

11. **INDEPENDENT MARKET RESEARCH REPORT**

(Prepared for inclusion in the Prospectus)



VITAL FACTOR CONSULTING

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30 MAR 2010

The Board of Directors
Turbo-Mech Berhad
25-6, Jalan PJU 1/42A
Dataran Prima
47301 Petaling Jaya
Selangor Darul Ehsan

Vital Factor Consulting Sdn Bhd

(Company No.: 266797-T)

75C & 77C Jalan SS22/19
Damansara Jaya
47400 Petaling Jaya
Selangor Darul Ehsan, Malaysia

Tel: (603) 7728-0248

Fax: (603) 7728-7248

Email: enquires@vitalfactor.com

Website: www.vitalfactor.com

Dear Sirs

Independent Assessment of the Rotating Equipment Industry in Singapore

The following is an independent assessment of the Rotating Equipment Industry in Singapore prepared by Vital Factor Consulting Sdn Bhd for inclusion in the prospectus of Turbo-Mech Berhad (herein together with all or any one or more of its subsidiaries will be referred to as "Turbo-Mech Group" or the "Group") in relation to its listing on the Main Market of Bursa Malaysia Securities Berhad.

1 BACKGROUND AND INTRODUCTION

- Turbo-Mech Group's business is focused on the sales of rotating equipment* and spare parts, and the provision of maintenance and overhaul services for rotating equipment.
- The Group currently focuses on pumps, compressors and industrial cooling fans, and is an authorised sales representative for Nikkiso Co., Ltd, Sundyne Nikkiso Company, Shin-Nippon Machinery Co., Ltd, Dalian-Moyno Pump Co Ltd, and Hudson Product Corporation for these products.
- The large majority of Turbo-Mech Group's revenue is earned from Singapore, which provides the focus of this report.

** A general classification of machinery and equipment designed to generate movement or motion, which is then used to move or agitate materials. Examples of rotating equipment include, among others, pumps, compressors, turbines, motors, engines and fans.*



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2 ECONOMIC PERFORMANCE OF SINGAPORE

- Singapore's real GDP grew at an average annual rate of 6.1% between 2004 and 2008. In 2008, however real GDP growth slowed down to 1.1%.
- The manufacturing sector contracted by 4.1% in 2008, with most sub-sectors contracting during the year. The construction sector however recorded strong expansion, growing by 20.3% in 2008.
- The services sector grew by 4.7% in 2008, which was slower than the growth rate recorded in 2007. Slower growth was recorded by most service industries, particularly the wholesale and retail trade, hotels and restaurants, and financial services industries.

(Source: Singapore Department of Statistics).

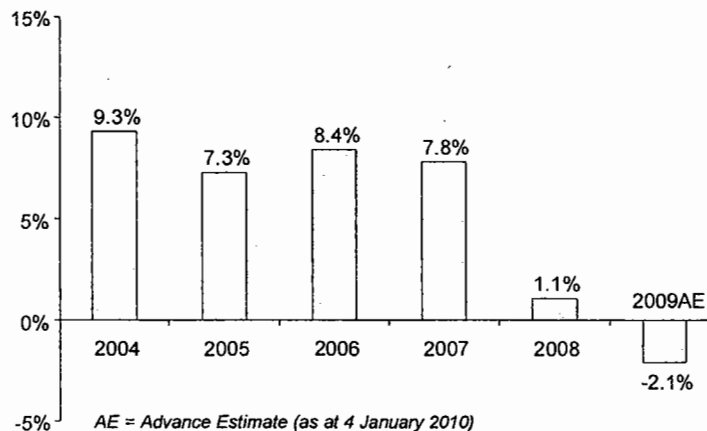


Figure 1 Real GDP Growth in Singapore

- Singapore's real GDP is estimated to have contracted by 2.1% in 2009. There was some growth momentum during the first three quarters of 2009, with real GDP increasing from quarter to quarter. However, real GDP for each quarter was lower than the corresponding period in 2008.
- Based on advance estimates, economic activity slowed down in the fourth quarter of 2009. This was primarily due to a slowdown in the manufacturing sector, which contracted by 38.4% on a seasonally adjusted quarter-on-quarter annualised basis. The electronics, chemicals and precision engineering clusters continued to grow, while the biomedical manufacturing and transport engineering clusters contracted. In contrast, the construction sector grew moderately, expanding by 4.3% on a seasonally adjusted quarter-on-quarter annualised basis.



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- The services sector continued to grow, but at a more moderate pace compared to the third quarter. The services sector grew by 7.2% on a seasonally adjusted quarter-on-quarter annualised basis. Growth in the wholesale and retail trade industries was lower compared to strong growth in the third quarter. Other industries such as financial services continued to grow.

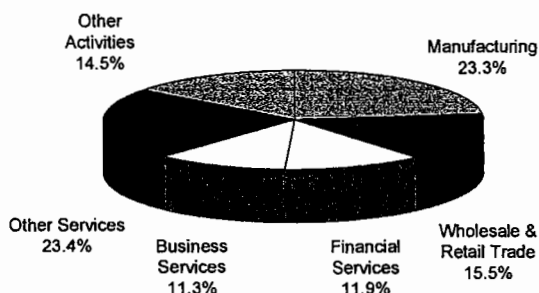


Figure 2 Real GDP Contribution by Industry Sector in Singapore (2008)

(Source: Ministry of Trade and Industry Singapore)

3 OVERALL INDUSTRY STRUCTURE

3.1 Structure of the Machinery Industry

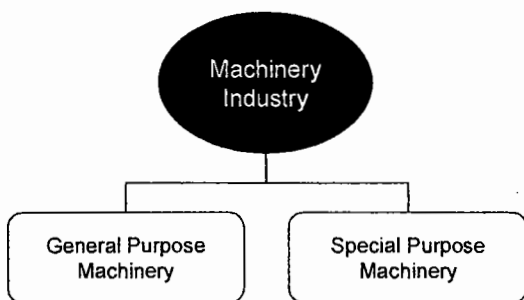


Figure 3 Structure of the Machinery Industry

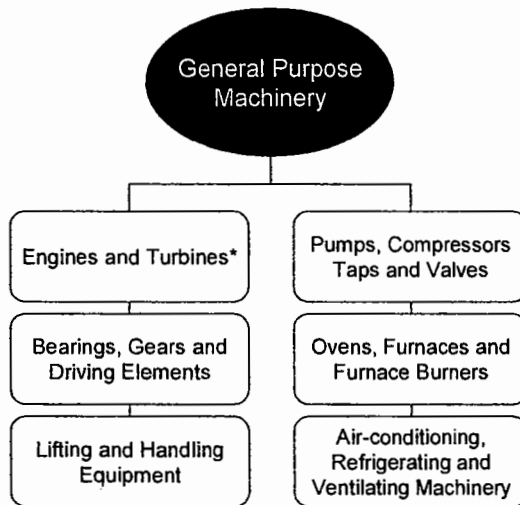
- Rotating equipment falls within the overall general machinery industry. The machinery industry may be further categorised into general purpose and special purpose machinery.
- General purpose machinery refers to machinery that, with little or no modification, can be used in a range of applications by a users operating in a number of different industries.
- Special purpose machinery refers to machinery that is designed to fulfil a specific application for users in a particular industry, or in a small number of related industries. Typically, special purpose machinery cannot be used for other purposes without modification.
- Some examples of special purpose machinery include combined harvesters for use in the agricultural industry, computer numeric control (CNC) machines, manually operated machine tools, and rock cutting machinery for the mining and quarrying industry.
- Rotating equipment, including pumps, compressors, fans and turbines, are examples of general purpose machinery.



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3.2 Structure of the General Purpose Machinery Industry



Note: * Excludes aircraft, vehicle and cycle engines and turbines.

Figure 4 Structure of the General Purpose Machinery Sector

- The structure of the general purpose machinery industry is depicted in the diagram provided.
- The engines and turbines category includes internal combustion engines, steam turbines, hydraulic turbines and gas turbines. This category includes marine propulsion engines and turbines, but excludes engines and turbines that are used for propulsion on aircraft, land vehicles and motorcycles.
- The pumps, compressors, taps and valves category includes various types of pumps and compressors for:
 - moving liquids, gases and slurries;
 - hydraulic and pneumatic engines and motors;
 - various types of valves and taps for controlling the flow of liquids, gases and slurries.
- The bearings, gears and driving elements category are primarily transmission devices and comprise parts and components such as bearings, transmission systems, gears and gear boxes, clutches and couplings that are designed to control and transmit mechanical power from one point to another.
- Ovens, burners and furnace burners comprise machinery designed for heating in industrial or laboratory applications. This category excludes machinery such as boilers, as well as ovens and furnaces for use in bakeries or households.
- Lifting and handling equipment includes a range of machinery that is designed to transport goods and people. Examples include elevators, escalators, moving walkways for transporting people, and hoists, cranes, forklifts, and conveyor systems for transporting goods.
- The air-conditioning, refrigeration and ventilating machinery category includes machinery and equipment for cooling, freezing and extraction/replacement/circulation of air or other gasses.
- The other general purpose machinery category includes distilling equipment, heat exchangers, filtering or purifying machinery, weighing machinery, and dishwashing machines.



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- In general, pumps and compressors of the type supplied by Turbo-Mech Group fall under the pumps, compressors, taps and valves category of the overall general purpose machinery industry, while industrial cooling fans supplied by the Group fall under the air-conditioning, refrigerating and ventilating machinery category.
- Machinery may also be categorised into the following two broad categories, as depicted in Figure 5.
- In general, pumps, compressors and industrial cooling fans of the type supplied by Turbo-Mech Group are categorised as rotating equipment.

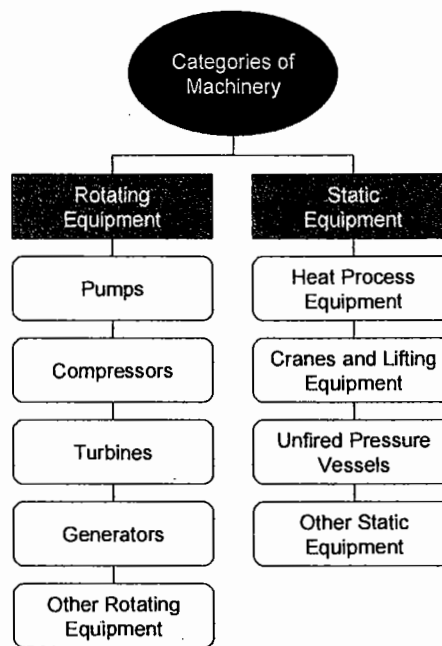


Figure 5 Categories of Machinery

3.3 Turbo-Mech Group's Positioning

- Turbo-Mech Group's positioning within the supply chain of the rotating equipment industry is depicted in the diagram below:

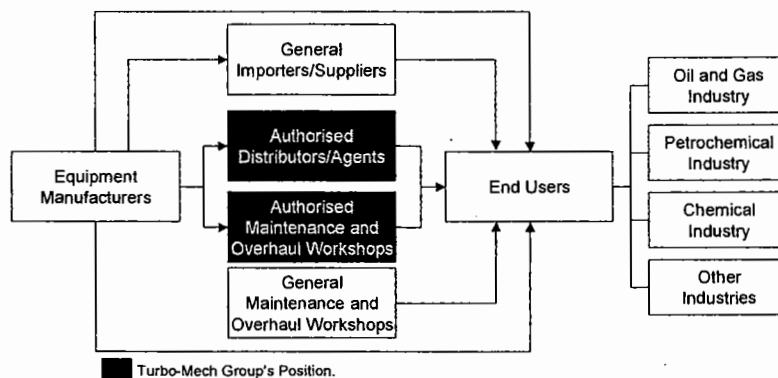


Figure 6 Turbo-Mech Group's Position in the Supply Chain

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- The equipment manufacturer is the company that is involved in designing the rotating equipment, and is the brand owner for the rotating equipment that it sells. The industrial products may be manufactured by the equipment manufacturer, or manufactured by a contract manufacturer engaged by the equipment manufacturer.
- Equipment manufacturers may supply rotating equipment directly to end users, or engage a distributor to do so. Distributors include authorised sales representatives, agents and wholesalers.
- There are some importers and suppliers that buy rotating equipment from equipment manufacturers for resale, without being authorised resellers or agents.
- Rotating equipment is primarily used by industrial users who may operate in, among others, the Oil and Gas Industry, Petrochemical Industry, Chemical Industry and other industries.
- Rotating equipment requires periodic maintenance and overhaul to maintain safe and efficient operation, and to reduce the occurrence of breakdown.
- Maintenance and repair services for rotating equipment may be provided by the equipment manufacturer, or by a third-party service provider. An equipment manufacturer may recognise one or more third-party service provider as authorized maintenance and overhaul service providers for its rotating equipment.
- Third-party service providers that are not authorized by equipment manufacturers may also provide maintenance and overhaul services for rotating equipment.
- Turbo-Mech Group is currently positioned as an authorised sales representative and workshop for a number of rotating equipment manufacturers in Singapore.
- The Group's workshop in Singapore has also received ISO 9001:2000 quality management system certification for the scope "Repair and overhaul of pumps and compressors".
- Turbo-Mech Group's workshop in the Philippines is also an authorised workshop for a rotating equipment manufacturer.

4 SUBSTITUTE PRODUCTS

- In general, while a user may choose between different equipment manufacturers, and between different types of pumps and compressors, there are no practical substitutes for rotating equipment as a whole for most of the applications in which they are currently used.

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5 GOVERNMENT REGULATIONS, POLICIES AND INCENTIVES**5.1 Registration of Factories – Singapore**

- An entity operating a factory or a workshop in Singapore is required to obtain a Certificate of Registration of a Factory under The Workplace Safety and Health (Registration of Factories).
- Turbo-Mech Asia has obtained a Certificate of Registration of a Factory for its workshop at Defu Lane 8, Singapore. The salient terms are as follows:

Issuing Authority	Nature of Work	Expiry Date
Ministry of Manpower, Singapore	Repair & Servicing of Equipment & Parts	30 September 2009

- With effect from 1 November 2008, there is no requirement for Turbo-Mech Asia to renew the Certificate of Registration of a Factory for its workshop at Defu Lane 8, Singapore under the new factory notification scheme introduced by the Ministry of Manpower, Singapore (*Source: Ministry of Manpower, Singapore*).

5.2 Environmental Regulations

- Turbo-Mech Asia has engaged an agent licensed by the Director-General of Environmental Protection Singapore to handle the discharge of trade effluent in relation to its business, and has proper storage facilities for its industrial waste.

6 SUPPLY AND SUPPLY DEPENDENCY

- The supply of rotating equipment comprises locally manufactured and imported rotating equipment.

6.1 Local Production

- Between 2004 and 2008, the output value of the manufacture of pumps declined at an average annual rate of 16.8%, and in 2008, the output value increased by 10.9% to S\$23.8 million.
- Between 2004 and 2008, the output value of the manufacture of taps, cocks, valves and other related products increased at an average annual rate of 4.5%, and in 2008, the output value increased by 3.4% to reach S\$192.4 million.

6.2 Imports

- Between 2007 and 2009, the import value of all types of pumps increased at an average annual rate of 10.6%. In 2008, the import value of all types of pumps declined by 6.6% to S\$1,029.5 million.


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- The largest source of imports was the United States, which accounted for 23.4% of all imports by value. The second and third largest sources of imports were Germany and Japan, which accounted for 12.9% and 9.4% of imports by value respectively.
- Import data for more specific categories of pumps of the type supplied by Turbo-Mech Group are as follows:
 - Between 2007 and 2009, the import value of centrifugal pumps increased at an average annual rate of 13.0%. In 2009, import value declined by 15.5% to S\$250.2 million.
 - Between 2007 and 2009, the import value of pumps with measuring devices increased at an average annual rate of 4.5%. In 2009, import value declined by 31.1% to S\$33.7 million.
 - Between 2007 and 2009, the import value of spare parts for pumps declined at an average annual rate of 0.8%. In 2009, import value declined by 9.6% to S\$294.2 million.

(Source: Ministry of Trade and Industry, Singapore)

7 DEMAND

- The demand for rotating equipment comes from local consumption and exports. Data on local production is presented in Section 6 above.

7.1 Exports

- Between 2007 and 2009, the export (including re-exports) value of all types of pumps increased at an average annual rate of 0.3%. In 2009, export value declined by 11.4% to S\$855.7 million.
- The largest export destination was Indonesia, which accounted for 23.2% of all exports by value. The second and third largest export destinations were Malaysia and China, which accounted for 12.5% and 9.9% of exports by value respectively.
- Export data for more specific categories of pumps of the type supplied by Turbo-Mech Group are as follows:
 - Between 2007 and 2009, the export value of centrifugal pumps declined at an average annual rate of 10.1%. In 2009, export value declined by 10.5% to S\$127.9 million.
 - Between 2007 and 2009, the export value of pumps with measuring devices increased at an average annual rate of 4.7%. In 2009, export value increased by 23.1% to S\$31.2 million.
 - Between 2007 and 2009, the export value of spare parts for pumps increased at an average annual rate of 2.0%. In 2009, export value increased by 2.2% to S\$385.3 million.

