in force:
- (a) distribute the treasury shares as dividends to the Members in a manner as may be allowed by applicable laws;
  - (b) resell the treasury shares on the Exchange in accordance with the relevant guidelines, rules and/or requirements of the Exchange; or
  - (c) deal with the treasury shares in the manner as may from time to time be prescribed and/or allowed by the applicable laws, rules, regulations and guidelines then in force.
- (4) While the shares are held as treasury shares, the rights attached to such shares as to voting, dividends and participation in other distribution and otherwise shall be and are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 67A(3C) of the Act, the provisions of any law or requirements of these Articles or the listing rules of the Exchange on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

### **Article 73**

The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner with, and subject to, any incident authorised, and consent required by law.

### **16.2 Limitation on Right to Own Securities**

There is no limitation on the right to own securities including limitation on the right of non-resident or foreign shareholders to hold or exercise their voting rights on our Shares.

### **16.3 Share Capital**

- (i) No shares will be allotted or issued on the basis of this Prospectus later than twelve (12) months after the date of issue of this Prospectus.
- (ii) There are no founder, management or deferred shares. As at the date of this Prospectus, there is only one class of shares in our Company namely ordinary shares of RM0.50 each, all of which rank pari passu with one another.

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## **16. FURTHER INFORMATION**

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- (iii) Save as disclosed in Sections 5.2 and 5.3 of this Prospectus, no capital of our Company and our subsidiaries have been issued or are proposed to be issued as fully or partly paid-up in cash or otherwise, within the two (2) preceding years from the date of this Prospectus.
- (iv) No person including our Directors or employees has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of our Company or its subsidiary nor has any options to subscribe for securities been granted or exercised by any of our Directors or employees during the last financial year.
- (v) Save for the 3,600,000 Public Issue Shares reserved for the Eligible Parties as disclosed in Section 5.4.4 of this Prospectus, there is currently no scheme involving our Directors and employees in the capital of our Group.
- (vi) As at the date of this Prospectus, our Group does not have any outstanding convertible debt securities.
- (vii) During the last financial year and the current financial year up to the date of this Prospectus, there were:
  - (a) no public take-over offers by third parties in respect of our Company's shares; and
  - (b) no public take-over offers by our Company in respect of other companies' shares.
- (viii) Save for the 1,000,000 Shares to be issued pursuant to the Proposed 20% Pericomp Acquisition and 27,000,000 Public Issue Shares to be issued pursuant to the Public Issue, there is no intention on the part of our Directors to issue any part of the authorised but unissued share capital of our Company as at the date of this Prospectus.

### **16.4 Directors and Substantial Shareholders**

- (i) The names, addresses and occupations of our Directors of ECSB are set out in Section 1 of this Prospectus.
- (ii) A Director is not required to hold any qualification shares in our Company unless otherwise so fixed by our Company at general meeting.
- (iii) None of our Directors have any existing or proposed service agreement with our Group, which cannot be determined or terminated without payment or compensation other than statutory compensation or salary in lieu of notice.
- (iv) Save for the remuneration, benefits and fees paid or payable to our Directors as mentioned in Section 8.2.5 of this Prospectus, no amount or benefit has been paid or given within the two (2) preceding years from the date of this Prospectus, nor is it intended to be so paid or given to any of our Director, promoter or substantial shareholder.
- (v) Save as disclosed in Section 4 of this Prospectus, none of our Directors are aware of any material information including trading factors or risks which are unlikely to be known or anticipated by the general public which could materially affect the profits of our Group.
- (vi) Save as disclosed in Section 10.1 of this Prospectus, none of our Directors or substantial shareholders of our Company have any interest in any contract or arrangement, which is significant in relation to the business of our Company and its subsidiaries taken as a whole subsisting at the date of this Prospectus.
- (vii) Save as disclosed in Sections 10.1 and 10.3.3 of this Prospectus, none of our Directors or substantial shareholders have any interest, direct or indirect, in the promotion of or in any assets which have been, within the two (2) preceding years of the date of this Prospectus, acquired or disposed of by or leased to or proposed to be acquired, disposed of by or leased to our Company or its subsidiaries.

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## 16. FURTHER INFORMATION

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- (viii) Save as disclosed in Section 10.2 of this Prospectus, none of our Directors or substantial shareholders have any interest, direct or indirect, in any business or corporation carrying on a similar trade as our Group, which is not quoted on a recognised stock exchange.
- (ix) Our Directors' and substantial shareholders' direct and indirect shareholdings in our Company before and after the IPO are set out in Sections 8.2.1 and 8.1.1 of this Prospectus respectively.
- (x) Save as disclosed in Section 8.1.1 of this Prospectus, the Directors of ECSB are not aware of any other persons who are able to directly or indirectly, jointly or severally, exercise control over the Company.

### 16.5 General

- (i) The nature of our Company's business and names of all corporations which are deemed to be related to ECSB by virtue of Section 6 of the Act are disclosed in Sections 5.1 and 5.3 of this Prospectus. Other than its subsidiaries as set out in Section 5.3 of this Prospectus, there is no other corporation which is deemed to be related to our Company by virtue of Section 6 of the Act.
- (ii) The name and address of the Auditors and Reporting Accountants of our Company are set out in Section 1 of this Prospectus.
- (iii) The estimated expenses and fees, including brokerage, underwriting commission and placement fee relating to the Public Issue Shares, incidental to the Listing Scheme amounting to RM3.0 million will be borne by our Company.
- (iv) Our Group has not established a place of business outside Malaysia.
- (v) The date and time of the opening and closing of applications for the Public Issue and Offer for Sale are set out in Sections 3.2 and 17.1 of this Prospectus.
- (vi) The amount payable in full on application is RM1.46 per IPO Share.

### 16.6 Material Litigation

Save for the following, as at LPD, our Group is not engaged in any litigation or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of our Group, and our Directors have no knowledge of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which may materially and adversely affect the position or business of our Group.

- (i) On 14 May 2005, Astar filed a claim at the Kuala Lumpur High Court (Kuala Lumpur High Court Suit No.: D5-22-674-2005) against Tsun Macro Sdn Bhd ("TMSB") and Ng Yong Long ("Second Defendant") for goods sold and delivered to TMSB. The claim against the Second Defendant is premised on a guarantee signed by the Second Defendant in favour of Astar for the supply of goods to TMSB.

On 14 February 2007, the Court of Appeal allowed Astar's appeal and entered judgment against TMSB for the sum of RM1,917,636.84 and interest of 1.5% per month on the principal sum of RM1,850,573.24. TMSB applied for leave to appeal to the Federal Court but leave was not granted. As such, the Court of Appeal's decision is upheld.

On 17 April 2007, Astar filed a petition to the Kuala Lumpur High Court (Petition No: D4-28-243-2007) to wind up TMSB and TMSB filed an application to strike out the petition. On 16 August 2007, the Court dismissed TMSB's application and allowed the petition for winding up. As such, TMSB was wound up on 16 August 2007.

## 16. FURTHER INFORMATION

On 27 August 2008, the High Court allowed the Second Defendant's appeal against the summary judgment awarded in favour of Astar. Astar has filed its appeal against the decision of the High Court to the Court of Appeal. The trial of the claim against the Second Defendant has been scheduled on 11 and 12 January 2010. With the trial held on 11 January 2010, the Court has fixed the matter for decision on 12 March 2010. The acting solicitors are of the opinion that the Company has a reasonable prospect of success against the Second Defendant.

- (ii) On 8 June 2009, Astar has filed a writ (Kuala Lumpur High Court Suit No.: D-22-1242-2009) against Mangotone Group Berhad ("**Mangotone**" formerly known as Tecasia Group Berhad) and Tecasia Sdn Bhd (a wholly owned subsidiary of Mangotone) (collectively known as the "**Defendants**") for unpaid goods sold and delivered to Tecasia Sdn Bhd for RM670,221.95. Mangotone is the guarantor for Tecasia Sdn Bhd.

On 5 August 2009 the solicitors acting for Astar had filed an application for summary judgment and served a copy of the same to the Defendants' solicitors. However, the Defendants have obtained a restraining order on 10 August 2009 pursuant to Section 176(10) of the Companies Act 1965 to restrain any legal actions against the Defendants for 180 days from the date of the order. The Court has fixed the summary judgment application for mention on 11 March 2010 pending expiration of the restraining order. The restraining order has been extended by another 180 days from 7 February 2010. The summary judgment application will be obtained after the expiration of the restraining order period that is after 6 August 2010. The acting solicitors are of the opinion that there is a probable chance of recovery of the amount claimed.