(Source: Ministry of Trade and Industry, Singapore)

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8 DEMAND DEPENDENCIES

- The demand for rotating equipment is dependent on user industries. The rotating equipment supplied by Turbo-Mech Group is used by the following user industries:
 - Petroleum refining industry;
 - Petrochemical industry;
 - Chemical industry;
 - Pharmaceutical industry.
- The demand dependencies of the rotating equipment industry will focus on the performance of these specific user industries in Singapore. The continuing growth in the user industries will ultimately create demand for rotating equipment.
- Between 2004 and 2008, the output value of the manufacture of refined petroleum products increased at an average annual rate of 20.8%. In 2008, output value increased by 24.6% to reach S\$59.6 billion.
- As Singapore does not produce crude petroleum, all of the crude petroleum that is used as for petroleum refining must be imported. As such, the level of crude petroleum imports provides an indication of the level of petroleum refining activity carried out in Singapore. In 2009, Singapore imported a total of 29.8 million tonnes of crude petroleum.
- Between 2004 and 2008, the output value of the manufacture of petrochemicals and petrochemical products increased at an average annual rate of 10.3%. In 2008, the output value of the manufacture of petrochemicals and petrochemical products declined by 3.1% to S\$26.7 billion.
- Between 2004 and 2008, the output value of the manufacture of chemicals and chemical products (other than petrochemicals and petrochemical products) increased at an average annual rate of 8.4%. In 2008, the output value increased by 9.2% to reach S\$6.8 billion.
- Between 2004 and 2008, the output value of the manufacture of pharmaceuticals and biological products increased at an average annual rate of 4.4%. In 2008, the output value declined by 16.9% to S\$17.2 billion.

9 COMPETITION**9.1 Nature of Competition in the Industry**

- Operators in the rotating equipment industry in Singapore face normal competitive conditions, which are similar to a free enterprise environment where there is no undue government regulations or licensing requirements, there are many operators, operators may enter and leave the industry with relative ease, and no one operator is large enough to dictate product pricing. In such an environment, the industry is also subjected to normal supply and demand conditions moderated by the price mechanism. Operators compete based on product and service differentiations, and other factors of competition.



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9.2 Factors of Competition

- As with most free enterprise environment, the factors that are used to compete and to differentiate one operator from another include the following:
 - Quality of the products and services offered;
 - Facilities recognition as authorised workshops by equipment manufacturers;
 - Extensiveness of geographic coverage;
 - Track record.

9.3 Impact of Factors of Competition on Turbo-Mech Group

- **Quality of Products and Services Offered**

The quality of products and services offered are an important consideration for industrial users, particularly those that operate in the oil and gas, petrochemical and chemical industries. Rotating equipment breakdown in these industries can result in costly plant shut-down and even hazardous industrial accidents.

Users in the oil, gas and petrochemical industries generally require rotating equipment that comply with stringent standards set by the American Petroleum Institute (API). As such, manufacturers and suppliers of equipment that do not comply with API standards are unable to compete in the oil, gas and petrochemical industries.

All of the pumps currently supplied by Turbo-Mech Group comply with API standards, and are suitable for use in the oil, gas and petrochemical industries.

- **Facilities recognition as authorised workshops by equipment manufacturers**

Some equipment manufacturers require users of their rotating equipment to engage authorised workshops to maintain or overhaul their rotating equipment. The equipment manufacturer may not recognise the warranty of rotating equipment that has been overhauled at an unauthorised workshop. In addition, equipment manufacturers also support their authorised workshops by providing technical and other assistance.

The Group's workshop in Singapore has received ISO 9001:2000 quality management system certification for the scope "Repair & overhaul of pumps and compressors". The Singapore workshop is also recognised as an authorised workshop to provide maintenance and overhaul services for rotating equipment manufactured by Nikkiso Co., Ltd, Sundyne Nikkiso Company and Shin-Nippon Machinery Co., Ltd.

Turbo-Mech Group's workshop in the Philippines is authorised to provide maintenance and overhaul services for rotating equipment manufactured by Sundyne Nikkiso Company.

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- **Extensiveness of Geographic Coverage**

Operators that have a wide geographic footprint will be better able to serve the needs of industrial users. This is particularly true of maintenance and overhaul services, as a large proportion of the service has to be provided on-site at the customer's facility.

Turbo-Mech Group has established a wide network of operations that covers a number of South East Asian countries. The Group's subsidiaries currently operate in Singapore, the Philippines, and Indonesia, while the Group's associate companies operate in Malaysia, Thailand and Brunei. The Group also has a representative office in Vietnam.

The Group currently operates workshops in Singapore and the Philippines to provide maintenance and overhaul services for its customers. One of the Group's associate companies operates a workshop in Malaysia.

- **Track Record**

Customers would normally select suppliers of industrial products and providers of maintenance and overhaul services that possess a strong track record.

Turbo-Mech Asia has been operating for approximately 10 years and has a successfully track record for after-sales maintenance and overhaul service, reliability and quality. The Group can use its track record to win new customers and expand into new markets.

9.4 Competitive Intensity

- Competition among operators in the rotating equipment industry in Singapore is based on the following observations:
 - As users in the oil and gas industry and petrochemical industry may choose to purchase rotating equipment that comply with API standards from a number of different equipment manufacturers, competition is primarily between equipment manufacturers and their representatives in Singapore.
 - Users in other industries who do not require rotating equipment that comply with stringent API standards are free to choose from a larger pool of equipment manufacturers.

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9.5 Operators in the Industry

- Equipment manufacturers of rotating equipment, including rotating equipment that complies with API standards and rotating equipment that does not comply with API standards, include the following (in alphabetical order):

Equipment Manufacturer	API Standard Rotating Equipment	Representative in Singapore
Bran+Luebbe (a brand of SPX Process Equipment)	√	Exion Asia Pte Ltd SPX Process Equipment Pte Ltd Unity Scientific Asia Pacific (Singapore Branch)
Clyde Union Ltd	√	Clyde Union Ltd Singapore representative office
EBARA Corporation	√	Ebara Engineering Singapore Pte Ltd Elliott Ebara Singapore Pte Ltd
Flowserve Corporation	√	Flowserve Pte Ltd
HERMETIC-Pumpen GmbH	√	Oakwell Engineering Limited SWTS Pte Ltd
Howden Group Ltd	√	Howden Singapore Pte Ltd
Liquiflo Equipment Company	√	Mectron Engineering Pte Ltd
Marley Engineered Products (a brand of SPX Process Equipment)	^	SPX Process Equipment Pte Ltd Stolz Engineering Pte Ltd
Milton Roy Company (A division of Hamilton Sundstrand, which is a company under United Technologies Company)	√	I M Kinetic Asia Pte Ltd Milton Roy Asia Pacific Pte Ltd
Sterling SIHI GmbH	√	SIHI Pumps (Singapore)
Sulzer Corporation	√	Sulzer Pumps Asia Pacific Pte Ltd (Sales office and Service and Repair Centre)
Standart Pompa ve Hidrofor Sistemleri	^	None
Teikoku Electric Mfg. Co., Ltd	√	Teikoku South Asia Pte Ltd
The Weir Group PLC	√	None

Note: This is a not an exhaustive list. ^ No information available.

(Source: Primary and Secondary Market Research undertaken by Vital Factor Consulting Sdn Bhd)

10 BARRIERS TO ENTRY**10.1 Technical Expertise**

- Technical skills and knowledge are required to successfully market rotating equipment to industrial users. Trained and skilled technical personnel are required to carry out maintenance and overhaul work on rotating equipment.

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- Technical expertise and knowledge are essential in providing quality service to customers, and would pose a barrier to entry for new entrants.

10.2 Track Record

- Track record forms one of the barriers to entry for new entrants. It would be difficult for a new entrant to compete in the market without a track record.
- The new entrant has to demonstrate that the rotating equipment that they supply comply with the relevant industry standards, and can meet the safety, reliability and efficiency requirements of the customer. Providers of maintenance and overhaul services have to demonstrate that they are able to accurately diagnose faults, and carry out repair and provide maintenance and overhaul services.
- In this respect, established operators with a proven track record have an advantage over new entrants.

10.3 Access to Technology

- Access to technology creates a barrier to entry for new entrants. The products offered will probably be limited unless the new entrant has access to technology, either developed in-house or through partnerships with equipment manufacturers.

11 RELIANCE ON AND VULNERABILITY TO IMPORTS

- In general, operators in the rotating equipment industry in Singapore are reliant on imports, as many of the products supplied by the industry are manufactured in other countries. In 2008 (the most recent year for which data on both domestic production and imports are available), the import value of all types of pumps totalled S\$1,102.5 million, compared to the output value of pumps manufactured in Singapore of S\$23.8 million. The export value of all types of pumps totalled S\$966.0 million in 2008.
- Thus, as most operators in the industry rely on imported rotating equipment, they are equally vulnerable to events and conditions relating to imports.

12 INDUSTRY OUTLOOK

- In general, the outlook for the rotating equipment industry in Singapore is dependent on the performance of its user industries and overseas demand for rotating equipment.
- The performance of the rotating equipment industry's user industries is summarised by the following observations:
 - In general, the petroleum refining industry in Singapore expanded between 2004 and 2008, with the output value of refined petroleum products increasing at an average annual rate of 20.8%. In 2008, the output value increased by 24.6% to reach S\$59.6 billion.


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- Singapore imported a large quantity of crude petroleum in 2009, totalling 29.1 million tonnes.
- In general, the petrochemical and chemical industries expanded between 2004 and 2008. The output value of the manufacture of petrochemicals and petrochemical products increased at an average annual rate of 10.3% between 2004 and 2008, although output value declined by 3.1% in 2008 to S\$26.7 billion. Between 2004 and 2008, the output value of the manufacture of chemicals and chemical products increased at an average annual rate of 8.4%, with output value increasing by 9.2% in 2008 to S\$6.8 billion.
- Although the pharmaceutical industry's output declined in 2008, its value was higher than it was in 2004 due to growth during the preceding years. Between 2004 and 2008, the output value of the manufacture of pharmaceuticals and biological products increased at an average annual rate of 4.4%. However, the output value of the manufacture of pharmaceuticals and biological products declined by 16.9% in 2008 to S\$17.2 billion.
- The large size of the overall oil, gas and petrochemical industries in Singapore would contribute positively to the outlook of the rotating equipment industry that focuses on the oil, gas, petrochemical and chemical industries.
- In general, overseas demand for pumps has been encouraging. In 2009, the export (including re-exports) value of all types of pumps totalled S\$855.7 million.
- Short-term growth may be encouraged by the improving prospects of the economy as a whole as the global economy emerges from the global financial crisis. Singapore's real GDP is estimated to have contracted by 2.1% in 2009. There was some growth momentum during the first three quarters of 2009, with real GDP increasing from quarter to quarter. However, real GDP for each quarter was lower than the corresponding period in 2008. As at the first half of March 2010, the global market price of crude oil is approximately USD80 per barrel, which should help sustain the development of the oil and gas industry.
- In the medium-term, growth of the rotating equipment industry will be affected by the global economic outlook moving forward. The International Monetary Fund forecasts that the global economy will grow at a real rate of 3.1% in 2010 and 4.2% in 2011, which is significantly better than the real growth rate of 3.0% recorded in 2008, and the contraction of 1.1% expected for 2009 (Source: *International Monetary Fund*). The growth of the global economy should improve the prospects of the rotating equipment industry in Singapore by stimulating its user industries.



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13 THREATS AND RISKS ANALYSIS

13.1 Sustained Fall in the Market Price of Hydrocarbons

- Hydrocarbons, including crude petroleum and natural gas, are internationally traded commodities whose price fluctuates with the constant interaction between supply and demand for hydrocarbons. Factors such as geopolitical factors and unforeseen supply disruptions may also influence the market price of hydrocarbons.
- Activities in the oil, gas and petrochemical industries are, to some degree, affected by fluctuations in the market price of hydrocarbons. Activities tend to increase during periods of sustained high hydrocarbon prices, and decline during periods of sustained low hydrocarbon prices.
- There is a risk that sustained lower price of hydrocarbons will negatively affect activities in the oil and gas exploration and production, petroleum refining industry, and petrochemical industries, leading to lower demand for rotating equipment.

Mitigating Factor

- The Organization of Petroleum Exporting Countries (OPEC) has some influence on the price of hydrocarbons through their control of a sizable proportion of the world's production capacity and reserves. Although the influence of OPEC over the market price of hydrocarbons is not absolute, OPEC has a vested interest in ensuring that hydrocarbon prices do not collapse, and as such are likely to actively attempt to sustain hydrocarbon prices at an 'acceptable' level.

13.2 Global Financial Crisis

- A prolonged and/or widespread economic downturn such as the current global financial crisis may negatively affect Singapore and other countries. This slowdown in the global and local economies may affect the demand for the products produced by the oil, gas, petrochemical, chemical and other manufacturing industries, which in turn may reduce demand for the rotating equipment industry.

Mitigating Factor

- Although demand for new rotating equipment may be negatively affected by an economic downturn, it is likely that demand for maintenance and overhaul services will be more resilient. Industrial users have to maintain and periodically overhaul their rotating equipment to maintain them in proper running order. Demand for maintenance and overhaul services may even increase as industrial users keep older rotating equipment in service to defer purchases of new rotating equipment.



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13.3 Dependency on Equipment Manufacturers

- In general, operators in the rotating equipment industry in Singapore are dependent on their equipment manufacturers to the extent that they rely on the equipment manufacturers for the supply of rotating equipment, spare parts and technical support. Any disruption or break in the relationship with their equipment manufacturers has a negative impact on their ability to supply rotating equipment and maintenance and repair services to their clients.
- It may be difficult for operators in the rotating equipment industry to engage with alternative equipment manufacturers should there be a disruption.

Mitigating Factors

- The stability and robustness of strategic partnerships can be enhanced through equity participation, for example through a joint venture.
- In addition, there should generally be a lower probability of disruption affecting long-standing strategic relationships.

14 AREAS OF GROWTH AND OPPORTUNITY

14.1 Product Diversification

- Product diversification presents opportunities for operators to enlarge their customer base and more importantly, enable them to reduce the risk of being overly dependent on a narrow range of products and services.
- Operators who supply a diverse range of rotating equipment as well as maintenance and overhaul services are in a stronger position to sustain their businesses during an economic slowdown.
- Suppliers of rotating equipment may diversify into selling other types of industrial products, such as turbines, engines, industrial cooling systems, furnaces, burners and industrial ovens.

14.2 Export Markets

- Operators in the rotating equipment industry based in Singapore can take advantage of the country's central location and developed logistics infrastructure to serve the needs of industrial users in the South East Asian region.

14.3 Singapore Market

- Singapore has a large and developed petroleum refining industry, which creates opportunities for suppliers of rotating equipment. The large size of the petroleum refining industry in Singapore suggests that there is an existing large installed base of rotating equipment, which creates opportunities for providers of maintenance and overhaul services. This is particularly true of operators whose workshops have received quality management system certification, and which are recognised as authorised workshops by equipment manufacturers.



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14.4 Sustained High Price of Hydrocarbons

- The expectation that high market price for hydrocarbons can be sustained should encourage the oil and gas industry to expand hydrocarbon exploration, production and refining activities, as well as activity in the petrochemical industry.
- This may, in turn, increase demand for new rotating equipment to develop new facilities. The expansion of the rotating equipment installed base should help increase current and future demand for maintenance and overhaul services.

15 DRIVERS OF GROWTH

- Some of the drivers of growth for the rotating equipment industry are as follows:
 - **Market price of hydrocarbons sustained at a high level:** Sustained high market price for hydrocarbons is likely to encourage oil and gas industry activity, including exploration and production. High market price for hydrocarbons also indicates that there is demand for refined petroleum products, which should drive petroleum refining. These factors should create demand for rotating equipment in the oil and gas industry.
 - **Economic Growth and Demand from End-user Industries:** General economic growth as well as demand from end-user industries should create demand for the rotating equipment industry. For example, the oil and gas industry utilises rotating equipment on oil and gas platforms, and in petroleum refineries. The demand from end-user industries will, in turn, create demand for the rotating equipment industry, including demand for the supply of new equipment and spare parts, and the provision of maintenance and overhaul services to maintain existing equipment.
 - **Growth of the Oil and Gas Industry:** The growth of the oil and gas industry, particularly in petroleum refining, will drive demand for the rotating equipment industry. Petroleum refining activities will create demand for pumps, compressors, industrial cooling fans and other equipment, as well as for spare parts and maintenance and overhaul services.

11. INDEPENDENT MARKET RESEARCH REPORT (Cont'd)


VITAL FACTOR CONSULTING

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16 CRITICAL SUCCESS FACTORS

The critical success factors for operators in the rotating equipment industry include the following:

- Relationship with Equipment Manufacturers:** Operators in the rotating equipment industry that do not manufacture their own rotating equipment have to maintain a good working relationship with equipment manufacturers to ensure that they have a continuous supply of equipment, spare parts and on-going technical support. Any disruption in the relationship with equipment manufacturers will disrupt their ability to serve their industrial customers.
- Product and Service Quality:** To ensure business sustainability, operators in the rotating equipment industry must continuously supply rotating equipment that meet with the relevant industry standards and customer requirements, particularly to users operating in the oil, gas and petrochemical industries. Providers of maintenance and overhaul services who operate authorised workshops must continue to meet the standards set by equipment manufacturers in order to maintain the authorised status of their workshops.
- Established Track Record:** As rotating equipment is used in the oil, gas and petrochemical industries, operators have to demonstrate that the rotating equipment that they supply comply with industry standards and have been proven to meet customer expectations. It is important that customers are provided with some assurance of the quality of the products and services. As a result, possessing a reputable track record is required to continually secure new sales orders.

17 MARKET SIZE AND SHARE

- In 2009, the market size based on apparent consumption for all types of pumps in Singapore is estimated at **S\$200 million** (Source: Vital Factor Consulting Sdn Bhd)

Note: Apparent consumption is production plus imports less exports. The latest available statistics for production in Singapore is S\$23.8 million in 2008. Assuming production for 2009 is equal to 2008, apparent consumption for 2009 = S\$23.8 million (production) + S\$1,029.5 million (imports) – S\$855.7 million (exports) = S\$197.6 million, which is rounded to S\$200 million

- In 2009, Turbo-Mech Group's market share based on apparent consumption of all types of pumps in Singapore is estimated at **7%** (Source: Vital Factor Consulting Sdn Bhd).

Note: For the financial year ended 31 December 2009, Turbo-Mech Group's revenue derived from the sales of pumps to customers in Singapore amounted to S\$13.6 million. Thus, Turbo-Mech Group's market share = S\$13.6 million (revenue from pumps to customers in Singapore)/S\$200 million (market size for pumps) = 7%.



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

Yours sincerely

Wooi Tan
Managing Director

12. EXPERTS' REPORT (LEGAL OPINION)
(Prepared for inclusion in the Prospectus)

citilegal

CitiLegal LLC
Lawyers
Notaries Public
Commissioners for Oaths

Your Ref :
Our Ref : AC/CYL/f/09.07.244
Date : **01 APR** 2010

Head Office:
150 Cecil Street #15-01
Singapore (069543)
Tel : (65) 6333 1611
Fax: (65) 6338 6277
(Not for service of court documents)
www.citi-legal.com

The Board of Directors
Turbo-Mech Berhad
39-4, Jalan PJU 1/41,
Block D1,
Dataran Prima
47301 Petaling Jaya
Selangor Darul Ehsan

BY COURIER

Dear Sirs

LEGAL OPINION ON PREVAILING REGULATIONS ON THE REPATRIATION OF CAPITAL, REMITTANCE OF PROFITS AND THE RELEVANT LAWS AND REGULATIONS IN SINGAPORE

1. INTRODUCTION

We are a Singapore law corporation qualified to practise in the Republic of Singapore. This opinion is furnished to Turbo-Mech Berhad ("TMB"), the parent company of Turbo-Mech Asia Pte. Ltd. (the "Company"), at the request of the Company.

This opinion has been prepared for the purposes of inclusion in the prospectus of TMB in connection with its proposed listing on the Main Market of Bursa Malaysia Securities Berhad.

2. DOCUMENTS EXAMINED

For the purposes of this opinion:-

2.1 we have been provided with and examined the following documents (the "Documents"):-

(a) copies of the following corporate secretarial records of the Company:-

- Register of Charges;
- Register of Directors' Interests;
- Registers of Directors, Managers, Secretaries and Auditors;
- Minute Books;
- Register of Transfers;
- Register of Applications and Allotment of Shares;

(b) copies of the following documents:-

- certificate of incorporation and certificate of incorporation on change of name of the Company;
- memorandum and articles of association of the Company ("M&AA"); and

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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Turbo-Mech Berhad

(c) such other documents and records as we have deemed necessary to examine in order that we may render this opinion,

(the documents referred to in this paragraph 2.1 are hereafter collectively referred to as the "Records"); and

2.2 we have conducted an instant information search against the Company with the Accounting & Corporate Regulatory Authority of Singapore ("ACRA") via electronic search on 23 March 2010 ("ACRA Search").

3. ASSUMPTIONS

3.1 In giving our opinion, we have assumed:-

- (a) that all facts stated in the Records are accurate, true and complete and are not misleading due to any omission, whether wilful or otherwise, of any material fact, both as at the date it is stated to be given and continues to be so as of the date hereof;
- (b) the genuineness of all signatures, seals, chops, duty stamp or marking on all documents examined, and that each signature on behalf of each party thereto is that of a person duly authorised to execute the same, the authenticity and completeness of all documents submitted to us whether as originals or copies, and the conformity to originals of all documents supplied to us as photocopies or facsimile copies;
- (c) that no steps have been taken by ACRA to strike off or deregister the Company;
- (d) that there has not been since the date of our review any change in circumstances, event, arrangement, transaction or other matter affecting or potentially affecting the accuracy and validity of the Records;
- (e) that the copies of the resolutions of the Company that we have inspected are full and accurate records of resolutions duly and properly passed and that the resolutions have not been amended or rescinded and are in full force and effect and no other resolutions or action had been taken which would affect the validity of such resolutions;
- (f) that the copies of documents inspected conform to the originals and that no amendments or variations have been made to them since our inspection of the same;
- (g) that the copies of the M&AA are the most recent and up to date memorandum and articles of association of the Company and that no alteration has been made to the same since the inspection of the copies thereof;
- (h) that the information disclosed by the ACRA Search has since not been altered and that it did not omit any information which has been delivered for filing and registration but was not disclosed or, as the case may be, did not appear on the public file at the time of our search. In this context it should be noted that the information contained in the search pertains only to Singapore and not in respect of any other jurisdiction, and further that the accuracy of our search depends upon due filing of documents by the Company or third parties obliged to file the same;

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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- (i) that all filings of documents were carried out on time;
- (j) that all actions taken by the directors of the Company were in the best interests of the Company and were legal in all relevant jurisdictions. Further more, that no interest of any shareholders of the Company were prejudiced as a result of any previous proceedings of the Company;
- (k) that none of the directors of the Company have been disqualified or restrained from acting as directors of a company under the Companies Act (Singapore Statutes, Cap. 50) and none of them have done any act which may lead to their office being vacated under the articles of association of the Company, where applicable;
- (l) that the members as registered in the register of members are the beneficial owners of such shares and have not charged or created any encumbrances on their shares in the Company; and
- (m) all allotments of shares in the Company which were for cash have been validly paid for and that any allotments for non-cash consideration have been validly performed or received in full by the Company.

4. OPINION

On the basis of and subject to (i) the foregoing assumptions and (ii) the reservations and qualifications set forth below, we set forth the results of our review and examination for the period up to 31 December 2009 (except for paragraph 4.1, which covers the period up to 15 March 2010).

4.1 Incorporation and share capital

- (a) The Company is a private company limited by shares duly incorporated on 21 January 1989 (Company Registration Number: 198900264Z) in Singapore.
- (b) The Company's corporate particulars are set out below:-
 - (i) Class of Shares
One class of ordinary shares.
 - (ii) Issued and paid up capital
S\$8,000,000
 - (iii) Member

Member	Number of shares held	% Held (%)
Turbo-Mech Berhad	8,000,000	100

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(iv) Directors

The directors of the Company are:

Name	Date of Appointment
Gan Ching Lai	26 January 1999
Lai Yew Fong	21 June 1999
Gan Kok Ten	30 May 2003

(v) Secretary

The secretary of the Company is Foo Soon Soo appointed on 29 March 2005.

(vi) Auditors

The auditors of the Company are Ernst & Young LLP appointed on 4 January 2008.

(vii) Registered Office

The registered office of the Company is situated at 61 Ubi Crescent, Singapore (408598).

(viii) Principal Business

The principal activities of the Company as reflected in the ACRA Search are:-

“General wholesale trade (including general importers and exporters)

Wholesale on a fee or contract basis (eg. commission agents).”

4.2 Constitutional Documents

The Company was incorporated in Singapore under the Companies Act and its constitution is set out in the M&AA.

4.3 Singapore Taxation**(a) Scope of Tax and Tax Rates**

- (i) Corporate taxpayers are generally subject to Singapore income tax on all Singapore sourced income, and on foreign sourced income received or deemed received in Singapore (unless specifically exempted).

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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The corporate tax rate in Singapore is 17% from the year of assessment 2010 onwards. 75% of up to the first S\$10,000, and 50% of the next S\$90,000 of a company's normal chargeable income is exempt from corporate tax. The remaining chargeable income will be taxed at a tax rate of 17%.

- (ii) In general, the personal income of individuals is subject to Singapore income tax only if it is Singapore sourced.

Singapore tax resident individuals are subject to tax based on a progressive scale. The top personal tax rate is 20%. For year of assessment 2009, a personal income tax rebate of 20%, up to a maximum of S\$2000, is also granted.

- (iii) Property tax is payable on all immovable properties.

For non-residential properties, the current tax rate is 10% of their annual value.

- (iv) Goods and services tax ("GST") is levied on the import of goods, and the supplies of most goods and services (unless zero rated or specifically exempted).

Businesses with turnover exceeding S\$1,000,000 a year must register for GST and must charge and account for GST at the prevailing rate, currently 7%.

- (v) Stamp duty is payable on executed documents relating to properties or interest in properties and shares and interest in shares.

The types of documents subject to stamp duty and the rates of tax is specified in the Schedules to the Stamp Duties Act (Singapore Statutes, Cap. 312).

(b) Dividend Distribution

- (i) Singapore does not impose withholding tax on dividends paid to Singapore resident or non-Singapore resident shareholders.
- (ii) Singapore currently operates a one-tier corporate tax system. Under this system, the corporate tax payable by a company would constitute a final tax and the company may pay tax exempt (one-tier) dividends to its shareholders subject to the provisions of the Companies Act and its memorandum and articles of association relating to dividend payment.

(c) Capital Gains Tax

Singapore does not impose tax on capital gains. Thus, any gains derived from the disposal of the Company's shares acquired for long term investment will not be taxable in Singapore. On the other hand, where a taxpayer is deemed by the Inland Revenue Authority of Singapore to be carrying on a trade or business of dealing in shares in Singapore, gains from disposal of shares are of an income nature (rather than capital gains) and thus subject to Singapore income tax.

(d) Stamp Duty on Shares

- (i) No stamp duty is payable on the allotment and issuance of new shares in the capital of the Company.
- (ii) Stamp duty is payable on an instrument of transfer of the Company's shares at the rate of S\$0.20 for every S\$100 or part thereof of the consideration for the transfer, or the market value of the Company's shares, whichever is the higher. The transferee is liable for stamp duty, unless otherwise agreed.

4.4 **Exchange Control / Repatriation of Capital, Profits and Dividends**

In Singapore, there are no governmental laws, decrees, regulations or other legislation that may affect the following:-

- (a) the import or export of capital, including the availability of cash and cash equivalents for use by the Company; and
- (b) the remittance of dividends, interest or other payments to non-residential holders of the Company's shares.

4.5 **Distributions and Dividends**

The Company may, in general meeting or by resolution of its members by written means, declare final dividends but no such dividends shall exceed the amount recommended by the directors of the Company.

The Company may, by board resolution, declare and pay such interim dividends as appear to the directors to be justified by the profits of the Company.

No dividends, whether interim or final, shall be paid except out of profits of the Company.

4.6 **Purchase by the Company of its own shares**

The Companies Act permits a Singapore incorporated company to, subject to the provisions of the Act, purchase or acquire its own shares if expressly permitted to do so by its articles of association.

The articles of association of the Company does not expressly permit the Company to purchase its own shares.

4.7 **Alteration of Share Capital**

- (a) The Companies Act permits a Singapore incorporated company, if so authorized by its articles, to alter its share capital in a general meeting in any one of the following ways:-

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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- (i) consolidate and divide all or any of its share capital;
 - (ii) convert all or any of its paid-up shares into stock and reconvert that stock into paid-up shares;
 - (iii) subdivide its shares or any of them;
 - (iv) cancel the number of shares which 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 number of shares so cancelled.
- (b) The Companies Act also permits a Singapore incorporated company to reduce its share capital by:-
- (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up;
 - (ii) cancelling any paid-up capital which is lost or unrepresented by available assets;
 - (iii) returning to shareholders any paid-up share capital which is more than it needs,
- subject to the procedures and requirements of the Companies Act.

4.8 Appointment of Directors

- (a) A director of the Company is not required to hold any shares in the Company.
- (b) The articles of association of the Company provide that:-
 - (i) at every annual general meeting of the Company, one-third of the directors for the time being or the nearest one-third shall retire from office;
 - (ii) a retiring director shall be eligible for re-election to the board;
 - (iii) the Company may from time to time by ordinary resolution increase or reduce the number of directors and may also determine in what rotation the increased or reduced number is to go out of office;
 - (iv) the directors of the Company shall have power at any time to appoint a person to be a director, either to fill a casual vacancy or as an addition to the existing directors. Any director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election; and
 - (v) the Company may by ordinary resolution remove any director before the expiration of his period of office and may appoint another person in his stead.

4.9 Duties of Directors of the Company

- (a) The Companies Act provides that a director of a Singapore incorporated company shall:-

South Bridge Office: 34B South Bridge Road Nguang Building Singapore 058668
Tel: (65) 65333618 Fax: (65) 65344044
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- (i) at all times act honestly and use reasonable diligence in the discharge of the duties of his office;
- (ii) not make improper use of any information acquired by virtue of this position as an officer of the company to gain, directly or indirectly, an advantage for himself or for any other person to cause detriment to the company;
- (iii) observe the rules and regulations on company administration that are set out in the Companies Act. The directors have specific duties on company administration that are set out in the Companies Act. The following are examples of such duties (the list is not exhaustive):-
- the duty to hold an annual general meeting;
 - the duty to submit an annual return;
 - the duty to maintain proper accounts and to submit accounts for an annual audit (if applicable);
 - not to pay out any dividends except out of profits; and
 - the duty to declare any interest in shares of the company or its related companies.
- (b) Common law imposes fiduciary duties on a director, including the duty to act honestly in the company's interest and to avoid conflicts of interest.

4.10 Conduct of Meetings and Proceedings of the Company

- (a) The articles of association of the Company stipulate that the Company shall hold an annual general meeting in accordance with the provisions of the Companies Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- (b) The Companies Act stipulates that annual general meetings, unless dispensed with in accordance with its provisions, shall be held once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- (c) The articles of the Company stipulate that any director may whenever he thinks fit convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on such requisition or in default, may be convened by such requisitionists, as provided in the Companies Act.
- (d) The articles of the Company stipulate that no business shall be transacted at any general meeting unless a quorum of member is present when the meeting proceeds to business, and continues to be present until the conclusion of the meeting. Two members present in person shall be a quorum. One person attending both as a member and a proxy or corporate representative shall not constitute a quorum.

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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4.11 Loans to Directors

Subject to the exceptions permitted under the Companies Act, the Act prohibits a Singapore incorporated company from making any loan to a director of the company or of a company which by virtue of section 6 of the Act is deemed to be related to that company, or enter into any guarantee or provide any security in connection with a loan to such a director by any other person.

4.12 Members' Rights

- (a) A member of the Company has a statutory right to have the provisions of the M&AA observed by every other member of the Company. He is also entitled to inspect the statutory registers of the Company and the minute books of the Company's general and board meetings.
- (b) A member of the Company has a right, under the Companies Act, to attend, speak and vote in any general meeting, in person or by proxy.
- (c) The articles of association of the Company stipulate that in a general meeting:-
- (i) a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by: (i.i) the chairman of the meeting, (i.ii) at least two members present in person or by proxy, (i.iii) any member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting, or (i.iv) a member or members holding shares in the company conferring a right to vote at the meeting being shares on which the aggregate sum has been paid up equal to not less than one-tenth of the total paid up on all the shares conferring that right; and
- (ii) subject to any rights or restrictions for the time being attached to any shares, at meetings of members, each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or representative of a member shall have one vote, and on a poll every member present in person or by proxy or attorney or other duly authorized representative shall have one vote for each share he holds.
- (d) The Companies Act permit the passing of members' resolutions by written means, in accordance with and subject to the provisions thereof.

4.13 Protection of Minorities

- (a) Section 216 of the Companies Act allows a member of a Singapore incorporated company to petition for reliefs in specified cases of oppression or injustice. Any member of a company may apply to the court for an order under Section 216 on the ground:-
- (i) that the affairs of the company are being conducted or the powers of the directors are being exercised in a manner oppressive to one or more of the members including himself or in disregard of his or their interests as members or shareholders of the company; or

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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- (ii) that some act of the company has been done or is threatened or that some resolution of the members or any class of them has been passed or is proposed which unfairly discriminates against or is otherwise prejudicial to one or more of the members (including himself).
- (b) If on such application to the court, it is of the opinion that either of such grounds referred to in paragraph 4.13(a) above is established, the court may, with a view to bringing to an end or remedying the matters complained of, make such order as it thinks fit including (but not limited to):-
- (i) directing or prohibiting any act or cancelling or varying any transaction or resolution;
- (ii) regulating the conduct of the affairs of the company in the future;
- (iii) authorising civil proceedings to be brought in the name of or on behalf of the company by such person or persons and on such terms as the court may direct;
- (iv) providing for the purchase of the shares of the company by other members of the company or by the company itself;
- (v) in the case of a purchase of shares by the company provide for a reduction accordingly of the company's capital; and
- (vi) providing that the company be wound up.

4.14 **Filing/Keeping and Inspection of Records**

The Companies Act prescribes that the Company must maintain certain registers. These include (but are not limited to) the register of members, register of directors, managers, secretaries and auditors, register of directors' shareholdings and register of charges. Statutory registers are required to be kept at the registered office of the Company or such other place as the directors think fit and shall at all times be open to inspection in the manner prescribed by the Act.

4.15 **Winding Up**

- (a) There are generally two modes of winding up, namely voluntary winding up (whether it be a members' voluntary winding up or a creditors' voluntary winding up) and winding up by the Singapore courts. In the former, a resolution of members must be passed while in the latter, a winding up petition is presented to the court by a party entitled to do so under the Companies Act.
- (b) In a voluntary winding up, where directors make a declaration of solvency in accordance with the provisions of the Companies Act, the winding up proceeds as a members' voluntary winding up and if they do not, it proceeds as a creditors' voluntary winding up. In a winding up by the courts, the petition must be based on one of the grounds set out in Section 254 of the Companies Act, the most common ground cited being a company is unable to pay its debts.

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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- (c) Subject to the payment of secured debts and certain statutory debts (such as the costs of the winding up and the wages of employees) which have priority of payment, a company's property will be applied pro-ratedly to satisfy all its unsecured liabilities upon winding up. Any surplus will be distributed to members in accordance with their rights and interests in the company and in accordance with the provisions of its articles of association.