### 16.7 Material Contracts

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

- (i) On 15 December 2008, Kush had entered into a rental agreement ("**Rental Agreement**") with EPSB to lease the Premises. The lease is for three (3) years commencing from 15 December 2008 at a monthly rental of RM128,815 subject to the terms and conditions of the Rental Agreement ("**Tenancy**") whereby:-
- (a) Kush shall pay EPSB a sum of RM772,890 being rental and utility deposits for water and electricity ("**Security Deposit**") and the same shall be refunded free of interest by EPSB to Kush upon the termination of the Tenancy.
  - (b) Kush shall be given an option to renew the Tenancy for a further period of three (3) years ("**Option Period**") provided that the Kush gives to EPSB not less than three (3) months written notice of its intention to renew the Tenancy. The Option Period will be subjected to a new rental rate which will be based on the then prevailing market rate to be mutually agreed between the parties.
- (ii) On 23 March 2009, Kush has entered into ten (10) sale and purchase agreements with Databridge Communication (M) Sdn Bhd (which will be completed as if it was a single transaction) for the sale of two (2) blocks commercial buildings, each comprising of five (5) stories bearing a postal address of No. 107, 207, 307, 407, 507, 108, 208, 308, 408 & 508, Block C, Glomac Business Center 10, Jalan SS6/1, 47301 Petaling Jaya, Selangor Darul Ehsan for a total cash consideration of RM3.4 million. The said disposal was completed on 24 August 2009.
- (iii) The SSAs in relation to the Acquisition of ECSB, Acquisition of Kush and Proposed 20% Pericomp Acquisition as detailed in Section 5.4.1(a), 5.4.1(b) and 5.4.3 of this Prospectus respectively.

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## **16. FURTHER INFORMATION**

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- (iv) The Underwriting Agreement dated 25 January 2010 as detailed in Section 3.10 and 3.12 of this Prospectus.
- (v) The appointment of the Co-Placement Agents on 20 January 2010 as detailed in Section 3.11 of this Prospectus.

### **16.8 Public Take-Overs**

During the last financial year and the current financial year, there were no:-

- (i) Public take-over offers by third parties in respect of our Group's shares; and
- (ii) Public take-offers by our Group in respect of other companies' shares.

### **16.9 Consents**

- (i) The written consents of the Adviser, Underwriter, Co-Placement Agents, Company Secretary, Solicitors, Principal Bankers, Share Registrar and Issuing House to the inclusion in this Prospectus of their names and all references herein in the form and context in which such names appear in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (ii) The written consent of the Auditors to the inclusion in this Prospectus of their names and all references herein in the form and context in which such names appear in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (iii) The written consent of the Reporting Accountants to the inclusion in this Prospectus of their name, Accountants' Report and proforma consolidated financial information of ECSB and the letters relating thereto, in the form and context in which they are contained in the said Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (iv) The written consent of the Independent Market Researcher to the inclusion in this Prospectus of its name, the executive summary of the independent market research report and the letter relating thereto, in the form and context in which they appear in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.

### **16.10 Documents Available For Inspection**

Copies of the following documents may be inspected at our Registered Office during the office hours for a period of twelve (12) months from the date of this Prospectus:-

- (i) Memorandum and Articles of Associations of our Group;
- (ii) Our Group's audited accounts for the FYE 2006, FYE 2007, FYE 2008 and FPE 30 September 2009;
- (iii) The Reporting Accountants' letters on proforma consolidated financial information of the our Group as at 30 September 2009 as set out in Section 12 of this Prospectus;
- (iv) The Accountants' Report and Directors' Report as set out in Sections 14 and 16 of this Prospectus, respectively;
- (v) The independent market research report together with the executive summary as set out in Section 7 of this Prospectus;



**16. FURTHER INFORMATION**

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- (vi) The relevant cause papers as referred to in Section 16.6 of this Prospectus;
- (vii) The material contracts as referred to in Section 16.7 of this Prospectus; and
- (viii) The letters of consent as referred to in Section 16.9 of this Prospectus.

**16.11 Responsibility Statements**

- (i) This Prospectus has been seen and approved by our Directors, Promoters and the Offerors and they collectively and individually accept full responsibility for the accuracy of all information contained herein and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement herein false or misleading.
- (ii) MIMB, being the Adviser, Sole Underwriter, and Co-Placement Agent, acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning the IPO.

**16.12 Governmental law, decree, regulation or other requirement which may affect the repatriation of capital and the remittance of profit**

There are no governmental law, decree, regulation or other requirement which may affect the repatriation of capital and the remittance of profit by or to our Group.

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## 17. PROCEDURES FOR APPLICATION & ACCEPTANCE

### 17.1 Opening & Closing of Application

Applications for the IPO Shares will open at 10.00 a.m. on 19 March 2010 and will remain open until 5.00 p.m. on 31 March 2010 or such further period or periods as our Directors and Underwriter may in their absolute discretion mutually decide. Where the closing date of application is extended from the original closing date, the notice of such extension(s) will be advertised in a widely circulated English and Bahasa Malaysia newspaper. Late applications will not be accepted. Should there be an extension of the closing date, the balloting, allotment of IPO Shares and our Listing may be extended accordingly.

### 17.2 Types & Methods of Application

The applications shall be made in relation with and subject to the terms of this Prospectus and our Memorandum and Articles of Association and accordance to the following application types and the corresponding methods:-

Types of application	Application method
Applications for the 3,600,000 Public Issue Shares reserved for the Eligible Parties	Pink Application Form only
Applications for the 13,400,000 Public Issue Shares and up to 20,000,000 Offer Shares allocated to places via private placement	A letter of invitation shall be delivered to respective identified investors.
Applications for the 10,000,000 Public Issue Shares made available for applications by the Malaysian Public:-  (i) Malaysian Public – individuals  (ii) Malaysian Public – non individuals	<ul style="list-style-type: none"> <li>• White Application Form</li> <li>• Electronic Share Application</li> <li>• Internet Share Application</li> </ul> White Application Form only

**YOU CAN SUBMIT ONLY ONE (1) APPLICATION FOR THE IPO SHARES OFFERED TO THE MALAYSIAN PUBLIC.** For example, if you submit an application using the White Application Form, you cannot submit any application by way of an Electronic Share Application and Internet Share Application. A corporation or institution cannot apply for the shares by way of Electronic Share Application or Internet Share Application.

An employee or business associate of the ECSB Group who has made an application using the Pink Application Form may still apply for the IPO Shares offered to the Malaysian Public using the White Application Form or by way of an Electronic Share Application or Internet Share Application.

**If you submit multiple applications in your own name or by using the name of others, with or without their consents, you commit an offence under Section 179 of the CMSA and if convicted, may be punished with a minimum fine of RM1,000,000 and to a jail term of up to ten(10) years under Section 182 of the CMSA.**

The amount payable in full upon application is RM1.46 per IPO share.

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## **17. PROCEDURES FOR APPLICATION & ACCEPTANCE**

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### **17.3 General Conditions for Application**

#### **YOU MUST HAVE A CDS ACCOUNT BEFORE MAKING THE APPLICATION.**

The application shall be made in connection with and subject to the terms of this Prospectus and in accordance to the methods set out in Section 17.2 of this Prospectus.

Directors and employees of MIDFCCS and their immediate families are strictly prohibited from applying for the IPO Shares. Save for the allocation pursuant to the pink form allocation, Directors of ECSB and its subsidiary companies and the associates of such Directors are not allowed to apply for the IPO Shares.

If you are not a member of the armed forces or police, your name, national registration identity card number and address must be exactly the same as stated in:-

- (a) (i) Your national registration identity card (“NRIC”); or
  - (ii) Any valid temporary identity document as issued by the National Registration Department from time to time; or
  - (iii) Your Resit Pengenalan Sementara (KPPK 09) issued pursuant to Peraturan 5(5) Peraturan-peraturan Pendaftaran Negara 1990; and
- (b) the records of Bursa Depository.

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 the same as stated in your authority card.

If you are a corporate/institutional applicant, your name and the certificate of incorporation number must be exactly the same as your certificate of incorporation.

**Neither we nor MIDFCCS will acknowledge receipt of Application Forms or application monies.**

### **17.4 Applications Using Application Forms**

#### **17.4.1 Application Forms**

The following relevant Application Forms as detailed in Section 17.2 in this Prospectus are issued together with this Prospectus:-

- (i) **Pink Application Forms** for application by Eligible Parties; and
- (ii) **White Application Forms** for application by the Malaysian Public, of which at least 30% is to be set aside strictly for Bumiputera individuals, companies, co-operatives, societies and institutions, to extent possible.

The **White Application Forms** together with copies of this Prospectus may be obtained, subject to availability, from MIMB, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and MIDFCCS.