4.16 **Enforcement of Judgments**

- (a) In respect of civil actions, the High Court of Singapore will give effect to and enforce any judgment obtained in the superior courts of Malaysia if the judgment is registrable and duly registered under the Reciprocal Enforcement of Commonwealth Judgments Act (Singapore Statutes, Cap. 264) and such registration has not been set aside.
- (b) In respect of criminal actions, the Extradition Act (Singapore Statutes, Cap. 103) allows extradition of individuals to and from Malaysia subject to the provisions therein prescribed.

5. **QUALIFICATIONS**

5.1 **Basis of opinion.** Our opinion relates solely to Singapore law as applied by the Courts of Singapore at the date of this opinion. We express no opinion on the laws of any other jurisdiction and have made no investigation on the laws of any jurisdiction. In particular, we express no opinion on the laws of Malaysia and have made no investigation of such laws.

5.2 **Subject Matter of opinion.** This opinion addresses exclusively the matters stated herein and is strictly limited to the matters stated herein and is not to be read as extending to any other documents or matters. We express no view with respect to any other matter and are under no obligation to advise you on any matters that may occur after the date of this opinion which would render the views expressed herein no longer applicable. The general statements made under paragraph 4 are not and shall not be construed as an exhaustive or comprehensive statement of the law in that regard and may be subject to, varied or qualified by other rules or regulations not mentioned therein.

5.3 **Benefit of opinion.** This opinion has been prepared solely for the purposes of inclusion in the prospectus in connection with the proposed listing of TMB on the Main Market of Bursa Malaysia Securities Berhad, and is not to be transmitted or disclosed to or used or relied upon by any other person or used or relied upon by you for any other purposes save as set out above, except with our prior written consent.

5.4 **Condition of opinion.** This opinion is rendered as at the date set forth above, and we disclaim any obligation to update this opinion after this date. This opinion is given on the condition that the opinion itself is governed by Singapore law and that any condition precedent based on the opinion is subject to the exclusive jurisdiction of the Singapore courts.

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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5.5 **Documents not examined.** For the purposes of this opinion, we have not examined or reviewed any contracts, instruments and other documents that may have been entered into by or which may affect this opinion, other than those specified in paragraph 2 above; nor have we made any other enquiries or investigations of the Company, apart from the enquiries and searches referred to in paragraph 2. Accordingly, our opinion is subject to there not being anything contained in any document not reviewed by us that may require us to vary or amend this opinion.

Yours faithfully



Chan Yuen Leng
Director
CitiLegal LLC



Unit 2 GF Chemphil Bldg.
851 A. Amaiz Avenue
Makati City 1223 Philippines
Tel: (632) 812-6561; 813-6820
893-5553; 812-5445
Fax: (632) 888-4290; 893-7955
Email: mail@hechanova.com.ph
editharh@info.com.ph
editharh@pacific.net.ph
Website: www.hechanova.ph
www.hechanova.com.ph

HECHANOVA BUGAY & VILCHEZ

Lawyers

passion for service...

...service with integrity

30 MAR 2010

Turbo-Mech Berhad
39-4, Jalan PJU 1/41
Dataran Prima
47301 Petaling Jaya
Selangor Darul Ehsan

Re: Legal Opinion on Governmental Law, Decree, and Regulations affecting Repatriation of Capital and Remittance of Profits in Philippines to Singapore

Dear Sirs:

1. We have been requested by **Turbo-Mech Berhad**, (TMB) a company seeking a listing on the Main Market of Bursa Malaysia Securities Berhad, to provide a legal opinion in respect of governmental law, decree, regulation or other requirement which may affect the repatriation of capital and the remittance of profits from a company operating in the Philippines, **Rotodyne Phlls. Inc.**, to its shareholder, **Turbo-Mech Asla Pte Ltd.**, (TMA) a company incorporated and based in Singapore.
2. For purposes of this opinion we have examined the relevant laws and regulation applicable on the issues including but not limited to the Corporation Code of the Philippines, Republic Act No. 7042, otherwise known as "The Foreign Investments Act of 1991", as amended., Republic Act No. 8424, otherwise known as "Tax Reform Act of 1997" and the RP-Singapore Tax Treaty.
3. A brief background of the corporations involved are as follows:

3.1 **Rotodyne Phlls. Inc.** (hereinafter "RTP") was incorporated on August 6, 1998 as a domestic market enterprise under the Foreign Investment Act of 1991 or Republic Act No. 7042 as amended by Republic Act No. 8179, with 99.95% foreign equity held by Turbo-Mech Asia Pte Ltd., ("TMA") a Singaporean company. Under the said Act, a domestic market enterprise refers to an enterprise which produces goods for sale or renders services to the domestic market entirely or if exporting a portion of its output fails to consistently export at least 60% thereof (Sec. 3f). Non-Philippine nationals such as TMA may own up to 100% of the domestic market enterprise unless foreign ownership therein is prohibited by the

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12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

Constitution, existing law or the Foreign Investment Negative List under Section 8 of said Act (Sec. 7). Under List B, small and medium sized domestic market enterprises with paid-in equity capital less than the equivalent of two hundred thousand US dollars (US\$200,000.00) are reserved for Philippine nationals (Sec. 8). So that if the paid in equity capital is US\$200,000.00 or more, foreigners can own 100% of the domestic market enterprise, except in areas included in the negative list. The Articles of Incorporation of RTP shows that its primary purpose is: "To engage in, conduct, and carry on the business of importing, trading, distributing, and marketing at wholesale, insofar as may be permitted by law, of all kinds of goods, commodities, wares, and merchandise of every kind and description, including but not limited to industrial products for the oil, gas and power industries; to enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale and other disposition for its own account as principal or in representative capacity as manufacturer's representative, merchandise broker, inventor, commission merchant factors or agents, upon consignment of all kinds of goods, wares, merchandise or products whether natural or artificial."

3.2. We assume that **TMA's** investment in the Philippines is limited to its direct equity investment in RTP. Since RTP is a separate domestic corporation, TMA would properly be classified, for the purpose of registration, regulation and taxation, as a non-resident foreign corporation. A non-resident foreign corporation is not engaged in trade or business in the Philippines (Article 28(B), National Internal Revenue Code). The phrase "doing business" shall not be deemed to include mere investment as a shareholder by a foreign entity in a domestic corporation duly registered to do business and/or the exercise of rights as such investor, nor having a nominee director or officer to represent its interest in such corporation, nor appointing a representative or distributor domiciled in the Philippines which transact business in its own name and for its own account (Sec. 3d of RA 7042). Foreign corporations are subject to tax only on income generated from sources or activities performed within the Philippines. (Articles 27 & 28, National Internal Revenue Code). TMA cannot also be classified as having a "Permanent Establishment" in RTP, as defined in the Philippine-Singapore Tax Treaty, that would allow it to avail of preferential income tax rates under the said treaty (Article 5, Philippine Singapore Tax Treaty). Under said article, a Singapore resident is deemed to have a "Permanent Establishment" in the Philippines if it has a fixed place of business in the Philippines through which it engages in trade or business such as a seat of management, branch, office, store or other sales outlet, factory, workshop, warehouse in relation to a person providing storage facilities for others, mine, quarry, construction or assembly project or installation project or supervisory activities (if it continues for a period more than 183 days), and furnishing of services through employees or other personnel (if the activities continue for a period aggregating more than 183 days). The presence of a subsidiary in the Philippines such as RTP does not constitute a "Permanent Establishment" under the treaty, even if TMA owns 99.95% of RTP

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

4. Based on the relevant laws and regulations applicable to the subject matter at hand, we are of the opinion as follows:

4.1 General Principles on Transfer and Repatriation of Capital and Profits:

4.1.1 Pursuant to the Foreign Investments Act of 1991, as amended, foreign investors are entitled to transfer and repatriate capital, profits, interests and dividends in foreign currency.

4.1.2 We assume that the equity investment in RTP by TMA came in the form of foreign exchange actually transferred to the Philippines, to RTP, and registered with the Bangko Sentral ng Pilipinas (BSP). As a general policy, the BSP supports the country's policy to encourage inward foreign investments. The said investments *need not be registered* with the BSP unless the foreign exchange needed to service the repatriation of capital and the remittance of dividends, profits and earnings which accrue thereon shall be purchased from Authorized Agent Banks (AABs) or AAB-forex corps. (*Section 32, CBP Circ. No. 1318, Series of 1992*).

4.1.3 However, only foreign inward investments *registered* with BSP are entitled to capital repatriation or dividend/profit remittances *using foreign exchange sourced/purchased from the local banking system*. BSP rules and regulations covering procedures for registration of foreign investments shall be observed.

4.2. Repatriation of Capital and Profits of a Company:

4.2.1 Under Philippine Laws, repatriation of capital by RTP to TMA is possible only in the following circumstances:

- a) In case of non-dissolution of the corporation, when the stockholder exercises his right to withdraw and to appraisal of his stocks:

The Corporation Code of the Philippines enumerates circumstances under which stockholders may exercise their right of withdrawal and have their shares of stocks appraised: (a) in case of dissent from the action taken by the majority of the stockholders (*Section 81*) (b) in case of amendment of "any provision or matter stated in the articles of corporation" (*Section 16 & 37*) (c) In case of investment of corporate funds in any other corporation or business or for any purpose other than the primary purpose (*Section 42*).

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

The exercise of such right is subject to the condition that the corporation has unrestricted retained earnings. (Section 82).

b) In case of dissolution of the corporation:

The assets of a dissolved and liquidated corporation shall belong to the stockholders of the corporation. However, the corporate debts must be first paid and its obligations discharged before the proceeds obtained may be distributed. (Section 122 of the Corporation Code of the Philippines).

4.2.2 The repatriation of profits of RTP to the shareholders may only be made by way of dividends declaration by the Board of Directors of a corporation, through a board resolution (Section 45 of the Corporation Code).

4.2.3. In order to determine as to whether the Company makes profits, the Company must prepare an annual accounts which consist of annual balance sheet and the profits and loss statements.

4.2.4 Declaration of dividends is discretionary upon the Board of Directors. The task of examining the financial situation, prospects and needs of the corporation is given to the Board of Directors. The mere fact that there is a report of a substantial surplus or large profits out of which dividends might lawfully be declared, it is not by itself a sufficient ground to compel the directors to declare dividends since the Board has the discretion to use the corporate resources to expand business and to establish various reserves if they consider it to the interest of the corporation to do so.

4.3. Repatriation and Remittance Privileges of Registered Foreign Investments:

4.3.1 Inward foreign investments duly registered with the BSP or with a custodian bank duly designated by the foreign investor, shall be entitled to full and immediate repatriation of capital and remittance of dividends, profits and earnings using foreign exchange purchased from Authorized Agent Banks (AABs) and Authorized Agent Banks- Foreign Exchange Corporations (AAB-forex corps).

4.3.2 AABs and AAB-forex corps are authorized to sell and to remit the equivalent foreign exchange representing sales/divestments proceeds or dividends, profits or earnings

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

of duly registered foreign investments in accordance with the procedures outlined in Appendix 11 of BSP Manual.

- 4.3.3.** For sale of foreign exchange by AABs and AAB-forex corps, regardless of amount, for repatriation of capital and remittance of profits/dividends/earnings from foreign investments, the documents listed in Items C.1 and C.2 of Appendix 1 of BSP Manual which is defined below, together with the application to purchase foreign exchange, shall be required. (*Section 40, CBP Circ. No. 1318 of 1992*).
- 4.3.4** The repatriation of sales/divestments proceeds, including remittance of dividends/profits/earnings which accrued to duly BSP-registered foreign investments, may be effected by AABs without prior BSP approval upon presentation of the original BSRD together with the supporting documents under Item C.1 and C.2 of Appendix 1 of the BSP Manual.
- 4.3.5** Whenever the repatriation/remittance shall be effected through an AAB other than the custodian bank or the selling transaction was made through a stock broker other than the custodian broker, the custodian bank/broker, upon request from the remitting bank or selling broker, shall issue a BSRD Letter Advice authorizing the latter to use fully or in part the remaining shares covered by the pertinent BSRD. The remitting AAB shall only effect the remittance upon presentation of the supporting documents under Item C.1 and C.2 of Appendix 1 of the BSP Manual.
- 4.3.6** The documents required, all originals except as indicated, as listed in Item C.1 and C.2 of Appendix 1 of the BSP Manual are:
- a. BSRD;
 - b. photocopy of Proof of Sale or relevant documents showing the amount to be repatriated; in case of dissolution/capital reduction, proof of distribution of funds/assets such as statement of net assets in liquidation;
 - c. photocopy of Clearance from appropriate department of the BSP-Supervision and Examination Sector (for banks), or from the Insurance Commission (for insurance companies), from the Department of Energy or from the National Power Corporation (for oil/natural gas/geothermal companies);
 - d. detailed computation of the amount applied for prepared by the selling stockholder's representative;
 - e. photocopy of pertinent audited financial statements; and
 - f. SEC clearance in case of dissolution.

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

All original documents shall be stamped "FX-SOLD" indicating the date and amount of FX sold, and signed by the seller's authorized signatory.

The above procedures for repatriation of capital are found in *CBP Circ. No. 1318* of 1992, as amended by *Circ. No. 590* of 2007 and *Circ. No. 471* of 2005.

5. Procedure/ Documentary Requirements for Remittance of Dividends/Profits/Earnings: (CBP Circ. No. 1318 of 1992, as amended by Circ. No. 590 of 2007 and Circ. No. 471 of 2005)

5.1 Please see "Repatriation and Remittance Privileges of Registered Foreign Investments" nos. "4.3" above.

5.2 The documents required, all originals except as indicated, as listed in Item C.1 and C.2 of Appendix 1 of the Manual are:

- a. BSRD or BSRD Letter-Advice;
- b. photocopy of PSE-cash dividends notice and Phil. Central Depository (PCD) printout of cash dividend payment or computation of interest earned issued by MMI issuer or bank;
- c. photocopy of secretary's sworn statement on the Board Resolution covering the dividend declaration;
- d. photocopy of latest audited financial statements or interim financial statements covering the dividend declaration period (for direct foreign equity investments);
- e. for direct foreign equity investments, photocopy of clearance from BSP-SES (for non-PSE listed banks), Insurance Commission (for insurance companies), Department of Energy or from the National Power Corporation (for oil/natural gas/geothermal companies); and
- f. detailed computation of the amount applied for.

5.3 **Additional Documentary Requirements for Sale of Foreign Exchange for Capital Repatriation/Remittance of Dividends/Profits/Earnings, Outward Investments (Section 7, as amended, BSP Circular No. 652, series of 2009)**

5.3.1 **Capital Repatriation of Foreign Direct Equity Investments:**

- a. Photocopy of Proof of Sale or relevant documents showing the amount to be repatriated; in case of dissolution/capital reduction, proof of distribution of funds/assets such as statement of net assets in liquidation;

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

- b. Detailed computation of the amount applied for in the attached format prepared by the selling stockholder's representative; and
- c. Photocopy of pertinent audited financial statements.

5.3.2. Remittance of Dividends/ Profits/ Earnings/ Interests:

- a. Photocopy of PSE-cash dividends notice and Phil. Central Depository (PCD) printout of cash dividend payment or computation of interest earned issued by MMI issuer or bank;
- b. Photocopy of secretary's sworn statement on the Board Resolution covering the dividend declaration;
- c. Photocopy of latest audited financial statements or interim financial statements covering the dividend declaration period (for direct foreign equity investments)

5.3.3. In case RTP remits dividends to TMA thru remittance agents (Section 8, Circular No. 0471, Series of 2005 - January 24, 2005):

- a. All Remittance Agents (RAs) shall maintain accurate and meaningful originator information on funds transferred/ remitted by requiring the sender/remitter to fill up and sign an application form, which shall contain the following minimum data and information:

For corporate/juridical customers – In addition to a signed application containing the applicable information in a.1 to 10, a photocopy of the authority and identification of the person purporting to act in behalf of the client shall be required.

As a means of further identification, RAs shall require the presentation of a government-issued identification document such as SSS/GSIS/voter's ID, driver's license or passport.

For purposes of compliance with the requirements, an RA may rely on the referral of its office/correspondent bank abroad provided that the RA maintains a record of such referral together with the minimum identification, information/documents required under the law and its implementing rules and regulations.

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

6. Taxation of and Remittance of Earnings/Profits to TMA:

- 6.1 Basis and rate of tax on dividend or profit remittance: Dividends paid by a domestic corporation such as RTP to a non-resident foreign corporation, TMA, the final withholding tax rate on gross dividend income is 32%, although this rate may generally be reduced to 15%, (a) if the country of residence of the foreign corporation will allow not only the 15% tax actually paid but also the 15% tax "deemed paid" to the Philippine government as a credit against the foreign income tax of the foreign corporation, or (b) if the foreign government does not impose income tax on offshore dividend. (Sec. 28(B)(5)(b) NIRC)

The Philippine-Singapore Tax Treaty provides for a tax sparing credit. Under the rules implementing said treaty (Revenue Regulations No. 7-82, Taxation on Passive Income):

"(2) Dividends paid by a Philippine company to a resident of Singapore who is a beneficial owner thereof are taxed as follows:

(a) 15% of the gross amount of the dividends if the recipient is a company of Singapore (including partnership) and during the part of the paying company's taxable year which precedes the date of payment of the dividends and during the whole of its prior taxable year (if any), at least 15% of the outstanding shares of the voting stock of the paying company was owned by the recipient company;

(b) 25% of the gross amount of the dividends in all other cases. [Art. 10, 2]

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Applying this principle to the matter at hand, the applicable tax rate for TMA as the recipient of the dividends declared by RTP, is 15% of the gross amount of dividends since it owns more than 15% of the outstanding shares of RTP.