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## **17. PROCEDURES FOR APPLICATION & ACCEPTANCE**

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### **17.4.2 Terms and Conditions for Applications Using Application Forms**

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

- (a) If you are an individual, you must be a Malaysian Citizen residing in Malaysia, with Malaysian address and with CDS Account.
- (b) If you are a corporation/institution incorporated in Malaysia, you must have a CDS Account and be subject to the following:-
  - (i) If you have a share capital, more than half of the issued and share capital (excluding preference shares capital) is held by Malaysian citizens; and
  - (ii) There is a majority of Malaysian citizens on your board of Directors/trustees.
- (c) If you are a superannuation, provident or pension funds, you must be established or operating in Malaysia and with a CDS Account.
- (d) Applications will not be accepted from trustees, any person under 18 years of age, sole proprietorships, partnership or other incorporated bodies or associations, other than corporations/institutions referred to in Section 17.4.2(b) and (c) above or the trustees thereof.
- (e) The Application Form must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Forms. In accordance with Section 232 of the CMSA, the Application Form together with the Notes and Instructions printed are accompanied by this Prospectus. Applications which do not strictly conform to the terms of this Prospectus or Application Form or Notes and Instructions printed or which are illegible may not be accepted.
- (f) Each completed Application Form must be accompanied by a remittance in Ringgit Malaysia for the full amount payable by either:
  - (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); or
  - (ii) MONEY ORDER OR POSTAL ORDER (for applicants from Sabah and Sarawak only); or
  - (iii) GUARANTEED GIRO ORDER ("GGO") from Bank Simpanan Nasional Malaysia Berhad (differentiated by a special red band for Bumiputera applicants); or
  - (iv) ATM STATEMENTS OBTAINED FROM ANY OF THE FOLLOWING FINANCIAL INSTITUTIONS:
    - Affin Bank Berhad (25046-T);
    - Alliance Bank Malaysia Berhad (88103-W);
    - AmBank Berhad (8515-D);
    - CIMB Bank Berhad (13491-P);
    - EON Bank Berhad (92351-V);
    - Hong Leong Bank Berhad (97141-X);
    - Malayan Banking Berhad (3813-K);
    - Public Bank Berhad (6463-H); or
    - RHB Bank Berhad (6171-M).

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## 17. PROCEDURES FOR APPLICATION & ACCEPTANCE

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made out in favour of **“MIDF SHARE ISSUE ACCOUNT NO. 630”**

and crossed **“A/C Payee Only”** (excluding ATM statements) and endorsed on the reverse side with your name address.

Applications accompanied by any mode of payment other than those stated above or with excess or insufficient remittance or inappropriate banker's draft/cashier's order/money order/GGO will not be accepted. Details of the remittance must be filled in the appropriate boxes provided in the Application Forms.

- (g) You must state your CDS account number in the space provided on the Application Form and you shall be deemed to have authorised Bursa Depository to disclose information pertaining to your CDS account to MIDFCCS or our Company.
- (h) You must write your name and address on the reverse side of the banker's draft, cashier's order, ATM statement, GCO from Bank Simpanan Nasional Malaysia Berhad, ATM statement, money order or postal order.
- (i) Our Directors reserve the right to require you (if your application is successful) to appear in person at the registered office of MIDFCCS within 14 days of the date of the notice issued to you to ascertain the regularity or propriety of the application. Our Directors shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.
- (j) MIDFCCS on the authority of our Directors reserve the right to reject applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.
- (k) MIDFCCS on the authority of our Directors reserve the right not to accept any application in part only without assigning any reason therefore. Due consideration will be given to the desirability of allotting the Public Issue Shares to a reasonable number of applicants with a view to establish an adequate market for the Shares.
- (l) Where an application is not accepted, the full amount of the application monies, without interest, will be returned and dispatched to you within ten (10) market days from the date of the final ballot of the applications by ordinary post to your last maintained address with Bursa Depository or where the application is not accepted due to you not having provided a CDS Account, to the address as per the NRIC or **“Resit Pengenalan Sementara (KPPK 09)”** or any valid temporary identity document as issued by the National Registration Department from time to time or Authority card in the case of armed forces/police personnel, at your own risk.
- (m) You shall ensure that your personal particulars as stated in the Application Form are identical with the records you maintained by Bursa Depository. 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.
- (n) MIDFCCS reserves the right to bank in all application monies from unsuccessful Bumiputera applicants and partially successful applicants, which would subsequently be refunded without interest by registered post.
- (o) Each completed Application Form, accompanied by the appropriate remittance and legible photocopy of the relevant documents must be despatched by ORDINARY POST in the official envelopes provided to the following address:-

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## 17. PROCEDURES FOR APPLICATION & ACCEPTANCE

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**MIDF Consultancy and Corporate Services Sendirian Berhad**  
Level 8, Menara MIDF  
82, Jalan Raja Chulan  
50200 Kuala Lumpur  
P.O. Box 11122  
50736 Kuala Lumpur

or **DELIVERED BY HAND AND DEPOSITED** in the Drop-In Boxes provided at the Ground Floor of Menara MIDF, 82, Jalan Raja Chulan, 50200 Kuala Lumpur so as to arrive not later than **5.00 p.m. on 31 March 2010** or such other date or dates as our Directors and the Underwriter may, in their absolute discretion, mutually decide. **Registered post must not be used.** No acknowledgement of the receipt of Application Forms or application monies will be made.

- (p) All enquiries in respect of the White Application Form should be direct to MIDFCCS.

### 17.5 Applications Using Electronic Share Application

#### 17.5.1 Steps for Electronic Share Application through a Participating Financial Institution's ATM

- (a) You must have an 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 have to choose the Electronic Share Application option at the ATM of the participating financial institution. Mandatory statements required in the application are set out on Section 17.5.3 of this Prospectus relating to the terms and conditions for Electronic Share Application. You have to enter at least the following information through the ATM where the instructions on the ATM screen require you to do so:-
- Personal Identification Number ("**PIN**");
  - MIDF Share Issue Account Number 630;
  - CDS account number;
  - Number of IPO Shares applied for and/or the Ringgit amount to be debited from the account; and
  - Confirmation of several mandatory statements.

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### 17.5.2 Participating Financial Institutions

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 (at selected branches only).

### 17.5.3 Terms and Conditions for Electronic Share Application

The procedures for Electronic Share Application are set out on the ATM screens of the relevant participating financial institutions ("**Steps**"). For illustration purposes, the procedures for Electronic Share Application at ATMs are set out in "**Steps for Electronic Share Application through a participating financial institution's ATM**" in Section 17.5.1 of this Prospectus. The steps set out the actions that you must take at the ATM to complete an Electronic Share Application. Please read carefully the terms of this Prospectus, the steps and the terms and conditions for Electronic Share Application set out below before making an Electronic Share Application. Any reference to the "**applicant**" in the terms and conditions for Electronic Share Applications and the steps shall mean the applicant who applies for the Shares through an ATM of any of the Participating Financial Institutions.

Only an applicant who is an individual with a CDS account is eligible to utilise 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. An ATM card issued by one (1) of the Participating Financial Institutions cannot be used to apply for shares at an ATM belonging to other Participating Financial Institutions. Upon the completion of 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. The Transaction Record is for your retention and should not be submitted with any Application Form.

Upon the closing of the offer for the application for the Shares on 31 March 2010 or such further period or periods as our Directors, Offerors together with the Underwriter in their absolute discretion may mutually decide, the Participating Financial Institution shall submit a magnetic tape containing its' respective customers' applications for the Shares to 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 of the application.

You are 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 and its branches, subject to you making only one (1) application.

You must ensure that you use your own CDS account number when making an Electronic Share Application. If you have 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.

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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 the Memorandum and Articles of Association of our Company'
- (b) You are required to confirm the following statements (by depressing predesignated keys (or buttons) on the ATM keyboard) and undertake that the following information given is true and correct:-
  - (i) You have attained 18 years of age as at the closing date of the Shares application;
  - (ii) You are a Malaysian citizen residing in Malaysia;
  - (iii) You have read the relevant Prospectus and understood and agreed with the terms and conditions of the application;
  - (iv) This is the only application that you are submitting; and
  - (v) You thereby give consent to the Participating Financial Institution and Bursa Depository to disclose information pertaining to you/yourself with the Participating Financial Institution and Bursa Depository to MIDFCCS and other relevant authorities.

Your 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 Central Depositories Act to the disclosure by the relevant participating financial institution or Bursa Depository, as the case may be, of any of your particulars to MIDFCCS or any relevant regulatory bodies.

- (c) You confirm that you are not applying for shares as nominee of any other person and that any Electronic Share Application that you make is made by yourself as the beneficial owner. You shall only make one Electronic Share Application and shall not make any other application for the IPO Share, whether at the ATMs of any Participating Financial Institution or on the prescribed Application Forms.
- (d) You must have sufficient funds in your 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 on 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 IPO Shares or not to allot or allocate any 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 on the ATM) of the number of IPO Shares applied for shall signify, and shall be treated as, your acceptance of the number of IPO Shares that may be allotted or allocated to you and to be bound by our Memorandum and Articles of Association.



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## 17. PROCEDURES FOR APPLICATION & ACCEPTANCE

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(f) MIDFCCS on the authority of our Directors reserves the right to reject any Electronic Share Application or accept any Electronic Share Application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the Shares to a reasonable number of applicants with a view to establishing an adequate market for the Shares.

(g) Where an Electronic Share Application is not successful or successful in part only, the relevant Participating Financial Institution will be informed of the non-successful or partially successful applications. Where the Electronic Share Application is not successful, the relevant Participating Financial Institution will credit the full amount of the application monies without interest into your account with that Participating Financial Institution within two (2) market days after the receipt of confirmation from MIDFCCS. MIDFCCS shall inform the Participating Financial Institutions of the non-successful or partially successful applications within two (2) market days after the balloting date. You may check your accounts on the fifth (5<sup>th</sup>) market day from the balloting date.

Where an Electronic Share Application is accepted in part only, the relevant Participating Financial Institution will credit the balance of the application monies without interest into your account with the Participating Financial Institution within two (2) market days after the receipt of confirmation from MIDFCCS. A number of applications will, however, be held in reserve to replace any successfully balloted applications which are subsequently rejected. For such applications which are subsequently rejected, the application monies without interest will be refunded to you by MIDFCCS by way of cheques issued by MIDFCCS. The cheques will be issued to you not later than ten (10) market days from the day of the final ballot of the application. Should you encounter any problems in your applications, you may refer to the Participating Financial Institutions.

(h) You request and authorise us:-

- (i) to credit the IPO Shares allotted or allocated to you into your CDS account; and
- (ii) to issue share certificate(s) representing such IPO Shares allotted or allocated in the name of Bursa Malaysia Depository Nominees Sdn Bhd and send the same to Bursa Depository.

(i) You acknowledge that your Electronic Share Application is subject to the risks of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond the control of our Company, MIDFCCS or the participating financial institution and irrevocably agree that if:-

- (i) our Company or MIDFCCS does not receive your Electronic Share Application; and
- (ii) data relating to your Electronic Share Application is wholly or partially lost, corrupted or not otherwise accessible, or not transmitted or communicated to our Company or MIDFCCS,

you shall be deemed not to have made an Electronic Share Application and you shall not claim whatsoever against the Company, MIDFCCS or the participating financial institution for the IPO Shares applied for or for any compensation, loss or damage.

(j) 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 our Company, MIDFCCS and relevant participating financial institution shall be entitled to rely on the accuracy thereof.

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## 17. PROCEDURES FOR APPLICATION & ACCEPTANCE

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- (l) You shall ensure that your 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.
- (m) By making and completing an Electronic Share Application, you agree that:-
  - (i) 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;
  - (ii) our Company, the participating financial institutions, 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 due to a breakdown or failure of transmission or communication facilities or to any cause beyond our/their control;
  - (iii) notwithstanding the receipt of any payment by or on behalf of our Company, the acceptance of your offer to subscribe for and purchase the IPO Shares for which the your Electronic Share Application has been successfully completed shall be constituted by the issue of notices of successful allocation for prescribed securities, in respect of the said IPO Shares;
  - (iv) you irrevocably authorise Bursa Depository to complete and sign on your behalf as transferee or renounee any instrument of transfer and/or other documents required for the issue or transfer of our Shares allotted or allocated to you; and
  - (v) our Company agrees that in relation to any legal action or proceedings arising out of or in connection with the contract between the parties and/or the electronic share 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 our Company irrevocably submits to the jurisdiction of the Courts of Malaysia.
- (n) Our Directors reserve the right to require you (if your application is successful) to appear in person at the registered office of MIDFCCS within 14 days of the date of the notice issued to you to ascertain the regularity of propriety of the application. Our Directors shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.
- (o) MIDFCCS on the authority of our Directors reserves the right to reject applications, which do not conform to these instructions.
- (p) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institutions.

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## **17. PROCEDURES FOR APPLICATION & ACCEPTANCE**

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### **17.6 Applications Using Internet Share Application**

#### **17.6.1 Steps for Internet Share Application**

The exact steps for the Internet Application for the IPO Shares are as set out on the Internet financial services websites of the Internet Participating Financial Institutions.

For illustration purposes only, we have set out below possible steps of an application of the IPO Shares using Internet Share Application. The steps set out the actions that you must take at the Internet financial services website of the Internet Participating Financial Institution to complete an Internet Share Application.

You must have a CDS Account before you can make any application for the IPO Shares. Please note that the actual steps for the Internet Share Applications contained in the internet financial services websites of the Internet Participating Financial Institutions may differ from the steps outlined below.

- (a) Connect to the Internet financial services website of the Internet Participating Financial Institution with 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.
- (b) Login to the Internet financial services facility by entering your user identification and PIN/password.
- (c) Navigate to the section of the website on applications in respect of initial public offerings.
- (d) Select the counter in respect of the IPO Shares to launch the Electronic Prospectus and the terms and conditions of the Internet Share Application.
- (e) Select the designated hyperlink on the screen to accept the abovementioned terms and conditions, having read and understood such terms and condition.
- (f) At the next screen, complete the online application form.
- (g) 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.

By confirming such information, you will undertake that the following mandatory statements are true and correct:-

- (i) You have attained 18 years of age as the closing date of the share application;
- (ii) You are a Malaysian citizen residing in Malaysia;
- (iii) You have, prior to making the Internet Share Application, received and/ or had access to a printed/ electronic copy of this Prospectus, the contents of which you have read and understood;
- (iv) You agree to all terms and conditions of the Internet Share Application as set out in this Prospectus and have carefully considered the risk factors set out in this Prospectus, in addition to all other information contained in this Prospectus before making the Internet Share Application for the IPO Shares;
- (v) The Internet Share Application is the only application that you are submitting for the IPO Shares;

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- (vi) You authorise the Internet Participating Financial Institution or the Authorised Financial Institution to deduct the full amount payable for the IPO Shares from your account with the Internet Participating Financial Institution or the Authorised Financial Institution;
  - (vii) You give your express 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 Industry (Central Depositories) Act, 1991) to the disclose 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;
  - (viii) 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; and
  - (ix) You authorise the Internet Participating Financial Institution to disclose and transfer to any person, including any government or regulatory in any jurisdiction, us, 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 Applications 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 relating to you furnished by you to the Internet Participating Financial Institution in connection with the use of the Internet Share Applications services.
- (h) 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 to the IPO.
  - (i) 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 application of the IPO is being made.
  - (j) Subsequent to the above, the Internet Participating Financial Institution shall confirm that the Internet Share Application has been completed, via the Confirmation Screen on its websites.
  - (k) You are advised to print out the Confirmation Screen for reference and retention.

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## 17. PROCEDURES FOR APPLICATION & ACCEPTANCE

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### 17.6.2 Terms and Conditions for Internet Share Application

Applications for the IPO Shares may be made through the internet financial services website of the Internet Participating Financial Institutions.

**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 Institutions.**

Internet Share Application may be made through the Internet financial services websites of the following Internet Participating Financial Institutions:-

- Affin Bank Berhad at [www.affinOnline.com](http://www.affinOnline.com);
- CIMB Investment Bank Berhad at [www.cipocimb.com](http://www.cipocimb.com);
- CIMB Bank Berhad at [www.cimbclicks.com.my](http://www.cimbclicks.com.my);
- Malayan Banking Berhad at [www.maybank2u.com.my](http://www.maybank2u.com.my); or
- RHB Bank Berhad at [www.rhb.com.my](http://www.rhb.com.my)

Please read the terms of this Prospectus, the terms and conditions for internet share applications and the procedures set out in the Internet financial services websites of the Internet Participating Financial Institutions before making an internet share application.

The exact terms and conditions and its sequence for the Internet share applications in respect of the IPO Shares are as set out on the Internet financial services websites of the Internet Participating Financial Institutions.

Please note that the actual terms and conditions outlined below supplement the additional terms and conditions for the Internet share application contained in the Internet financial services websites of the Internet Participating Financial Institutions.

An Internet Share Application shall be made on and shall be subject to the terms and conditions as set out below:-

- (a) In order to make an Internet Share Application, you must:-
  - (i) be an individual with a CDS account;
  - (ii) have existing account with access to Internet financial services facilities with an Internet Participating Financial Institution. You must have ready your user identification ("User ID") and PIN/password for the relevant Internet financial services facilities; and
  - (iii) be a Malaysian citizen and have a Malaysian address.

You are advised to note that a User ID and PIN/password issued by one of the Internet Participating Financial Institutions cannot be used to apply for IPO Shares at internet financial service websites of other Internet Participating Financial Institutions.