- 6.2 In the case where TMA granted an interest bearing loan to RTP, interest paid by the subsidiary on the loan granted by the foreign parent company is deductible from the subsidiary's gross income, while interest on foreign loans paid to the foreign parent company is subject to 20% final withholding tax, unless a lower rate of tax is imposed under an existing tax treaty. (Section 36(B)(3) of the NIRC). The Philippine-Singapore tax treaty provides for lower tax rates. Revenue Regulation No. 7-82 provides:

"SECTION 13. Interest.—

12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

(1) Interest arising in Singapore and paid to a resident of the Philippines is taxable as an ordinary foreign source income under title II, National Internal Revenue Code. [Art. 11, 1]

(2) *Interest arising in the Philippines and paid to a resident of Singapore is taxed as follows:*

(a) Exempted — if paid in respect of a loan made, guaranteed or insured by such institutions as are specified and agreed in letters exchanged between the competent authorities of the Philippines and Singapore; [Art. 11, 7 (a)]

(b) 10% — of the gross amount of interest in respect of public issues of bonds, debentures or similar obligations and paid by a Philippine company; [Art. 11, 7 (b)]

(c) 15% — of the gross amount of interest in all other cases [Art.11, 2]"

7. This opinion addresses exclusively the matters stated herein and is not to be read as extending to any other documents or matters. We express no view with respect to any other matter and are under no obligation to advise you on any matters that may occur after the date of this opinion which would render the views expressed herein no longer applicable.

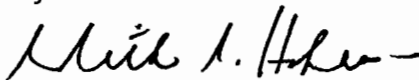
8. This opinion is addressed to you solely for your own benefit and prepared solely for the purpose of inclusion in the prospectus in connection with the listing of the TMB on the Main Market of Bursa Malaysia Securities Berhad, and is not to be transmitted or disclosed to or used or relied upon by any other person or used or relied upon by you for any other purposes, except with our prior written consent.

Thank you.

Sincerely,

HECHANOVA BUGAY & VILCHEZ

By:



EDITHA R. HECHANOVA



MARIA LEAH R. LARA

sr legal

Ariobimo Sentral, Mezzanine Floor
Jl. H.R. Rasuna Said Kav. X-2 No. 5
Jakarta 12950 - Indonesia

Tel: (+62-21) 2525 835 / 5264 715
Fax : (+62-21) 2525 895
E-mail : srlegal@cbn.net.id
www.srlegals.com

Our Ref: 23/AS-SSR/III/2010

Date, 30 MAR 2010

Turbo-Mech Berhad
39-4, Jalan PJU 1/41
Block D1
Dataran Prima
47301 Petaling Jaya
Selangor Darul Ehsan

Dear Sirs,

Re: Legal Opinion on Governmental Law, Decree, and Regulations affecting Repatriation of Capital and Remittance of Profits from Indonesia to Singapore

1. We have been requested by **Turbo-Mech Berhad** ("TMB") to provide a legal opinion in respect of governmental law, decree, regulation or other requirement which may affect the repatriation of capital and the remittance of profits from a company operating in Indonesia to its shareholder, a company incorporated and domiciled in Singapore.
2. We have been made to understand that PT. Turbo-Mech Indonesia, a company incorporated under the laws of the Republic of Indonesia ("Company") is a majority owned subsidiary of Turbo-Mech Asia Pte Limited. The Company is domiciled in Indonesia. TMB is a company incorporated in Malaysia, proposes to acquire Turbo-Mech Asia Pte Limited as a wholly owned subsidiary.
3. This opinion is prepared for inclusion in the prospectus of the TMB in relation to its proposed listing on Main Market of Bursa Malaysia Securities Berhad.
4. For the purpose of this opinion we have examined the relevant laws and regulation applicable on the issues including but not limited to the Law No. 25 of 2007 concerning the Capital Investment (the "Investment Law"), the Law No. 40 of 2007 concerning the Limited Liability Company (the "Company Law"), the relevant tax laws and Agreement for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income between the Republic of Indonesia and the Republic of Singapore.
5. We have assumed that (a) the Company has been duly incorporated and validly existing under the laws of the Republic of Indonesia, (b) it has status as a foreign direct investment company ("*perusahaan penanaman modal asing*") and (c) the Company's shares is majority owned by a Singaporean company.
6. Based upon the foregoing assumptions but subject to the qualifications set out below, we are of the opinion as follows

6.1 **General Principles of Transfer and Repatriation of Capital and the Remittance of Profits**

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12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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- 6.1.1 Pursuant to the Investment Law, the foreign investors are entitled to transfer and repatriate capital, profits, interests and dividends in foreign currency.
- 6.1.2 The right of transfer and repatriation as referred to above shall be conducted in accordance with the prevailing laws and regulations.
- 6.1.3 The above proviso shall not prejudice:
 - (a) the authority of the Government of Indonesia to require such foreign investors to report on the transfer;
 - (b) the right of the Government of Indonesia to tax the transfer in accordance with the prevailing laws and regulations;
 - (c) the law enforcement on the rights of creditors; and
 - (d) the law enforcement to avoid losses against Indonesia.
- 6.1.4 In the event there is any pending liability of the investor, (a) the investigator or the Minister of Finance of the Republic of Indonesia may request banks or other financial institutions to postpone such transfer and/or repatriation, and (b) the competent court shall be, upon a claim by a third party, entitled to order the postponement of the transfer and/or repatriation;

6.2 Repatriation of Capital and Remittance of Profits of a Company

- 6.2.1 The repatriation of capital of a company to its shareholders may only be made in the following circumstances:
 - (a) in case of non-dissolution of company, by way of repurchase of company's own shares, provided however, that such repurchase (i) shall not cause the net profits of the company to be less than the paid-up capital and existing mandatory reserves, and (ii) the aggregate par value of the repurchased shares and the pledge or other security on shares held directly or indirectly by the company shall not exceed 10% (ten percent) of the paid-up capital of the company;
 - or
 - (b) in case of dissolution of company, after the company is dissolved and liquidated, there is remaining balance of funds to be distributed to the shareholders.
- 6.2.2 The repatriation of profits of a company to the shareholders may only be made by way of dividends declaration by the company (either final or interim).
- 6.2.3 The Company may declare dividends to its shareholders only if the Company books profits.

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12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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- 6.2.4 In order to determine as to whether the Company makes profits, the Company must prepare an annual accounts which consist of annual balance sheet and the profits and loss accounts.
- 6.2.5 In the event the annual accounts of the Company shows accumulated net profits, such profits after deduction by an amount required for a statutory reserve, may be appropriated by the Annual General Meeting of Shareholders as dividends.

6.3 The Annual Meeting of Shareholders to Appropriate Profits

- 6.3.1 Pursuant to the Company Law, the Annual General Meeting of Shareholders (the "AGMS") shall be convened within 6 (six) months after the close of the financial year of the Company.
- 6.3.2 The AGMS shall be convened at the domicile of the Company or at the place of business activities of the Company.
- 6.3.3 Unless otherwise provided in the articles of association of the Company, the AGMS shall be lawful only if attended by shareholders representing more than $\frac{1}{2}$ (one-half) of the total shares with the legal voting rights issued by the Company. In the event the quorum referred to above is not sufficient then a notice for a second meeting may be given. The notice for the AGMS shall be sent not later than 7 (seven) days before the date of the AGMS excluding the date of the notice and that of the AGMS. The second meeting shall be held not earlier than 10 (ten) days and not later than 21 (twenty one) days as from the date of the first meeting. The second meeting shall be lawful and entitled to adopt binding resolutions if attended by the shareholders representing at latest $\frac{1}{3}$ (one-third) of the total shares with legal voting rights. In the event the quorum for the second meeting is not sufficient, then the quorum shall, upon request by the company, be determined by the chairperson of a district court whose jurisdiction covers the domicile of the Company.
- 6.3.4 At the AGMS:
- (a) the board of directors of the Company shall submit annual accounts consisting of a balance sheet and profit and loss account of the relevant accounting year and explanations concerning the said documents for approval by the AGMS;
 - (b) the board of directors of the Company shall submit an annual report on the affairs and operation of the Company and the results achieved, estimated projections of the company, main business of the company and its changes during the accounting year and description of problems arising during the accounting year which affect the company's business for approval by the meeting;
 - (c) the use of earnings of the company shall be determined;
 - (d) the declaration of dividends may be made; and

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12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)

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- (e) such other matters as brought up may, without prejudice to the articles of association, be decided.

6.4 Taxes on Dividends

- 6.4.1 Under Indonesian income tax law (the "Indonesian Income Tax Law"), dividends distributed by an Indonesian resident to a non-resident shall be subject to a withholding tax.
- 6.4.2 Pursuant to Article 26 of the Indonesian Income Tax Law, the applicable withholding tax rate for such payment to non-resident is 20% (twenty percent).
- 6.4.3 The Government of the Republic of Indonesia and the Government of the Republic of Singapore have entered into an "Agreement for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income" date of conclusion 8 May 1990, date of entry into force 25 January 1991 and the effective date 1 January 1992 (the "Tax Agreement").
- 6.4.4 Pursuant to the Tax Agreement, dividends paid by a company which is a resident of a Contracting State to a resident of the other Contracting State may be taxed in that other State.
- 6.4.5 However, such dividends may be taxed in the Contracting State of which the company paying the dividends is a resident, and according to the law of that State. However, if the recipient is the beneficial owner of the dividends, the tax so charged shall not exceed:
- (a) 10% (ten percent) of the gross amount of the dividends if the recipient is a company which owns directly at least 25% (twenty-five percent) of the capital of the company paying the dividends;
- (b) 15% (fifteen percent) of the gross amount of the dividends in all other cases.

The competent authorities of the Contracting States shall by mutual agreement settle the mode of application of these limitations. The provisions of this paragraph shall not affect the taxation of the company on the profits out of which the dividends are paid.

- 6.4.6 The term "dividends" as referred to above means income from shares or other rights, not being debt-claims, participating in profits, as well as income from other corporate rights which is subject to the same taxation treatment as income from shares by the laws of the State of which the company making the distribution is a resident.
- 6.4.7 The provisions of the foregoing paragraphs shall not apply if the recipient of the dividends, being a resident of a Contracting State, has in the other Contracting State, of which the company paying the dividends is a resident, a permanent establishment with which the

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12. EXPERTS' REPORT (LEGAL OPINION) (Cont'd)



holding by virtue of which the dividends are paid is effectively connected.

6.4.8 Dividend shall be deemed to arise: (a) in Singapore if it is paid by a company resident in Singapore; or (b) in Indonesia: if it is paid by a company resident in Indonesia

6.5 Exchange Control

At the date hereof, the Indonesian government does not maintain exchange controls. Rupiah currency is freely convertible to foreign exchange at the foreign exchange banks or authorized money changers.

6.6 Expiry Period for Unclaimed Dividends

The dividends so declared which are left unclaimed after 5 (five) year, commencing from the day they are payable, shall be booked as the reserve fund specially designated for that purpose. Dividends of the special reserve fund may be claimed by a shareholder entitled thereto before the lapse of 5 (five) years. Dividends which are not claimed after the lapse of the said period shall become the property of the Company.

7. Our opinion relates solely to Indonesian law being in force at the date of this opinion and we express no opinion on the laws of any other jurisdiction and have no investigation on the laws of any other jurisdiction. In particular, we express no opinion on the laws of the Republic of Singapore or the laws of Malaysia and have made no investigation on such laws.
8. This opinion addresses exclusively the matters stated herein and is not to be read as extending to any other documents or matters. We express no view with respect to any other matter and are under no obligation to advise you on any matters that may occur after the date of this opinion which would render the views expressed herein no longer applicable.
9. This opinion is addressed to you solely for your own benefit and prepared solely for the purpose of inclusion in the prospectus in connection with the listing of the TMB on the Main Market of Bursa Malaysia Securities Berhad, and is not to be transmitted or disclosed to or used or relied upon by any other person or used or relied upon by you for any other purposes, except with our prior written consent.

Sincerely yours,
SS&R Legal Consultants

SS&R Legal Consultants
www.srlegals

A. Setiadi, S.H.
Partner
STTD No. 234/PM/STTD-KH/1999

13. DIRECTORS' REPORT

(Prepared for inclusion in the Prospectus)



30 MAR 2010

The Shareholders of
Turbo-Mech Berhad
25-6, Jalan PJU 1/42A
Dataran Prima
47301 Petaling Jaya
Selangor Darul Ehsan

Dear Sir/Madam,

On behalf of the Board of Directors of Turbo-Mech Berhad ("**Turbo-Mech**" or "**Company**"), I wish to report after due enquiry by the Board of Directors of Turbo-Mech, that between the period from 31 December 2009 (being the date to which the last audited financial statements of Turbo-Mech and its subsidiaries ("**Group**") have been made up) to the date of this letter (being a date not earlier than 14 days before the issuance of this Prospectus), that:-

- (a) The business of the Group has, in the opinion of the Directors, been satisfactorily maintained;
- (b) In the opinion of the Directors, no circumstances have arisen since the last audited financial statements of the Group, which have adversely affected the trading or the value of the assets of the Group;
- (c) The current assets of the Group appear in the books at values which are believed to be realisable in the ordinary course of business;
- (d) Save as disclosed in this Prospectus, there are no contingent liabilities by reason of any guarantees or indemnities given by the Group; and
- (e) There have been, since the latest audited financial statements of the Group, 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; and
- (f) Save as disclosed in this Prospectus, there have been, since the last audited financial statements of the Group, no material changes in the published reserves or any unusual factors affecting the profits of the Group.

Yours faithfully,
For and on behalf of the Board of Directors of
TURBO-MECH BERHAD


GAN CHING LAI
EXECUTIVE CHAIRMAN

TURBO-MECH BERHAD (CO. NO: 863263-D)

39-5, Jalan PJU 1/41, Block D1, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan.
Tel: 603-7806 2148 Fax: 603-7806 2768

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION

14.1 SHARE CAPITAL

- (i) No shares will be allocated or sold on the basis of this Prospectus later than twelve (12) months after the date of issue of this Prospectus.
- (ii) As at the date of this Prospectus there is one (1) class of shares in our Company, being ordinary shares of RM0.50 each, the details of which are outlined in Section 2.1 of this Prospectus.
- (iii) Save as disclosed in Sections 2.1 and 4.7 of this Prospectus, no shares, debentures, warrants, options, convertible securities or uncalled 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) years preceding from the date of this Prospectus.
- (iv) Neither our Company nor our subsidiaries have any capital that is under option, or agreed conditionally or unconditionally to be put under option as at the date of this Prospectus.
- (v) Saved as disclosed in Section 2.3, there is currently no scheme for or involving our Directors or employees in the capital of our Company or any of our subsidiaries.

14.2 ARTICLES OF ASSOCIATION

The following provisions are extracted from our Company's Articles of Association.

The words and expressions appearing in the following provisions shall bear the same meanings used in our Company's Articles of Association or the context otherwise require.

14.2.1 Transfer of Securities

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

Article 20

The transfer of any listed security or class of listed security 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 22

The Depository may, in its absolute discretion, reject a transfer request made by a Depositor where the reason for the said transfer does comply with the Depositories Act and the Rules.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

14.2.2 Remuneration of Directors

The provisions in our Company's Articles of Association in respect of the arrangements for the remuneration of our Directors are as follows:-

Article 70(a)

The remuneration of the Directors shall from time to time be determined by the Company in general meeting. The quantum of such remuneration shall be stated in the notice convening the meeting. That remuneration shall be deemed to accrue from day to day. Fees payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or a percentage of profits or turnover.

Article 70(b)

Salaries payable to Executive Directors may not include a commission on or a percentage of profits or turnover.

Article 70(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.

Article 70(d)

Any fee paid to an alternate Director shall be agreed between him and his appointor and shall be deducted from his appointor's remuneration.

14.2.3 Voting and borrowing powers of Directors

The provisions in our Company's Articles of Association in respect of the voting and borrowing power of Directors are as follows:-

Article 74(a)

The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company (but subject to the provisions of the Act).

Article 74(a)(i)

The Directors may secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, notes, perpetual or redeemable debentures or debenture stock or any mortgage charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

Article 74(a)(ii)

Any bonds, notes, debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company (both present and future).

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

Article 74(a)(iii)

The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Article 81

Every Director who is interested directly or indirectly in any contract or arrangement or proposed contract or arrangement with the Company shall declare his interest to the Board of Directors as soon as he becomes aware of such contract or arrangement and such Director shall not participate in deliberations concerning such contract or arrangement nor shall he cast his vote in respect of any matter arising therefrom.

Article 83

The quorum necessary for the transaction of the business of the Directors shall be two (2). Where only two (2) Directors are present, or only two (2) Directors are present who are not disqualified pursuant to Article 81, the chairman shall not have a second or casting vote.

14.2.4 Changes in capital or variation of class rights

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

Article 4(c)

The rights attaching to shares of a class other than ordinary shares shall be stated at the time of issue.