- (b) An Internet Share Application shall be made on and shall be subject to the terms of this Prospectus and our Memorandum and Articles of Association.
- (c) You are required to confirm the following statements (by selecting the designated hyperlink on the relevant screen of the Internet financial services website of the Internet Participating Financial Institutions) and to undertake that the following information given is true and correct:-
  - (i) You have attained 18 years of age at the date of the application of the IPO Shares;
  - (ii) You are a Malaysian citizen residing in Malaysia;

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- (iii) You have, prior to making the Internet Share Application, received and/or have had access to a printed/electronic copy of this Prospectus, the contents of which you have read and understood;
  - (iv) You agree to all the terms and conditions of the Internet Share Application as set out in this Prospectus and have carefully considered the risk factors set out in this Prospectus before making the Internet Share Application for the IPO Shares;
  - (v) The Internet Share Application is the only application that you are submitting for the IPO Shares;
  - (vi) You authorise the Internet Participating Financial Institution or the Authorised Financial Institution to deduct the full amount payable for the IPO Shares from your account with the Internet Participating Financial Institution or the Authorised Financial Institution;
  - (vii) You give express 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 Industry (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;
  - (viii) You are not applying for the IPO Shares as a nominee of any person and the application is made in your own name, as beneficial owner and subject to the risks referred to in this Prospectus; and
  - (ix) You authorise the Internet Participating Financial Institution to disclose transfer to any person, including any government or regulatory authority in any jurisdiction, us, 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 relating to you furnished by you to the Internet Participating Financial Institution in connection with the use of Internet Share Application services.
- (d) 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 Confirmation Screen.

For the purposes of this Prospectus, "Confirmation Screen" shall mean the screen which appears or is displayed on the Internet financial services websites, 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 Section 17.6.2(c) herein.

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## 17. PROCEDURES FOR APPLICATION & ACCEPTANCE

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- (c) 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. Share Application which does not conform strictly to the instructions set out in this Prospectus or any institutions displayed on the screens of the Internet financial services website through which the Internet Share Application is made shall be rejected.
- (f) You irrevocably agree and undertake to subscribe for and to accept the number of IPO Shares applied for as stated on the Confirmation Screen or any lesser number of IPO Shares that may be allotted or allocated to you in respect of the Internet 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 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:-

- (i) Your acceptance of the number of IPO Shares that may be allotted and allocated to you in the event that your Internet Share Application is successful or successful in part, as the case may be; and
  - (ii) Your agreement to be bound by our Memorandum and Articles of Association.
- (g) You are fully aware that multiple or suspected multiple Internet Share Application for the IPO Shares will be rejected. MIDFCCS on the authority of our Directors and the Offerors reserves the right to reject any Internet Share Application or accept any Internet Share Application in part only without assigning any reason therefore. We will give due consideration 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.
  - (h) If your Internet Share Application is unsuccessful or successful in part only, the Internet Participating Financial Institution will be informed of the unsuccessful or partially successful Internet Share Application. If your Internet Share Application is unsuccessful, the Internet Participating Financial Institution will credit or arrange with the Authorised Financial Institution to credit the full amount of your application money in RM (without interest or any Shares of revenue or other benefit arising therefrom) into your account with the Internet Participating Financial Institution or the Authorised Financial Institution within two (2) market days after receipt of written confirmation from MIDFCCS.

MIDFCCS shall inform the Internet Participating Financial Institution of unsuccessful or partially successful applications within two (2) market days from the balloting date.

If your Internet Share Application is accepted in part only, the relevant Internet Participating Financial Institution will credit the balance of your application money in RM (without interest or any Shares of revenue or other benefit arising therefrom) into your account with the Internet Participating Financial Institution within two (2) market days after receipt of written confirmation from MIDFCCS. However, a number of applications will be held in reserve to replace any successfully balloted applications that are subsequently rejected. If your application is held in reserve, and subsequently rejected, your application money (without interest or any Shares of revenue or other benefit arising therefrom) will be refunded to you by MIDFCCS by way of cheques issued by MIDFCCS. The cheques will be issued to you within ten (10) market days from the day of the final ballot of the applications list.

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If your application is held in reserve and is subsequently unsuccessful (or only partly successful), the Internet Participating Financial Institution will arrange for a refund of the application money (or any part thereof but without interest or any Shares of revenue or other benefit arising therefrom) within ten (10) market days from the day of the final ballot of the applications list.

Except where MIDFCCS is required to refund application monies, it is the sole responsibility of the Internet Participating Financial Institution to ensure the timely refund of application money from unsuccessful or partially successful Internet Share Applications. Therefore, you are strongly advised to consult the Internet Participating Financial Institution 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 Issue Shares allotted, if any, before trading the Shares on Bursa Securities.

- (i) Internet Share Application will be closed at 5.00 p.m. on 31 March 2010 or such other date(s) as our Directors, the Offerors and our Underwriter may in their absolute discretion mutually decide. An Internet Share Application is deemed to be received only upon its completion that is when the Confirmation Screen is displayed on the Internet financial services websites. You are advised to print out and retain a copy of the Confirmation Screen for record purposes. Late Internet Share Applications will not be accepted.
- (j) You irrevocably agree and acknowledge that the Internet Share Application is subject to risk of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond our control and the control of MIDFCCS or the Internet Participating Financial Institutions and the Authorised Financial Institutions. If in any such event, we, MIDFCCS and/or the Internet Participating Financial Institutions and/or the Authorised Financial Institutions do not receive your Internet Share Application and/or the payment thereof, or in the event that any data relating to the Internet Share Application or the tape or any other devices containing such data is lost, corrupted, destroyed or otherwise not accessible, whether wholly or partially and for any reason whatsoever, you shall be deemed not to have made an Internet Share Application and you shall not claim whatsoever against us, MIDFCCS or the Internet Participating Financial Institution and the Authorised Financial Institution in relation to the IPO Shares applied for or for any compensation, loss or damage whatsoever, as a consequence thereof or arising therefrom.
- (k) All your particulars in the records of the relevant Internet Participating Financial Institution at the time you make your Internet Share Application shall be deemed to be true and correct, and we, MIDFCCS, the relevant 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 as recorded by both Bursa Depository and the Internet Participating Financial Institution are correct and identical. Otherwise, your Internet Share Application is liable to be rejected. The notification letter on successful allotment or allocation will be sent to your registered address last maintained with Bursa Depository. It is your responsibility to notify the Internet Participating Financial Institution and Bursa Depository of any changes in your personal particulars that may occur from time to time.

- (l) By making and completing an Internet Share Application, you are deemed to have agreed that:-
  - (i) in consideration of our Company agreeing to allow and accept the making of any application for the IPO Shares via the Internet Share Application facility established by the Internet Participating Financial Institution acting as agents of us, your Internet Share Application is irrevocable;
  - (ii) you have irrevocable requested and authorised us to register the IPO Shares allotted or allocated to you for deposit into your CDS account;



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- (iii) neither us nor the Internet Participating Financial Institution shall be liable for any delay, failure or inaccuracy in the recording, storage or transmission or delivery of data relating to the Internet Share Application to MIDFCCS or Bursa Depository due to any breakdown or failure of transmission, delivery or communication facilities or due to any risk referred to in Section 17.6.2(j) herein or to any cause beyond their control;
  - (iv) you shall hold the Internet Participating Financial Institution harmless from any damages, claims or losses whatsoever, as a consequence or arising from any rejection of your Internet Share Application by MIDFCCS, us and/ or the Internet Participating Financial Institution for reasons of multiple application, inaccurate and/ or incomplete details provided by you, or any other cause beyond the control of the Internet Participating Financial Institution;
  - (v) the acceptance of your offer to subscribe for the IPO Shares for which your Internet Share Application has been successfully completed shall be constituted by written notification in the form of the issue of a notice of allotment by us or on our behalf and not otherwise, notwithstanding the receipt of any payment by us on our behalf;
  - (vi) you are not entitled to exercise any remedy of rescission for misrepresentation at any time after we have accepted your Internet Share Application;
  - (vii) in making the Internet Share Application, you have relied solely on the information contained in this Prospectus. We, our Underwriter and Adviser and any other person involved in the IPO shall not be liable for any information not contained in this Prospectus which you may have been relied on in making the Internet Share Application;
  - (viii) our acceptance of your Internet Share Application and the contract resulting therefrom under the IPO shall be governed by and construed in accordance with the laws of Malaysia, and by the applicant irrevocably submits to the jurisdiction of the courts of Malaysia.
- (m) The following processing fee per Internet Share Application will be charged by the respective Internet Participating Financial Institution:-
- CIMB Investment Bank Berhad ([www.eipocimb.com](http://www.eipocimb.com)) – RM2.00 for payment via CIMB Bank Berhad or Malayan Banking Berhad;
  - CIMB Bank Berhad ([www.cimbelicks.com.my](http://www.cimbelicks.com.my)) – RM2.00 for applicants with the CDS accounts held with CIMB Investment Bank Berhad and RM2.50 for applicants with CDS accounts with other ADAs;
  - Malayan Banking Berhad ([www.maybank2u.com.my](http://www.maybank2u.com.my)) – RM1.00; and
  - RHB Bank Berhad ([www.rhbbank.com.my](http://www.rhbbank.com.my)) – RM2.50;

No fee will be charged by Affin Bank Berhad for applications by their account holders.