Article 4(f)

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 also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by person entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this article.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)Article 39

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

Article 40

The Company may by ordinary resolution:-

- a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
- b) divide its existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provision of the Act, or
- c) cancel any shares not 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 41

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

Article 42

Subject to the provisions of Section 65 of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the share capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to general meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) of the share capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him. The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholder's rights, may only be made pursuant to a special resolution of the preference shareholders concerned provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from holders of three-fourths of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution at the meeting.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

14.3 DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- (i) The names, addresses and occupations of the Directors of our Company are set out in the Corporate Directory of this Prospectus.
- (ii) A Director is not required to hold any qualification share in our Company unless otherwise so fixed by the Company in general meeting.
- (iii) Save as disclosed in Sections 2.9 of this Prospectus, no commission, discounts, brokerages or other special terms have been paid, granted or are payable by our Company or our subsidiaries within the two (2) years immediately preceding the date of this Prospectus for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or debentures of our Company or our subsidiaries or in connection with the issue or sale of any capital of our Company or any of our subsidiaries and no Directors, proposed Directors, promoters or experts is or are entitled to receive any such payment.
- (iv) Save and except for the remuneration and benefits for services rendered in all capacities to our Group as disclosed in Section 5.3.4 of this Prospectus respectively, there are no amounts or benefits paid or intended to be paid or given to any of the Promoters, substantial shareholders or Directors within two (2) years preceding the date of this Prospectus.
- (v) Save as disclosed in Section 7.4 of this Prospectus, none of the other Directors and/or substantial shareholders of our Company has interest in any contract or arrangement subsisting at the date of this Prospectus, which is significant in relation to the business of our Company or our Group taken as a whole.
- (vi) Save as disclosed in Sections 5.1, 5.2 and 5.3 of this Prospectus, the Directors and substantial shareholders of our Company are not aware of any persons who are able, directly or indirectly, jointly or severally, to exercise control over our Company.

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14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)**14.4 MATERIAL CONTRACTS**

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

- (i) A Sale and Purchase Agreement dated 22 December 2008 entered into between Turbo-Mech Asia and Rohaini binti Mohd Said for the sale of Turbo-Mech Asia's beneficial interest amounting to 70.0% of the issued and paid-up share capital of Rotodyne Brunei which shares were held in trust for Turbo-Mech Asia by a trustee for the consideration sum of BND147,880.60. The purchase consideration was satisfied in cash.
- (ii) SSA dated 9 October 2009 entered into between our Company and the shareholders of Turbo-Mech Asia namely Mosgan, Gan Kok Ten, Leong Khai Cheong, Boo Lee Kiang, Loo Kien Seng, Lai Yew Fong, Gan Ching Lai, Leong Khai Wah, Tay Hwee Leck and Leong Choong Wah for the sale and purchase of the entire issued and paid up share capital of 8,000,000 ordinary shares representing the entire issued and paid up and share capital of Turbo-Mech Asia for a total purchase consideration of RM36,326,243 to be fully satisfied by the issuance of 72,652,486 new Shares in our Company.
- (iii) SSA dated 9 October 2009 entered into between our Company and the shareholders of Bayu Purnama namely Salmiah binti Jantan, Nasaruddin bin Mohamed Ali and Gan Kok Ten for the sale and purchase of 42.5% of the issued and paid up share capital of Bayu Purnama amounting to 2,125,000 ordinary shares of RM1.00 each for a total purchase consideration of RM8,639,755 to be fully satisfied by the issuance of 17,279,510 new Shares in our Company.
- (iv) An Underwriting Agreement dated 26 March 2010 between Turbo-Mech and the Sole Underwriter to underwrite up to 10,500,000 of the IPO Shares under Sections 2.3(a) and (b) herein, for an underwriting commission at the rate of 2.0% of the amount equal to the IPO Price multiplied by the underwritten IPO Shares.

14.5 MATERIAL LITIGATION

Save as disclosed below, our Group and associated companies is presently not engaged whether as plaintiff or defendant in any legal action in any legal action, proceeding, arbitration or prosecution for any criminal offence, which has a material effect on the financial position of our Group and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business or Company or our Group and our associated companies.

- (i) Bayu Purnama filed an Originating Summons Suit No. 24-410-2009 on 7 April 2009 in the High Court of Seremban against Wong Sin Fatt t/a Jin Foong Engineering Trading and Services ("**Defendant**") for an inter-parte injunction to restrain the Defendant from filing a winding up petition against Bayu Purnama after being served with a notice purportedly pursuant to Section 218 of the Act for an amount of RM1,069,380.00 allegedly due and owing to the Defendant as a result of sale of goods by the Defendant. On 10 February 2010, the High Court ordered Bayu Purnama to pay the disputed sum of RM1,069,380.00 into Bayu Purnama's Solicitors account within 30 days from the date of the court order, failing which, the Defendant may proceed with the winding-up against Bayu Purnama.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

In compliance with the court order, Bayu Purnama has paid the disputed sum of RM1,069,380.00 in to its solicitors' account. According to the court order, the Defendant (a) is to commence an action via writ against Bayu Purnama within 30 days from the confirmation by Bayu Purnama's Solicitors that the money has been deposited and (b) has up to 7 April 2010 to file a writ against Bayu Purnama to claim for the disputed sum of RM1,069,380. Bayu Purnama's Solicitors further confirmed that as at 22 March 2010, no writ has been served on Bayu Purnama and that they are not in the position to comment on the outcome of the case at this point as Bayu Purnama has not been served with any statement of claim.

14.6 GENERAL INFORMATION

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

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

14.7 CONSENTS

The written consent of the Adviser, Sole Underwriter, Sole Placement Agent, Company Secretary, Principal Bankers, Registrars and Issuing House to the inclusion in this Prospectus of their names in the form and context in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their names, Accountants' Report and letter relating to the Proforma Consolidated Financial Information in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Solicitors for the IPO and the respective Solicitors for the Legal Opinion to the inclusion in this Prospectus of their names and Legal Opinions in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Independent Market Research Consultant to the inclusion in this Prospectus of their name and Independent Market Research Report in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and have not subsequently been withdrawn.

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14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

14.8 DOCUMENTS FOR INSPECTION

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

- (a) The Memorandum and Articles of Association of our Company;
- (b) The Directors' Report referred to in Section 13 of this Prospectus;
- (c) The Accountants' Report as included in Section 10 of this Prospectus;
- (d) The Reporting Accountants' letter relating to the Proforma Consolidated Financial Information as set out in Section 9.1 of this Prospectus;
- (e) The audited financial statements of our Company and our subsidiaries up to FYE 2009;
- (f) Legal opinions as set out in Section 12 of this Prospectus;
- (g) The material contracts referred to in Section 14.4 of this Prospectus;
- (h) The letters of consent referred to in Section 14.7 of this Prospectus;
- (i) The Independent Market Research Report by Vital Factor Consulting Sdn Bhd as set out in Section 11 of this Prospectus; and
- (j) The cause papers in respect of the material litigation referred to in Section 14.5 of this Prospectus.

14.9 RESPONSIBILITY STATEMENTS

This Prospectus has been seen and approved by the Directors and Promoters of our Company and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable enquiries, that 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 statements herein false or misleading.

AmInvestment Bank 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.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE

15.1 OPENING AND CLOSING OF APPLICATIONS

Applications will be accepted from 10.00 am on 13 April 2010 to 5.00 pm on 20 April 2010 or for such further period or periods as the Directors and Promoters of our Company together with the AmInvestment Bank in their absolute discretion may mutually decide. In the event that the closing date of the IPO is extended, the dates for the balloting, allotment of the IPO Shares and the Listing will be extended accordingly. Any extension of the abovementioned dates will be announced by way of advertisement in a widely circulated daily Bahasa Malaysia and English newspapers. **Late applications will not be accepted.**

15.2 METHODS OF APPLICATION

Applications for the subscription of the Public Issue Shares may be made using any of the following ways:-

- (a) Application Forms; or
- (b) Electronic Share Applications; or
- (c) Internet Share Applications.

15.3 PROCEDURES FOR APPLICATIONS

THE FOLLOWING RELEVANT APPLICATION FORMS ISSUED WITH THE NOTES AND INSTRUCTIONS PRINTED THEREIN ARE ENCLOSED WITH THIS PROSPECTUS AND ARE DEEMED TO FORM PART THEREOF:-

- (i) **White** Application Forms for the application by Malaysian Public;
- (ii) **Pink** Application Forms for the application by eligible Directors, employees and business associates of our Group;

You can obtain **White** Application Forms together with copies of this Prospectus, subject to availability, from AmInvestment Bank, participating organizations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association or MIH.

Pink Application forms together with copies of this Prospectus will be sent out to eligible Directors, employees and business associates of our Group, and identified investors respectively.

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15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**15.4 GENERAL CONDITIONS FOR APPLICATIONS**

Applications shall be made in connection with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of our Company.

(i) Application by Malaysian public for allocations via balloting

Applications for the 6,000,000 IPO Shares made available for applications by the Malaysian Public must be made on the White Application Forms provided or by way of Electronic Share Application through a Participating Financial Institution's ATM or Internet Share Application through the Internet financial services website of the Internet Participating Financial Institutions. A corporation or institution cannot apply for shares by way of Electronic Share Application or Internet Share Application.

(ii) Application by eligible Directors, employees and business associates of our Group

Applications for the 4,500,000 IPO Shares reserved for eligible Directors, employees and business associates of our Group must be made on the Pink Application Forms provided. The application must not be made on any other Application or by way of Electronic Share Application through a Participating Financial Institution's ATM or Internet Share Application through the Internet financial services website of the Internet Participating Financial Institutions.

(iii) Application by Placees under Private Placement

Selected investors being allocated the 7,568,000 IPO Shares under this method will be contacted directly by the Sole Placement Agent and are to follow the instructions as communicated by the Sole Placement Agent.

White Application Forms together with copies of this Prospectus may be obtained, subject to availability, from AmInvestment Bank, member companies of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and MIH.

The submission of an Application Form does not necessarily mean that the application will be successful.

Directors and employees of MIH and their immediate families are strictly prohibited from applying for the IPO Shares.

Only one (1) Application Form from each applicant will be considered and applications must be for 100 ordinary shares or multiples thereof. Multiple applications will not be accepted. A person who submit multiple applications in his own name or by using the name of others, with or without their consent, commits 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.

Persons submitting applications by way of Application Forms or Electronic Share Applications or Internet Share Applications must have a CDS account.

The amount payable in full upon application is RM0.63 per Share. Persons submitting applications by way of Applications Forms may not submit applications by way of Electronic Share Applications or Internet Share Applications and vice versa. A corporation or institution cannot apply for shares by way of Electronic Share Application or Internet Share Application.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

IN THE CASE OF AN INDIVIDUAL APPLICANT OTHER THAN A MEMBER OF THE ARMED FORCES OR POLICE, THE NAME AND NATIONAL REGISTRATION IDENTITY CARD (NRIC) NUMBER OF THE APPLICANT MUST BE EXACTLY THE SAME AS STATED IN:-

- (i) (a) THE APPLICANT'S NRIC;
 - (b) ANY VALID TEMPORARY IDENTITY DOCUMENT AS ISSUED BY THE NATIONAL REGISTRATION DEPARTMENT FROM TIME TO TIME; OR
 - (c) THE APPLICANT'S RESIT PENGENALAN SEMENTARA ("JPN KP 09") ISSUED PURSUANT TO PERATURAN 5(5), PERATURAN-PERATURAN PENDAFTARAN NEGARA 1990; AND
- (ii) THE RECORDS OF BURSA DEPOSITORY.

WHERE THE APPLICANT IS A MEMBER OF THE ARMED FORCES OR POLICE, THE NAME AND THE ARMED FORCES OR POLICE PERSONNEL NUMBER, AS THE CASE MAY BE, OF THE APPLICANT MUST BE EXACTLY THE SAME AS THAT STATED IN HIS/HER AUTHORITY CARD.

IN THE CASE OF A CORPORATE/INSTITUTIONAL APPLICANT, THE NAME AND THE CERTIFICATE OF INCORPORATION NUMBER OF THE APPLICANT MUST BE EXACTLY THE SAME AS THAT STATED IN THE APPLICANT'S CERTIFICATE OF INCORPORATION.

No acknowledgement of the receipt of the Application Form or Application monies will be made by our Company and/or MIH.

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15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

15.5 APPLICATIONS USING APPLICATION FORMS**15.5.1 Terms and conditions for applications using the white and pink application forms**

Applications by way of White and Pink Application Forms shall be made on, and subject to, the terms and conditions set out below:-

- (i) Applicant who is an individual must be a Malaysian citizen residing in Malaysia, with a CDS account and a Malaysian address (White Application Forms only).

Applicant who is an individual must have a correspondence address in Malaysia with CDS account (Pink Application Forms only).

- (ii) Applicants which are corporations/institutions incorporated in Malaysia must have a CDS account and be subject to the following:-
- a. If the corporation/institution has a share capital, more than half of the issued share capital (excluding preference share capital) is held by Malaysian citizens; and
 - b. There is majority of Malaysian citizens on the Board of Directors/trustee.

Applicants which are corporations/institutions incorporated outside Malaysia must have a CDS account and provide a correspondence address in Malaysia (Pink Application Forms only).

- (iii) Applicant which is a superannuation, provident or pension fund must be established or operating in Malaysia and has a CDS account.
- (iv) Applications will not be accepted from trustees, any person under 18 years of age, sole proprietorships, partnerships or other incorporated bodies or associations, other than corporations/institutions referred to in Sections 15.5.1(ii) and (iii) above or the trustees thereof.
- (v) Application for the Shares must be made on the respective Application Forms issued together with this Prospectus and must be completed in accordance with the notes and instructions printed on the reverse side of the Application Form and this Prospectus. In accordance with Section 232 of the CMSA, the Application Form together with the notes and instructions printed therein is accompanied by this Prospectus. Applications which **do not STRICTLY** conform to the terms of this Prospectus or Application Form or notes and instructions printed therein or which are illegible will not be accepted.
- (vi) EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCE IN RINGGIT MALAYSIA FOR THE FULL AMOUNT PAYABLE BY EITHER:-
- 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
 - MONEY ORDER OR POSTAL ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- GUARANTEED GIRO ORDER (“GGO”) FROM BANK SIMPANAN NASIONAL MALAYSIA BERHAD (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
- ATM STATEMENT OBTAINED ONLY FROM:-
 - AFFIN BANK BERHAD;
 - ALLIANCE BANK MALAYSIA BERHAD;
 - AMBANK (M) BERHAD;
 - CIMB BANK BERHAD;
 - EON BANK BERHAD;
 - HONG LEONG BANK BERHAD;
 - MALAYAN BANKING BERHAD;
 - PUBLIC BANK BERHAD; OR
 - RHB BANK BERHAD;

AND MUST BE MADE OUT IN FAVOUR OF “MIH SHARE ISSUE ACCOUNT NO. 488 AND CROSSED “A/C PAYEE ONLY” (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT.

APPLICATIONS ACCOMPANIED BY MODE OF PAYMENT OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES OR INAPPROPRIATE BANKER'S DRAFTS/CASHIER'S ORDERS/MONEY ORDERS OR POSTAL ORDER/ATM STATEMENT/GGO WILL NOT BE ACCEPTED. DETAILS OF REMITTANCES MUST BE COMPLETED IN THE APPROPRIATE BOXES PROVIDED ON THE APPLICATION FORMS.

- (vii) AN APPLICANT MUST STATE HIS CDS ACCOUNT NUMBER IN THE SPACE PROVIDED IN THE APPLICATION FORM AND HE SHALL BE DEEMED TO HAVE AUTHORISED BURSA DEPOSITORY TO DISCLOSE INFORMATION PERTAINING TO THE CDS ACCOUNT TO THE ISSUING HOUSE/COMPANY.
- (viii) THE NAME AND ADDRESS OF THE APPLICANT MUST BE WRITTEN ON THE REVERSE SIDE OF THE BANKER'S DRAFT, CASHIER'S ORDER, ATM STATEMENT, MONEY ORDER OR POSTAL ORDER, OR GGO FROM BANK SIMPANAN NASIONAL MALAYSIA BERHAD.
- (ix) The Board reserve the right to require any successful applicant to appear in person at the registered office of MIH within fourteen (14) days of the date of the notice issued to him to ascertain the regularity or propriety of the Application. The Board 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 the successful applicant for the purpose of complying with this provision.
- (x) MIH on the authority of the Board reserves the right to reject Applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (xi) MIH on the authority of the Board reserves the right not to accept any Application or accept any 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.
- (xii) 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, without interest, will be returned and despatched to the applicant within ten (10) Market Days from the date of the final ballot of the Applications lists by ordinary post at the applicant's address last maintained with Bursa Depository or where the application is not accepted due to the applicant not having provided a CDS account, to the address per the National Registration Identity Card or "Resit Pengenalan Sementara (JPN KP 09)" or any valid temporary identity document as issued by the National Registration Department from time to time.
- (xiii) The applicant shall ensure that his/her personal particulars stated in the Application Form are identical with the records maintained by Bursa Depository. The applicant must inform Bursa Depository promptly of any change in address failing which the notification letter of successful allocation will be sent to his/her registered or correspondence address last maintained with Bursa Depository.
- (xiv) MIH on the authority of the Board reserves the right to bank in all Application monies from unsuccessful applicants and partially successful applicants, which would subsequently be refunded without interest by registered post or ordinary post.
- (xv) 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:-

Malaysian Issuing House Sdn Bhd (258345 – X)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan

or **DELIVERED BY HAND AND DEPOSITED** in the Drop-in Boxes provided at the front portion of Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, so as to arrive not later than 5.00 pm or for such further period or periods as the Board, Promoters and/or Offerors of our Company together with the Sole Underwriter in their absolute discretion may mutually decide.
- (xvi) Directors and employees of MIH and their immediate families are strictly prohibited from applying for the Shares.
- (xvii) **PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE WHITE APPLICATION FORM TO MIH.**

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**15.6 APPLICATIONS USING ELECTRONIC SHARE APPLICATION****(i) Steps for Electronic Share Application through a Participating Financial Institution's ATM**

- (a) Applicant must have an account with a Participating Financial Institution (as detailed in Section 15.6(ii)(o) below) and an ATM card issued by that Participating Financial Institution to access the account.
- (b) Applicant must have a CDS account.
- (c) Applicant is to apply for the Shares, via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application are set out in Section 15.6 (ii) below under the Terms and Conditions for Electronic Share Application. Applicant is to enter at least the following information through the ATM where the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so:-
- Personal Identification Number (PIN);
 - MIH Share Issue Account No. 488;
 - CDS Account Number;
 - Number of Shares, applied for and/or the Ringgit Malaysia amount to be debited from the account; and
 - Confirmation of several mandatory statements.

(ii) Terms and Conditions for Electronic Share Application

The procedures for Electronic Share Application at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions (the "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 15.6(i) above. The Steps set out the actions that the applicant 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.

Only an applicant who is an individual with a CDS Account is eligible to utilise the facility.

The applicant must have an existing bank account with, and be an ATM cardholder of, one of the Participating Financial Institutions before he can make an Electronic Share Application at an ATM of that Participating Financial Institutions. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for shares at an ATM belonging to other Participating Financial Institutions. Upon completion of his Electronic Share Application transaction, the applicant will receive a computer-generated transaction slip (Transaction Record), confirming the details of his 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 MIH. The Transaction Record is for retention by the applicant and should not be submitted with any Application Form.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Upon the closing of the offer for the Application for the Shares at 5.00 pm (“**Closing Date and Time**”), the Participating Financial Institution shall submit a magnetic tape containing its respective customers’ applications for the Shares to MIH as soon as practicable but not later than 12.00 pm of the second (2nd) business day after the Closing Date and Time.

An applicant will be allowed to make an Electronic Share Application for shares via an ATM that accepts the ATM cards of the Participating Financial Institution with which he has an account and its branches, subject to the applicant making only one (1) Application. An applicant who has a bank account with a Participating Financial Institution and has been issued an ATM card will be allowed to apply for shares via an ATM of that Participating Financial Institution which is situated in another country or place outside of Malaysia, subject to the applicant making only one (1) Application.

AN APPLICANT MUST ENSURE THAT HE USES HIS OWN CDS ACCOUNT NUMBER WHEN MAKING AN ELECTRONIC SHARE APPLICATION. AN APPLICANT OPERATING A JOINT ACCOUNT WITH ANY PARTICIPATING FINANCIAL INSTITUTION MUST ENSURE THAT HE ENTERS HIS OWN CDS ACCOUNT NUMBER WHEN USING AN ATM CARD ISSUED TO HIM IN HIS OWN NAME. HIS APPLICATION WILL BE REJECTED IF HE FAILS TO COMPLY WITH THE FOREGOING.

The Electronic Share Application shall be made on, and subject to, the terms and conditions contained herein as well as the terms and conditions set out below:-

- (a) The Electronic Share Application shall be made in connection with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of our Company.
- (b) The applicant is required to confirm the following statement (by depressing predesignated keys or buttons on the ATM keyboard) and undertake that the following information given is true and correct:-
 - I have attained 18 years of age as at the Closing Date of the application for the IPO Shares;
 - I am a Malaysian citizen residing in Malaysia;
 - I have read the relevant Prospectus and understood and agreed with the terms and conditions of this Application;
 - This is the only Application that I am submitting; and
 - I hereby give consent to the Participating Financial Institution and Bursa Depository to disclose information pertaining to myself and my account with the Participating Financial Institution and Bursa Depository to MIH and other relevant authorities.

The Application will not be successfully completed and cannot be recorded as a completed transaction at the ATM unless the applicant completes all the steps required by the Participating Financial Institution. By doing so, the applicant shall be treated as signifying his 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 the applicant’s particulars to MIH, or any relevant regulatory bodies.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (c) THE APPLICANT CONFIRMS THAT HE IS NOT APPLYING FOR SHARES AS NOMINEE OF ANY OTHER PERSONS AND THAT ANY ELECTRONIC SHARE APPLICATION THAT HE MAKES IS MADE BY HIM AS BENEFICIAL OWNER. THE APPLICANT SHALL ONLY MAKE ONE (1) ELECTRONIC SHARE APPLICATION AND SHALL NOT MAKE ANY OTHER APPLICATION FOR THE SHARES WHETHER AT THE ATMS OF ANY PARTICIPATING FINANCIAL INSTITUTION OR ON THE PRESCRIBED APPLICATION FORMS.
- (d) The applicant must have sufficient funds in his account with the relevant Participating Financial Institution at the time he makes his Electronic Share Application, failing which his 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) The applicant agrees and undertakes to subscribe for or purchase and to accept the number of Shares applied for as stated on the Transaction Record or any lesser number of Shares that may be allotted or allocated to him in respect of his Electronic Share Application. In the event that our Company decides to allot or allocate any lesser number of Shares or not to allot or allocate any Shares to the applicant, the applicant agrees to accept any such decision as final. If the applicant's Electronic Share Application is successful, his confirmation (by his action of pressing the designated key or button on the ATM) of the number of Shares applied for shall signify, and shall be treated as, his acceptance of the number of Shares that may be allotted or allocated to him and to be bound by the Memorandum and Articles of Association of our Company.
- (f) MIH 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 the applicant's account with that Participating Financial Institution within two (2) Market Days after the receipt of confirmation from MIH. MIH shall inform the Participating Financial Institutions of the non-successful or partially successful Applications within two (2) Market Days after the balloting date. The applicants may check their accounts on the fifth (5th) Market Day from the balloting day.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

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 the applicant's account with the Participating Financial Institution within two (2) Market Days after the receipt of confirmation from MIH. 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 applicants by MIH by way of cheques issued by MIH. The cheques will be issued to the applicants not later than ten (10) Market Days from the day of the final ballot of the Application list. Should applicants encounter any problems in their Applications, they may refer to the Participating Financial Institutions.

- (h) The applicant requests and authorises our Company:-
- (i) to credit the Shares allotted or allocated to the applicant into the CDS account of the applicant; and
 - (ii) to issue share certificate(s) representing such Shares allotted or allocated in the name of Bursa Malaysia Depository Nominees Sdn Bhd and send the same to Bursa Depository.
- (i) The applicant, acknowledging that his 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, MIH or the Participating Financial Institution, irrevocably agrees that if:-
- (i) our Company or MIH does not receive the applicant's Electronic Share Application; or
 - (ii) data relating to the applicant's Electronic Share Application is wholly or partially lost, corrupted or not otherwise accessible, or not transmitted or communicated to our Company or MIH,
- the applicant shall be deemed not to have made an Electronic Share Application and the applicant shall not claim whatsoever against our Company, MIH or the Participating Financial Institutions for the shares applied for or for any compensation, loss or damage.
- (j) All particulars of the applicant in the records of the relevant Participating Financial Institution at the time he makes his Electronic Share Application shall be deemed to be true and correct and our Company, MIH and the relevant Participating Financial Institution shall be entitled to rely on the accuracy thereof.
- (k) The applicant shall ensure that his personal particulars as recorded by both Bursa Depository and relevant Participating Financial Institution are correct and identical. Otherwise, his Electronic Share Application is liable to be rejected. The applicant must inform Bursa Depository promptly of any change in address failing which the notification letter of successful allotment or allocation will be sent to his registered or correspondence address last maintained with Bursa Depository.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (l) By making and completing an Electronic Share Application, the applicant agrees that:-
 - (i) in consideration of our Company agreeing to allow and accept the making of any Application for shares via the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, his Electronic Share Application is irrevocable;
 - (ii) our Company, the Participating Financial Institutions, Bursa Depository and MIH shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his Electronic Share Application to our Company due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
 - (iii) notwithstanding the receipt of any payment by or on behalf of our Company, the acceptance of the offer made by the applicant to subscribe for and purchase Shares for which the applicant's Electronic Share Application has been successfully completed shall be constituted by the issue of notices of successful allotment for prescribed securities, in respect of the said shares;
 - (iv) the applicant irrevocably authorises Bursa Depository to complete and sign on his behalf as transferee or renounee any instrument of transfer and/or other documents required for the issue or transfer of the Shares allotted or allocated to the applicant; 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 Application 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.
- (m) The Board reserves the right to require any successful applicant to appear in person at the registered office of MIH within fourteen (14) days of the date of the notice issued to him to ascertain the regularity or propriety of the Application. The Board 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 the successful applicant for the purpose of complying with this provision.
- (n) MIH on the authority of the Board reserves the right to reject applications which do not conform to these instructions.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (o) Electronic Share Applications may be made through an ATM of the following Participating Financial Institutions and their branches:-
- AFFIN BANK BERHAD; OR
 - AMBANK (M) BERHAD; OR
 - BANK MUAMALAT MALAYSIA BERHAD; OR
 - CIMB BANK BERHAD; OR
 - EON BANK BERHAD; OR
 - HSBC BANK MALAYSIA BERHAD; OR
 - MALAYAN BANKING BERHAD; OR
 - OCBC BANK (MALAYSIA) BERHAD;
 - RHB BANK BERHAD; OR
 - STANDARD CHARTERED BANK MALAYSIA BERHAD (at selected branches only)
- (p) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institution.

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15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**15.7 APPLICATIONS USING INTERNET SHARE APPLICATION****(i) Steps for Internet Share Application**

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

For illustration purposes only, the steps for an application for the IPO Shares via Internet Share Application may be as set out below. The steps set out the actions that the applicant must take at the Internet financial services website of the Internet Participating Financial Institution to complete an Internet Share Application.

PLEASE NOTE THAT THE ACTUAL STEPS FOR INTERNET SHARE APPLICATIONS CONTAINED IN THE INTERNET FINANCIAL SERVICES WEBSITE 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 the applicant has an account.
- (b) Login to the Internet financial services facility by entering the applicant's 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 conditions.
- (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.
- (h) By confirming such information, the applicant also undertakes that the following information given is true and correct:-
 - (i) The applicant has attained eighteen (18) years of age as at the Closing Date of the application for the IPO Shares;
 - (ii) The applicant is a Malaysian citizen residing in Malaysia;
 - (iii) The applicant has, prior to making the Internet Share Application, received and/or has had access to a printed/electronic copy of this Prospectus, the contents of which the applicant has read and understood;

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (iv) The applicant agrees to all the terms and conditions of the Internet Share Application as set out in this Prospectus and has 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;
 - (v) The Internet Share Application is the only application that the applicant is submitting for the IPO Shares;
 - (vi) The applicant authorises the Authorised Financial Institution to deduct the full amount payable for the IPO Shares from the applicant's account with the Authorised Financial Institution;
 - (vii) The applicant gives 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 Central Depositories Act) 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 the applicant, the Internet Share Application made by the applicant or the applicant's account with the Internet Participating Financial Institution, to the Issuing House and the Authorised Financial Institution, the SC and any other relevant authority;
 - (viii) The applicant is not applying for the IPO Shares as a nominee of any other person and the application is made in the applicant's own name, as beneficial owner and subject to the risks referred to in this Prospectus; and
 - (ix) The applicant authorises the Internet Participating Financial Institution to disclose and transfer to any person, including any government or regulatory authority in any jurisdiction, our Company or other relevant parties in connection with the IPO, all information relating to the applicant 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 the applicant furnished by the applicant to the Internet Participating Financial Institution in connection with the use of the Internet Share Applications services.
- (i) Upon submission of the online application form, the applicant will be linked to the website of the Authorised Financial Institution to effect the online payment of the application money for the IPO.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (j) 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 of the application money is being made.
- (k) 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 website.
- (l) The applicant is advised to print out the Confirmation Screen for reference and retention.

(ii) 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.

APPLICANTS 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 Participating Financial Institution

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

- Affin Bank Berhad at <http://www.affinOnline.com>; or
- CIMB Investment Bank Berhad at <http://www.eipocimb.com>; or
- CIMB Bank Berhad at <http://www.cimbclicks.com.my>; or
- Malayan Banking Berhad at <http://www.maybank2u.com.my> (via hyperlink to Bursa Securities' website at <http://www.bursamalaysia.com>),

PLEASE READ THE TERMS OF THIS PROSPECTUS, THE TERMS AND CONDITIONS FOR INTERNET SHARE APPLICATIONS SET OUT HEREIN AND THE STEPS FOR INTERNET SHARE APPLICATIONS SET OUT HEREIN CAREFULLY PRIOR TO MAKING AN INTERNET SHARE APPLICATION.

THE EXACT TERMS AND CONDITIONS AND ITS SEQUENCE FOR INTERNET SHARE APPLICATIONS IN RESPECT OF THE IPO SHARES ARE AS SET OUT ON THE INTERNET FINANCIAL SERVICES WEBSITE OF THE INTERNET PARTICIPATING INSTITUTIONS.

PLEASE NOTE THAT THE ACTUAL TERMS AND CONDITIONS OUTLINED BELOW SUPPLEMENT THE ADDITIONAL TERMS AND CONDITIONS FOR INTERNET SHARE APPLICATIONS CONTAINED IN THE INTERNET FINANCIAL SERVICES WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

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

- (a) An applicant making an Internet Share Application shall:-
- (i) be an individual with a CDS Account;
 - (ii) have an existing account with access to Internet financial services facilities with an Internet Participating Financial Institution. Applicant must have ready their user identification (User ID) and Personal Identification Numbers (PIN)/password for the relevant Internet financial services facilities; and
 - (iii) be a Malaysian citizen and have a mailing address in Malaysia.

Applicants 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 the 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 Company's Memorandum and Articles of Association.
- (c) The applicant is 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 Institution) and to undertake that the following information given are true and correct:-
- (i) The applicant has attained eighteen (18) years of age as at the date of the application for the IPO Shares;
 - (ii) The applicant is a Malaysian citizen residing in Malaysia;
 - (iii) The applicant has, prior to making the Internet Share Application, received and/or has had access to a printed/electronic copy of this Prospectus, the contents of which the applicant has read and understood;
 - (iv) The applicant agrees to all the terms and conditions of the Internet Share Application as set out in this Prospectus and has 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;
 - (v) The Internet Share Application is the only application that the applicant is submitting for the IPO Shares;
 - (vi) The applicant authorises the Internet Participating Financial Institution or the Authorised Financial Institution to deduct the full amount payable for the IPO Shares from the applicant's account with the Internet Participating Financial Institution or the Authorised Financial Institution;

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (vii) The applicant gives 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 Central Depositories Act) 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 the applicant, the Internet Share application made by the applicant or the applicant's account with the Internet Participating Financial Institution, to the Issuing House and the Authorised Financial Institution, the SC and any other relevant authority;
 - (viii) The applicant is not applying for the IPO Shares as a nominee of any other person and the application is made in the applicant's own name, as beneficial owner and subject to the risks referred to in this Prospectus; and
 - (ix) The applicant authorises the Internet Participating Financial Institution to disclose and transfer to any person, including any government or regulatory authority in any jurisdiction, our Company or other relevant parties in connection with the IPO, all information relating to the applicant 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 the applicant furnished by the applicant to the Internet Participating Financial Institution in connection with the use of the Internet Share Application services.
- (d) The application will not be successfully completed and cannot be recorded as a completed application unless the applicant has completed all relevant application steps and procedures for the Internet Share Application which would result in the Internet financial services website displaying the Confirmation Screen.

For the purposes of this Prospectus, "Confirmation Screen" shall mean the screen which appears or is displayed on the Internet financial services website, which confirms that the Internet Share Application has been completed and states the details of the applicant's Internet Share Application, including the number of IPO Shares applied for which can be printed out by the applicant for his records.

Upon the display of the Confirmation Screen, the applicant shall be deemed to have confirmed the truth of the statements set out in Section 16.7(ii)(c) herein.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (e) The applicant must have sufficient funds in the applicant's account with the Internet Participating Financial Institution or the Authorised Financial Institution at the time of making the Internet Share Application, to cover and pay for the IPO Shares and the related processing fees, charges and expenses, if any, to be incurred, failing which the Internet Share Application will not be deemed complete, notwithstanding the display of the Confirmation Screen. Any Internet Share Application which does not conform strictly to the instructions set out in this Prospectus or any instructions displayed on the screens of the Internet financial services website through which the Internet Share Application is made shall be rejected.
- (f) The applicant irrevocably agrees and undertakes 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 to the applicant in respect of the Internet Share Application. In the event that our Company decides to allot any lesser number of such IPO Shares or not to allot any IPO Shares to the applicant, the applicant agrees to accept any such decision of our Company as final.

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

- (i) acceptance by the applicant of the number of IPO Shares that may be allotted or allocated to the applicant in the event that the applicant's Internet Share Application is successful or successful in part, as the case may be; and
 - (ii) The applicant's agreement to be bound by the Memorandum and Articles of Association of our Company.
- (g) The applicant is fully aware that multiple or suspected multiple Internet Share Applications for the IPO Shares of our Company will be rejected. Our Company reserves the right to reject any Internet Share Application or accept any Internet Share Application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the IPO Shares to a reasonable number of applicants with a view to establishing an adequate market for the shares.
 - (h) Where an 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. Where an 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 the application monies in Ringgit Malaysia (without interest or any share of revenue or other benefit arising therefrom) into the applicant's account with the Internet Participating Financial Institution or the Authorised Financial Institution within two (2) Market Days after receipt of written confirmation from the Issuing House.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

The Issuing House shall inform the Internet Participating Financial Institution of unsuccessful or partially successful applications within two (2) Market Days from the balloting date.