### 17.7 Over/ Under-Subscription

In the event of an over-subscription, acceptance of applications shall be subject to a ballot to be conducted in the manner approved by our Directors and on a fair and equitable basis. We will give due consideration to the desirability of distributing our IPO Shares to a reasonable number of applicants with a view of broadening our shareholding base and establishing an adequate market for our IPO Shares.

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## **17. PROCEDURES FOR APPLICATION & ACCEPTANCE**

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Pursuant to the Listing Requirements, we are required to have at least 25% of our enlarged issued and paid-up capital to be held by a minimum number of 1,000 public shareholders holding not less than 100 Shares each, upon admission to the Official List. We expect to achieve this at the point of Listing. We may not be allowed to proceed with our Listing if the above requirement is not met pursuant to the IPO. In the event thereof, your monies paid in respect of your applications will be returned without interest if the said permission for listing and quotation is not granted. Our Directors will determine how the applications will be selected.

Please refer to Section 3.4.1 of this Prospectus on the allocation of the IPO Shares and the adjustments thereof.

### **17.8 Applications & Acceptances**

MIDFCCS on the authority of our Directors reserves the right not to accept any application, which does not strictly comply with the instructions, or accept any application in part only without assigning any reason therefore.

The submission of your Application Form, the completion of your Electronic Share Application or the completion of your Internet Share Application, does not necessarily mean that your application will be successful.

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

Where an application is not accepted or accepted in part only, the full amount or the balance of the application monies, as the case may be, will be refunded without interest and shall be despatched by registered post or ordinary post to the applicant within ten (10) market days from the date of the final ballot of the application lists at the address registered with Bursa Depository at the applicant's own risks.

No application shall be deemed to have been accepted by reason of the remittances having been presented for payment.

MIDFCCS reserves the right to bank in all application monies from unsuccessful Bumiputera applicants and partially successful applicants which would be refunded without interest to the applicants within ten (10) market days from the date of the final ballot of the application by registered post or ordinary post at the address registered with Bursa Depository.

### **17.9 CDS Account**

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act, 1991, Bursa Securities has prescribed the Shares as Prescribed Securities. In consequence thereof, the Shares issued/offered through this Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with aforesaid Act and Rules of Bursa Depository.

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

You can only make an application by way of Application Form if you have a CDS Account. You shall furnish your CDS Account number in the space provided in the Application Form and you shall be deemed to have authorised Bursa Depository to disclose information pertaining to the CDS Account to MIDFCCS or us. If you do not presently have a CDS Account, you should open a CDS Account at an ADA prior to making an Application for the Shares.

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## 17. PROCEDURES FOR APPLICATION & ACCEPTANCE

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For applications by way of Electronic Share Application, you must have a CDS Account and you shall furnish your CDS Account number to the Participating Financial Institution by way of keying in your CDS Account number if the instructions on the ATM screen at which you enter your Electronic Share Application require you to do so.

You can make an application by way of Internet Share Application, only if you have a CDS account. In certain cases, you can make an application by way of Internet Share Application only if you have a CDS account opened with the Internet Participating Financial Institution. Arising therewith, your CDS account number would automatically appear in the e-IPO online application form.

**Failure to comply with these specific instructions or inaccuracy in the CDS account number, arising from use of invalid, third party or nominee account, may result in the application being rejected. If a successful applicant fails to state his/her CDS Account number, MIDFCCS under our instruction will reject the Application.**

MIDFCCS on the authority of our Directors reserves the right to reject any incomplete and inaccurate Application. Applications may also be rejected if your particulars provided in your Application Forms, or in the case of Electronic Share Applications, if the records of the Participating Financial Institutions at the time of making the Electronic Share Applications or in the case of Internet Share Applications, if the records of the Internet Participating Financial Institutions at the time of making the Internet Share Applications, differ from those in Bursa Depository's records, such as the NRIC number, name and nationality.

### 17.10 Notices of Allotment

Our Shares allocated to you will be credited into your CDS account if you are successful or partially successful in your application. A notice of allotment will be despatched to you at your address last maintained with Bursa Depository at your own risk prior to our Listing. This is the only acknowledgement of acceptance of your application.

You shall ensure that your personal particulars as recorded by both Bursa Depository and the relevant participating financial institutions are correct and identical. You must inform Bursa Depository of your updated address promptly by adhering to certain rules and regulations of Bursa Depository, failing which the notification letter on successful allotment shall be sent to your address last registered with Bursa Depository.

You may also check the status of your application by logging on to the following MIDFCCS website or by calling your respective ADAs at the telephone number as stated in Section 17.11 or MIDFCCS at their telephone numbers stated below between five (5) to ten (10) market days (*during office hours only*) after the final balloting date:

**TELEPHONE NUMBERS** : 03-21738657, 03-21738658, 03-21738659

**WEBSITE** : [www.midf.com.my](http://www.midf.com.my)

**17. PROCEDURES FOR APPLICATION & ACCEPTANCE****17.11 List of ADAs**

The list of ADAs and their respective addresses, telephone numbers and Broker Codes are as follows:-

<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>	<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>
<b><u>KUALA LUMPUR</u></b>			
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	AMINVESTMENT BANK BERHAD 15 <sup>th</sup> Floor, Bangunan AmBank Group 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2078 2788	086-001
MAYBANK INVESTMENT BANK BERHAD <i>(formerly known as Ascombankers Malaysia Berhad)</i> Level 8, Tower C Dataran Maybank No. 1, Jalan Maarof 59000 Kuala Lumpur Tel No.: 03-229 7888	098-001	BIMB SECURITIES SDN BHD 1 <sup>st</sup> & 2 <sup>nd</sup> Floor Podium Block, AMDB Building No. 1, Jalan Lumut 50400 Kuala Lumpur Tel No.: 03-4043 3533	024-001
CIMB INVESTMENT BANK BERHAD 9 <sup>th</sup> Floor, Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel No.: 03-2084 9999	065-001	ECM LIBRA INVESTMENT BANK BERHAD 3 <sup>rd</sup> Floor, Wisma Genting Jalan Sultan Ismail 50250 Kuala Lumpur Tel No.: 03-2178 1888	052-001
ECM LIBRA INVESTMENT BANK 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 IILA No.3, Jalan Kia Peng 50450 Kuala Lumpur Tel No.: 03-2168 1168	066-001
HWANGDBS INVESTMENT BANK BERHAD 2 <sup>nd</sup> 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 No. 34-5, 36-5, 38-5, 40-5, 42-5 & 44-5 5 <sup>th</sup> Floor, Cheras Commercial Centre, Jalan 5/101C Off Jalan Kaskas, 5 <sup>th</sup> Mile Cheras 56100 Kuala Lumpur Tel No.: 03-9130 3399	068-012
HWANGDBS INVESTMENT BANK BERHAD Suite 7-03, 7 <sup>th</sup> Floor Suite 12-02 & Part of Suite 12-01 12 <sup>th</sup> 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

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**17. PROCEDURES FOR APPLICATION & ACCEPTANCE**


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<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>	<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>
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 PROJECT Jalan 1/116B, Off Jalan Kuchai Lama Kuchai Entrepreneur Park 58200 Kuala Lumpur Tel No.: 03-7981 8811	054-005
JUPITER SECURITIES SDN BHD Lot 7 <sup>th</sup> - 9 <sup>th</sup> Floor Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2034 1888	055-001	KAF-SEAGROATT & CAMPBELL SECURITIES SDN BHD 11 <sup>th</sup> -14 <sup>th</sup> 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.: 03-2287 1799	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.: 03-2178 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 20 <sup>th</sup> 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 Padan Indah 55100 Kuala Lumpur Tel No.: 03-4280 4798	056-054	OSK INVESTMENT BANK BERHAD Ground, 1 <sup>st</sup> , 2 <sup>nd</sup> & 3 <sup>rd</sup> 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 Cangkat Ceylon 50200 Kuala Lumpur Tel No.: 03-2146 3000	064-001	PUBLIC INVESTMENT BANK BERHAD 27 <sup>th</sup> Floor, Bangunan Public Bank No. 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No.: 03-2031 3011	051-001

**17. PROCEDURES FOR APPLICATION & ACCEPTANCE**

<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>	<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>
RHB INVESTMENT BANK BERHAD Level 4, Tower One, RHB Centre Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-9280 2282	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
<b><u>SELANGOR DARUL EHSAN</u></b>			
AFFIN INVESTMENT BANK BERHAD 2 <sup>nd</sup> , 3 <sup>rd</sup> & 4 <sup>th</sup> Floor Wisma Amsteel Securities No. 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No.: 03-3343 9999	028-002	AFFIN INVESTMENT BANK BERHAD Lot 229, 2 <sup>nd</sup> Floor, The Curve No. 6, Jalan PJU 7/3 Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7729 8016	028-003
AFFIN INVESTMENT BANK BERHAD No. 1, Jalan 52/16 46200 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7955 3281	028-004	AMINVESTMENT BANK BERHAD 4 <sup>th</sup> Floor, Plaza Damansara Utama No. 2, Jalan SS 21/60 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7710 6613	086-003
HWANGDBS INVESTMENT BANK BERHAD 16 <sup>th</sup> , 18 <sup>th</sup> -20 <sup>th</sup> Floor, Plaza Masalam No. 2, Jalan Tengku Ampuan Zabedah E9/E Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No.: 03-5513 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 6 <sup>th</sup> Floor, Menara Apex Off Jalan Semenyih Bukit Mewah 43000 Kajang Selangor Darul Ehsan Tel No.: 03-8736 1118	079-001	JF APEX SECURITIES BERHAD 15 <sup>th</sup> & 16 <sup>th</sup> 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 13 <sup>th</sup> Floor, Menara Yayasan Selangor 18A, Jalan Persiaran Barat Off Jalan Timur 46000 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7956 2169	073-005	KENANGA INVESTMENT BANK BERHAD 1 <sup>st</sup> Floor, Wisma UEP Pusat Pemiagaan USJ 10 Jalan USJ 10/1A 46720 Subang Jaya Selangor Darul Ehsan Tel No.: 03-8024 1682	073-006
KENANGA INVESTMENT BANK BERHAD Bilik 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, 2 <sup>nd</sup> Floor, The Curve No. 6, Jalan PJU 7/3 Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7725 9095	073-016

**17. PROCEDURES FOR APPLICATION & ACCEPTANCE**

<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>	<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>
OSK INVESTMENT BANK BERHAD 24, 24M, 24A, 26M, 28M, 28A & 30, Jalan SS2/63, 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 & 1 <sup>st</sup> 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 Peniagaan NBC Batu 1 ½, Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No.: 03-3343 9180	056-048
PM SECURITIES SDN BHD No 157 & 159, Jalan Kenari 23/A 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 1 <sup>st</sup> , 2 <sup>nd</sup> & 3 <sup>rd</sup> Floor, Plaza Damansara Utama No. 2, Jalan SS 21/60 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
<b><u>MELAKA</u></b>			
ECM LIBRA INVESTMENT BANK 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 Malaka 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
PM SECURITIES SDN BHD No. 11 & 13 Jalan PM2 Plaza Mahkota 75000 Melaka Tel No.: 06-286 6008	064-006	RHB SECURITIES SDN BHD Lot 9 & 10 1 <sup>st</sup> Floor, Bangunan Tabung Haji Jalan Bandar Kaba 75000 Melaka Tel No.: 06-283 3622	087-002

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<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>	<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>
<b><u>PERAK DARUL RIDZUAN</u></b>			
ALLIANCE INVESTMENT BANK BERHAD No. 43 & 44, Ground Floor Taman Sentosa, Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No.: 05-691 0910	076-008	MAYBANK INVESTMENT BANK BERHAD <i>(Formerly known as Aseambankers Malaysia Berhad)</i> B-G-04 (Ground Floor), Level 1 & 2 No. 42, Persiaran Greentown 1 Pusat Perdagangan Greentown 30450 Ipoh, Perak Darul Ridzuan Tel No.: 05-2453 400	098-002
ECM LIBRA INVESTMENT BANK BERHAD No. 63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-242 2828	052-002	ECM LIBRA INVESTMENT BANK BERHAD No. 7B-1, Jalan Laman Intan Bandar Baru Teluk Intan 36000 Teluk Intan Perak Darul Ridzuan Tel No.: 05-622 2828	052-006
HWANGDBS INVESTMENT BANK BERHAD 21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No.: 05-806 0888	068-003	HWANGDBS INVESTMENT BANK BERHAD Ground & 1st Floor No. 22, Persiaran Greentown 1 Greentown Business Centre 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-255 9988	068-015
M&A SECURITIES SDN BHD M&A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No.: 05-241 9800	057-001	OSK INVESTMENT BANK BERHAD 21-25, Jalan Seenivasagam Greentown 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-241 5100	056-002
OSK INVESTMENT BANK BERHAD Ground & 1 <sup>st</sup> Floor No. 17, Jalan Intan 2 Bandar Baru 36000 Teluk Intan Perak Darul Ridzuan Tel No.: 05-623 6498	056-014	OSK INVESTMENT BANK BERHAD 1 <sup>st</sup> Floor, No. 23 & 25 Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No.: 05-692 1228	056-016
OSK INVESTMENT BANK BERHAD Ground Floor 28, Jalan Maharaja Taman Bagan Serai Baru 34300 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
OSK INVESTMENT BANK BERHAD No. 72, Ground Floor, Jalan Idris, 31900 Kampar Perak Darul Ridzuan Tel No.: 05-465 1261	056-044	OSK INVESTMENT BANK BERHAD Ground & 1 <sup>st</sup> Floor No. 181, Jalan Besar 31100 Sungai Siput Perak Darul Ridzuan Tel No.: 05-595 1001	056-049
OSK SECURITIES BERHAD Ground Floor No. 2, Jalan Wawasan 4 Taman Wawasan 34200 Parit Buntar Perak Darul Ridzuan Tel 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



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**17. PROCEDURES FOR APPLICATION & ACCEPTANCE**


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<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>	<b>NAME, ADDRESS &amp; TELEPHONE NUMBER</b>	<b>ADA Code</b>
TA SECURITIES HOLDINGS BERHAD Ground, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor Plaza Teh Teng Seng No. 227, Jalan Raja Permaisuri Bainun 30250 Ipoh, Perak Darul Ridzuan Tel No.: 05-253 1313	058-001		
<b><u>PULAU PINANG</u></b>			
A.A. ANTHONY SECURITIES SDN BHD 1 <sup>st</sup> Floor, Bangunan Heng Guan 171 Jalan Burmah 10050 Pulau Pinang Tel No.: 04-229 9318	078-002	A.A. ANTHONY SECURITIES SDN BHD No. 2, Jalan Perniagaan 2 Pusat Peniagaan Alma 14000 Bukit Mertajam Pulau Pinang Tel No.: 04-554 1388	078-003
ECM LIBRA INVESTMENT BANK BERHAD No. 111, Jalan Macalister 10400 Pulau Pinang Tel No.: 04-228 1868	052-003	CIMB INVESTMENT BANK BERHAD Ground Floor, Suite 1.01, Menara PSCI 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No.: 04-291 1833	065-003
ECM LIBRA INVESTMENT BANK BERHAD 7 <sup>th</sup> Floor, PSCI Tower 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, 1 <sup>st</sup> & 2 <sup>nd</sup> Floors, 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 & 8 <sup>th</sup> Floor Bangunan Maybank 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, 1 <sup>st</sup> , 2 <sup>nd</sup> & 3 <sup>rd</sup> Floor, Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Perai Pulau Pinang Tel No.: 04-332 2123	093-001
MERCURY SECURITIES SDN BHD 2 <sup>nd</sup> 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, 1 <sup>st</sup> & 2 <sup>nd</sup> 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 No. 11A, Jalan Keranji Off Jalan Padang Lallang 14000 Bukit Mertajam Pulau Pinang Tel No.: 04-540 2888	056-015

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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 & 1 <sup>st</sup> Floor No. 15-G-5, 15-G-6, 15-1-15 & 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 Penang Tel No.: 04-227 3000	064-004		
<b><u>KEDAH DARUL AMAN</u></b>			
HWANGDBS INVESTMENT BANK BERHAD No. 70 A, B, C, Jalan Mawar 1 Taman Pekan Baru 08000 Sungai Petani Kedah Darul Aman Tel No.: 04-425 6666	068-011	ALLIANCE INVESTMENT BANK BERHAD 2 <sup>nd</sup> Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No.: 04-731 7088	076-004
OSK INVESTMENT BANK BERHAD Ground Floor, Swiss Inn Hotel No. 1, Jalan Pahlawan 08000 Sungai Petani Kedah Darul Aman Tel No.: 04-420 4888	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	056-019
OSK INVESTMENT BANK BERHAD Ground & 1 <sup>st</sup> Floor 215-A & 215-B, Medan Putra, Jalan Putra 05150 Alor Star Kedah Darul Aman Tel No.: 04-720 9888	056-021		
<b><u>PERLIS INDRA KAYANGAN</u></b>			
ALLIANCE INVESTMENT BANK BERHAD 2 <sup>nd</sup> Floor, Podium Block Bangunan KWSP 01000 Kangar, Perlis Indra Kayangan Tel No.: 04-976 5200	076-003		
<b><u>NEGERI SEMBILAN DARUL KHUSUS</u></b>			
ECM LIBRA INVESTMENT BANK BERHAD 1 C-G & 1D-G, Jalan Tuanku Munawir 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-765 5998	052-013	HWANGDBS INVESTMENT BANK BERHAD Ground & 1 <sup>st</sup> Floor 105, 107 & 109, Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-761 2288	068-007
HWANGDBS INVESTMENT BANK BERHAD No.6, Upper Level, Jalan Mahligai 72100 Bahau Negeri Sembilan Darul Khusus Tel No.: 06-455 3188	068-013	OSK INVESTMENT BANK BERHAD Ground, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor No. 33, Jalan Dato' Bandar Tunggal 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-764 1641	056-024

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OSK INVESTMENT BANK BERHAD 1 <sup>st</sup> Floor, No. 3601, Jalan Besar 73000 Tampin Negeri Sembilan Darul Khusus Tel No.: 06-442 1000	056-037	OSK INVESTMENT BANK BERHAD 1 <sup>st</sup> & 2 <sup>nd</sup> Floor, No. 168, Jalan Mewah (Pusat Perniagaan UMNO 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 1 <sup>st</sup> , 2 <sup>nd</sup> & 3 <sup>rd</sup> Floors, 19-21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-762 3131	064-002
<b><u>JOHOR DARUL TAKZIM</u></b>			
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 2 <sup>nd</sup> & 3 <sup>rd</sup> 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 No. 57, 59 & 61 Jalan Ali 84000 Muar Johor Darul Takzim Tel No.: 06-953 2222	052-004
ECM LIBRA INVESTMENT BANK BERHAD Ground Floor No. 234, Jalan Besar Taman Semberong Baru 83700 Yong Peng Johor Darul Takzim Tel No.: 07-467 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 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

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KENANGA INVESTMENT BANK BERHAD No. 33 & 35 (Ground & 1 <sup>st</sup> 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, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor, Jalan Ali 84000 Muar Johor Darul Takzim Tel No.: 06-953 8262	056-025
OSK INVESTMENT BANK BERHAD Ground, 1 <sup>st</sup> & 2 <sup>nd</sup> 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, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor, No. 17 Jalan Manggis, 86000 Kluang, Johor Darul Takzim Tel No.: 07-776 9655	056-031
OSK INVESTMENT BANK BERHAD Ground, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor No. 10 Jalan Anggerik 1 Taman Kulai Utama 81000 Kulai Johor Darul Takzim Tel No.: 07-662 6288	056-035	OSK INVESTMENT BANK BERHAD Ground, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor No. 343 Jalan Muar 84900 Tangkak Johor Darul Takzim Tel No.: 06-978 7180	056-038
OSK INVESTMENT BANK BERHAD 1 <sup>st</sup> Floor, No. 2 Jalan Makmur, Taman Sri Aman 85300 Labis Johor Darul Takzim Tel No.: 07-925 6881	056-039	OSK INVESTMENT BANK BERHAD Ground & 1 <sup>st</sup> Floor, No. 1 & 1-01, Jalan Rosmerah 2/11, Taman Johor Jaya 81100 Johor Bahru Johor Darul Takzim Tel No.: 07-352 2293	056-043
PM SECURITIES SDN BHD Suite 51, Level 5, Menara Pelangi, Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-278 1813	064-005	PM SECURITIES SDN BHD Ground & 1 <sup>st</sup> Floor No. 43 & 43A, Jalan Penjaja 3 Taman Kim's Park Business Centre 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-433 3608	064-008
<b><u>KELANTAN DARUL NAIM</u></b>			
TA SECURITIES HOLDINGS BERHAD 298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No.: 09-743 2288	058-004	ALLIANCE INVESTMENT BANK BERHAD Lot 6 & 7, Section 25 Jalan Sultan Yahya Petra Bandar Kota Bharu 15200 Kota Bharu Kelantan Darul Naim Tel No.: 09-743 2588	076-007

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OSK INVESTMENT BANK BERHAD Ground & 1 <sup>st</sup> Floor No. 3953-H, Jalan Kebun Sultan 15350 Kota Bharu Kelantan Darul Naim Tel No.: 09-743 0077	056-020		
<b><u>PAHANG DARUL MAKMUR</u></b>			
ALLIANCE INVESTMENT BANK BERHAD A-397, A-399 & A-401 Taman Sri Kuantan III Jalan Beserah 25300 Kuantan Pahang Darul Makmur Tel No.: 09-566 0800	076-002	ECM LIBRA INVESTMENT BANK BERHAD B62, Ground Floor Lorong Tun Ismail 8 Sri Dagangan II 25000 Kuantan Pahang Darul Makmur Tel No.: 09-513 3289	052-007
OSK INVESTMENT BANK BERHAD A-27 & A-29 Lorong Tun Ismail 9 Seri Dagangan Kuantan Business Centre 25000 Kuantan Pahang Darul Makmur Tel No.: 09-516 3811	056-007	OSK INVESTMENT BANK BERHAD Ground Floor 98 Jalan Pasdec 28700 Bentong Pahang Darul Makmur Tel No.: 09-223 4943	056-022
OSK INVESTMENT BANK BERHAD Ground Floor No. 76-A, Persiaran Camelia 4 Tanah Rata 39000 Cameron Highlands Pahang Darul Makmur Tel No.: 05-491 4913	056-041		
<b><u>TERENGGANU DARUL IMAN</u></b>			
FA SECURITIES SDN BHD No. 51 & 51A Ground, Mezzanine & 1 <sup>st</sup> Floor Jalan Tok Lam 20100 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-623 8128	021-001	ALLIANCE INVESTMENT BANK BERHAD No. 1D, Ground & Mezzanine No. 1E, Ground, Mezzanine 1 <sup>st</sup> & 2 <sup>nd</sup> Floor, Jalan Air Jerneh 20300 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-631 7922	076-009
OSK INVESTMENT BANK BERHAD Ground & 1 <sup>st</sup> Floor 9651, Cukai Utama Jalan Kubang Kurus 24000 Kemaman Terengganu Darul Iman Tel No.: 09-850 2730	056-027	OSK INVESTMENT BANK BERHAD 31A, Ground Floor 31A & 31B, 1 <sup>st</sup> Floor Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-626 1816	056-055
<b><u>SABAH</u></b>			
HWANGDBS INVESTMENT BANK BERHAD Room Nos 106-109, Mezzanine Floor Room Nos 207-212, 2 <sup>nd</sup> Floor Gaya Centre, Jalan Tun Fuad Stephens 88400 Kota Kinabalu Sabah Tel No.: 088-311 688	068-008	INNOSABAH SECURITIES BERHAD 11, Equity House, Block K Sadong Jaya, Karamunsing 88100 Kota Kinabalu Sabah Tel No.: 088-234 4090	020-001

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OSK INVESTMENT BANK BERHAD 5 <sup>TH</sup> floor, Wisma BSN Sabah Jalan Kemajuan Karamuning 88000 Kota Kinabalu Sabah Tel No.: 088-269788	056-010	ECM LIBRA INVESTMENT BANK BERHAD Aras 8, Wisma Great Eastern 68, Jalan Gaya 88000 Kota Kinabalu Sabah Tel No.: 088-236 188	052-012
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		
<b><u>SARAWAK</u></b>			
ALLIANCE INVESTMENT BANK BERHAD NO. 32, 1 <sup>ST</sup> Floor, Jalan Bako 96000 Sibu Sarawak Tel No.: 084-347 922	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
TA SECURITIES HOLDINGS BERHAD 12G, H & I, Jalan Kampung Datu 96000 Sibu Sarawak Tel No.: 084-319 998	058-002	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 Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No.: 082-338 000	073-003
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 No. 11-12 (Ground & 1 <sup>st</sup> Floor) Lorong Kampung Datu 3 96000 Sibu Sarawak Tel No.: 084-313 855	073-012
OSK INVESTMENT BANK BERHAD Ground, 1 <sup>st</sup> Floor & 6 <sup>th</sup> 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, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor Lot 1269 2 <sup>nd</sup> 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	OSK INVESTMENT BANK BERHAD Ground Floor No. 10, Jalan Bersatu 96100 Sarikei Sarawak Tel No.: 084-654 100	056-050

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OSK INVESTMENT BANK BERHAD Ground Floor No. 177, Taman Sri Dagang 97000 Bintulu Sarawak Tel No.: 086-311 700	056-053	TA SECURITIES HOLDINGS BHD 2 <sup>nd</sup> Floor, (Bahagian Hadapan) Bangunan Binamas Lot 138, Section 54 Jalan Pandung 93100 Kuching Sarawak Tel No.: 082-236 333	058-006