Where the Internet Share Application is accepted in part only, the relevant Internet Participating Financial Institution will credit the balance of the application monies in Ringgit Malaysia (without interest or any share of revenue or other benefit arising therefrom) into the applicant's account with the Internet Participating Financial Institution within two (2) Market Days after receipt of written confirmation from the Issuing House. A number of applications will however be held in reserve to replace any successfully balloted applications that are subsequently rejected. In respect of such applications that are subsequently rejected, the application monies (without interest or any share of revenue or other benefit arising therefrom) will be refunded to applicants by the Issuing House by way of cheques issued by the Issuing House. The cheques will be issued to the applicants within ten (10) Market Days from the day of the final ballot of the Applications list.

For applications that are held in reserve and are subsequently unsuccessful (or only partly successful), the Internet Participating Financial Institution will arrange for a refund of the application money (or any part thereof but without interest or any share 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 the Issuing House is required to refund application monies, it is the sole responsibility of the Internet Participating Financial Institution to ensure the timely refund of application monies from unsuccessful or partially successful Internet Share Applications. Therefore, applicants are strongly advised to consult the Internet Participating Financial Institution through which the application was made in respect of the mode or procedure of enquiring on the status of an applicant's Internet Share Application in order to determine the status or exact number of IPO Shares allotted, if any, before trading the IPO Shares on Bursa Securities.

- (i) Internet Share Applications will be closed at 5.00 pm or for such further period or periods as the Directors, Promoters and/or Offerors of our Company together with the Sole Underwriter in their absolute discretion may 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 website. Applications are advised to print out and retain a copy of the Confirmation Screen for record purposes. Late Internet Share Applications will not be accepted.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

(j) The applicant irrevocably agrees and acknowledges that the Internet Share Application is subject to risk of electrical, electronic, technical and computer-related faults and breakdowns, faults with computer software, problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, fires, acts of God and other events beyond the control of the Internet Participating Financial Institution, the Authorised Financial Institution and our Company. If, in any such event, our Company, the Issuing House and/or the Internet Participating Financial Institution and/or the Authorised Financial Institution do not receive the applicant's Internet Share Application and/or the payment therefor, 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, the applicant shall be deemed not to have made an Internet Share Application and the applicant shall have no claim whatsoever against our Company, the Issuing House 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 particulars of the applicant in the records of the relevant Internet Participating Financial Institution at the time of the Internet Share Application shall be deemed to be true and correct, and our Company, the Internet Participating Financial Institutions, the Issuing House and all other persons who, are entitled or allowed under the law to such information or where the applicant expressly consent to the provision of such information shall be entitled to rely on the accuracy thereof.

The applicant shall ensure that the personal particulars of the applicant as recorded by both Bursa Depository and the Internet Participating Financial Institution are correct and identical, otherwise the applicant's Internet Share Application is liable to be rejected. The notification letter on successful allotment will be sent to the applicant's address last registered with Bursa Depository. It is the responsibility of the applicant to notify the Internet Participating Financial Institution and Bursa Depository of any changes in the applicant's personal particulars that may occur from time to time.

(l) By making and completing an Internet Share Application, the applicant is deemed to have agreed that:-

(i) In consideration of our Company making available the Internet Share Application facility to the applicant, through the Internet Participating Financial Institution acting as agents of our Company, the Internet Share Application is irrevocable;

(ii) The applicant has irrevocably requested and authorised our Company to register the IPO Shares allotted to the applicant for deposit into the applicant's CDS Account;

(iii) Neither our Company 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 the Issuing House or Bursa Depository due to any breakdown or failure of transmission, delivery or communication facilities or due to

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

- (iv) any risk referred to in Section 3 herein or to any cause beyond their control;
 - (v) The applicant shall hold the Internet Participating Financial Institution harmless from any damages, claims or losses whatsoever, as a consequence of or arising from any rejection of the applicant's Internet Share Application by the Issuing House, our Company and/or the Internet Participating Financial Institution for reasons of multiple application, suspected multiple application, inaccurate and/or incomplete details provided by the applicant, or any other cause beyond the control of the Internet Participating Financial Institution;
 - (vi) The acceptance of the offer made by the applicant to subscribe for the IPO Shares for which the applicant's 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 or on behalf of our Company and not otherwise, notwithstanding the receipt of any payment by or on behalf of our Company;
 - (vii) The applicant is not entitled to exercise any remedy of rescission for misrepresentation at any time after acceptance of the applicant's Internet Share Application by our Company;
 - (viii) In making the Internet Share Application, the applicant has relied solely on the information contained in this Prospectus. Our Company, the Underwriter, the Adviser and any other person involved in the IPO shall not be liable for any information not contained in this Prospectus which may have been relied on by the applicant in making the Internet Share Application; and
 - (ix) The acceptance of an applicant's Internet Share Application by our Company and the contract resulting therefrom under the IPO shall be governed by and construed in accordance with the laws of Malaysia, and 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:-
- (i) CIMB Investment Bank Berhad (<http://www.cimbclicks.com.my>) - RM2.00 for payment via CIMB Bank Berhad or Malayan Banking Berhad;
 - (ii) CIMB Bank Berhad (<http://www.eipocimb.com>) - RM2.00 for applicants with CDS accounts held with CIMB Investment Bank Berhad and RM2.50 for applicants with CDS accounts with other ADAs;
 - (iii) Malayan Banking Berhad (<http://www.maybank2u.com.my>) - RM1.00; and
 - (iv) Affin Bank Berhad (<http://www.affinOnline.com.my>) – No fee will be charged for application by their account holders.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

15.8 APPLICATION AND ACCEPTANCE

MIH on the authority of the Board reserves the right not to accept any Application which does not strictly comply with the instructions or to accept any Application in part only without assigning any reason therefor.

The submission of an Application Form does not necessarily mean that the Application will be successful.

ALL APPLICATIONS MUST BE FOR 100 ORDINARY SHARES OR MULTIPLES THEREOF.

In the event of an over-subscription, acceptance of Applications shall be subject to ballot to be conducted in the manner approved by the Directors of our Company and on a fair and equitable basis. Due consideration will be given to the desirability of distributing the Shares, to a reasonable number of applicants with a view to broadening the shareholding base and establishing an adequate market in the shares of our Company. Pursuant to the listing requirements of Bursa Securities, at least 25% of the enlarged issued and paid-up share capital of our Company must be held by a minimum number of 1000 public shareholders holding not less than 100 shares each upon completion of the IPO and at the point of Listing. In the event that the above requirement is not met pursuant to the IPO, our Company may not be allowed to proceed with the Listing. In the event thereof, monies paid in respect of all Applications will be returned without interest if the said permission for listing and quotation is not granted. Applicants will be selected in a manner to be determined by the Directors of our Company.

In the event of an under-subscription by the Directors, eligible employees and/or business associates of our Group, such shares will be reoffered to our Group's eligible employees and/or business associates of our Group. Subsequently, any of the IPO Shares reoffered which are not taken up will be made available for Application by the Malaysian Public on a fair and equitable manner and/or selected investors via the private placement.

Directors and employees of MIH and their immediate families are strictly prohibited from applying for the Shares.

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 ORDINARY POST OR REGISTERED POST RESPECTIVELY TO THE APPLICANT WITHIN TEN (10) MARKET DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS AT THE ADDRESS REGISTERED WITH THE BURSA DEPOSITORY AT THE APPLICANT'S OWN RISK.

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

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

MIH RESERVES THE RIGHT TO BANK IN ALL APPLICATION MONIES FROM UNSUCCESSFUL BUMIPUTERA APPLICANTS AND FROM PARTIALLY SUCCESSFUL APPLICANTS. REFUND MONIES IN RESPECT OF UNSUCCESSFUL BUMIPUTERA APPLICANTS WHOSE MONIES HAVE BEEN BANKED-IN AND PARTIALLY SUCCESSFUL APPLICANTS WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANT WITHIN TEN (10) MARKET DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION BY REGISTERED POST AT THE ADDRESS REGISTERED WITH THE BURSA DEPOSITORY AT THE APPLICANT'S OWN RISK.

15.9 CDS ACCOUNTS

Pursuant to Section 14(1) of the Central Depositories Act, Bursa Securities has prescribed the securities of our Company as Prescribed Securities. In consequence thereof, the Share issued 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 the Central Depositories Act, all dealings in Shares will be by book entries through CDS accounts. No share certificates will be issued to successful applicants.

Only an applicant who has a CDS account can make an Application by way of an Application Form. An applicant should state his CDS account number in the space provided on the Application Form and he/she shall be deemed to have authorised Bursa Depository to disclose information pertaining to the CDS account to MIH/our Company. Where an applicant does not presently have a CDS account, he/she should open a CDS account at an ADA prior to making an Application for the Shares.

In the case of an Application by way of Electronic Share Application, only an applicant who has a CDS Account can make an Electronic Share Application. The applicant shall furnish his CDS account number to the Participating Financial Institution by way of keying in his CDS account number if the instructions on the ATM screen at which he enters his Electronic Share Application require him to do so.

In the case of an application by way of Internet Share Application, only an applicant who has a CDS Account can make an Internet Share Application. In certain cases, only an applicant who has a CDS account opened with the Internet Participating Financial Institution can make an Internet Share Application. Arising therewith, the applicant's 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 accounts, may result in the Application being rejected. If a successful applicant fails to state his/her CDS account number, MIH on the authority of our Company will reject the Application. MIH on the authority of the Directors of our Company also reserves the right to reject any incomplete and inaccurate Application. Applications may also be rejected if the applicants' particulars provided in the Application Forms, or in the case of Electronic Share Application or Internet Share Application, if the records of the Participating Financial Institutions at the time of making the Electronic Share Application or Internet Share Application differ from those in Bursa Depository's records, such as the identity card number, name and nationality.

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

15.10 NOTICE OF ALLOTMENT

The Shares allotted to all successful or partially successful applicants will be credited to their respective CDS accounts. A notice of allotment will be despatched to the successful or partially successful applicant at his address last maintained with Bursa Depository at the applicant's own risk prior to the Listing of our Company. For Electronic Share Application or Internet Share Application, the notice of allotment will be despatched to the successful or partially successful applicant at his address last maintained with Bursa Depository at the applicant's own risk prior to the Listing of our Company. This is the only acknowledgement of acceptance of the Application.

All applicants must inform Bursa Depository of his/her updated address promptly by adhering to certain rules and regulation of Bursa Depository, failing which, the notification letter on successful allotment shall be sent to the applicant's address last maintained with Bursa Depository.

Applicants may also check the status of their application by logging on to the MIH website at <http://www.mih.com.my> or by calling their respective ADAs at the telephone number as stated in Section 15.11 of this Prospectus or MIH at 03-7841 8000 or 03-78418289 (10 lines), between five (5) to ten (10) Market Days (during office hours only) after the balloting date.

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15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**15.11 LIST OF AUTHORISED DEPOSITORY AGENTS**

The list of the ADAs and their respective Broker codes are as follows:-

Name	Address and Telephone Number	ADA Code
<u>KUALA LUMPUR</u>		
A.A. ANTHONY SECURITIES SDN BHD	N3, Plaza Damas 60, Jalan Sri Hartamas 1 Sri Hartamas 50480 Kuala Lumpur Tel No: 03-62011155	078-004
AFFIN INVESTMENT BANK BERHAD	Ground, Mezzanine & 3 rd Floor Chulan Tower No. 3, Jalan Conlay 50450 Kuala Lumpur Tel No: 03-21438668	028-001
ALLIANCE INVESTMENT BANK BERHAD	17th Floor, Menara Multi-Purpose Capital Square 8, Jalan Munshi Abdualah 50100 Kuala Lumpur Tel No: 03-26976333	076-001
AmINVESTMENT BANK BERHAD	15 th Floor, Bangunan AmBank Group 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-20782788	086-001
BIMB SECURITIES SDN BHD	1 st & 2 nd Floor, Podium Block Bangunan AMDB No. 1, Jalan Lumut 50400 Kuala Lumpur Tel No: 03-40433533	024-001
CIMB INVESTMENT BANK BERHAD	9 th Floor, Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel No: 03-20849999	065-001
ECM LIBRA INVESTMENT BANK BERHAD	Level 1, Bangunan Avenue Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur Tel No: 03-20891800	052-009
ECM LIBRA INVESTMENT BANK BERHAD	3 rd Floor, Wisma Genting Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-21781888	052-001

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
HONG LEONG INVESTMENT BANK BERHAD (formerly known as HLG Securities Sdn Bhd)	Level 8, Menara HLA No. 3, Jalan Kia Peng 50450 Kuala Lumpur Tel No: 03-21681168	066-001
HWANGDBS INVESTMENT BANK BERHAD	No. 34-5, 36-5, 38-5, 40-5, 42-5 & 44-5 5 th Floor, Cheras Commercial Centre Jalan 5/101C Off Jalan Kaskas, 5 th Mile Cheras 56100 Kuala Lumpur Tel No: 03-91303399	068-012
HWANGDBS INVESTMENT BANK BERHAD	2 nd Floor, Bangunan AHP No. 2, Jalan Tun Mohd Fuad 3 Taman Tun Dr Ismail 60000 Kuala Lumpur Tel No: 03-77106688	068-009
HWANGDBS INVESTMENT BANK BERHAD	7 th , 22 nd , 23 rd , & 23A Floor Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No: 03-27116888	068-014
INTER-PACIFIC SECURITIES SDN BHD	Ground Floor, 7-0-8 Jalan 3/109F Danau Business Centre, Danau Desa 58100 Kuala Lumpur Tel No: 03-79847796	054-003
INTER-PACIFIC SECURITIES SDN BHD	Stesyen Minyak SHELL Jalan 1/116B, Off Jalan Kuchai Lama Kuchai Entrepreneur Park 58200 Kuala Lumpur Tel No: 03-79818881	054-005
INTER-PACIFIC SECURITIES SDN BHD	West Wing, Level 13 Berjaya Times Square No.1, Jalan Imbi 55100 Kuala Lumpur Tel No: 03-21171888	054-001
JUPITER SECURITIES SDN BHD	7 th - 9 th Floor Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-20341888	055-001
KENANGA INVESTMENT BANK BERHAD	8 th Floor, Kenanga International Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-21649080	073-001

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
KENANGA INVESTMENT BANK BERHAD	No. 57-10, Level 10 The Boulevard, Mid Valley City Lingkaran Syed Putra 59000 Kuala Lumpur Tel No: 03-22871799	073-015
KAF-SEAGROATT & CAMPBELL SECURITIES SDN BHD	11th – 14 th Floor, Chulan Tower No. 3, Jalan Conlay 50450 Kuala Lumpur Tel No: 03-21688800	053-001
M & A SECURITIES SDN BHD	Level 1-2, No. 45 & 47 The Boulevard, Mid-Valley City Lingkaran Syed Putra 59200 Kuala Lumpur Tel No: 03-22821820	057-002
MAYBANK INVESTMENT BANK BERHAD (formerly known as Aseambankers Malaysia Berhad)	5-13 Floor, MaybanLife Tower Dataran Maybank No. 1, Jalan Maarof 59000 Kuala Lumpur Tel No: 03-22978888	098-001
MERCURY SECURITIES SDN BHD	L-7-2, No. 2 Jalan Solaris, Solaris Mont Kiara 50480 Kuala Lumpur Tel No: 03-62037227	093-002
MIDF AMANAH INVESTMENT BANK BERHAD	11 th & 12 th Floor, Menara MIDF 82 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-21788888	026-001
MIMB INVESTMENT BANK BERHAD	Level 18, Menara EON Bank 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No: 03-26910200	061-001
OSK INVESTMENT BANK BERHAD	No. 62 & 64, Vista Magna Jalan Prima, Metro Prima 52100 Kuala Lumpur Tel No: 03-62575869	056-028
OSK INVESTMENT BANK BERHAD	20th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No: 03-23338333	056-001
OSK INVESTMENT BANK BERHAD	Ground Floor No. M3-A-7 & M3-A-8 Jalan Pandan Indah 4/3A Pandan Indah 55100 Kuala Lumpur Tel No: 03-42804798	056-054

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
OSK INVESTMENT BANK BERHAD	Ground, 1 st , 2 nd & 3 rd Floor No. 55, Zone J4 Jalan Radin Anum Bandar Baru Seri Petaling 57000 Kuala Lumpur Tel No: 03-90587222	056-058
PUBLIC INVESTMENT BANK BERHAD	27 th Floor, Bangunan Public Bank No. 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-20313011	051-001
PM SECURITIES SDN BHD	Ground Mezzanine, 1 st & 10 th Floor Menara PMI No. 2, Jalan Changkat Ceylon 50200 Kuala Lumpur Tel No: 03-21463000	064-001
RHB INVESTMENT BANK BERHAD	Level 9, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel. No: 03-92873888	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: 03-20721277	058-003
SELANGOR DARUL EHSAN		
AFFIN INVESTMENT BANK BERHAD	2 nd , 3 rd & 4 th Floor Wisma Amsteel Securities No 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No: 03-33439999	028-002
AFFIN INVESTMENT BANK BERHAD	Lot 229, 2nd Floor, The Curve No. 6, Jalan PJU7/3 Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No: 03-77298016	028-003
AmINVESTMENT BANK BERHAD	4 th Floor, Plaza Damansara Utama No. 2, Jalan SS21/60 47400 Petaling Jaya Selangor Darul Ehsan Tel No: 03-77106613	086-003

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
HONG LEONG INVESTMENT BANK BERHAD (formerly known as HLG Securities Sdn Bhd)	1 st , 2 nd & 3 rd Floor Plaza Damansara Utama No.2, Jalan SS21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No: 03-77297345	066-002
HWANGDBS INVESTMENT BANK BERHAD	16 th , 18 th - 20 th Floor, Plaza Masalam No. 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No: 03-55133288	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: 03-56356688	068-010
INTER-PACIFIC SECURITIES SDN BHD	No. 77 & 79, Jalan 2/3A Pusat Bandar Utara KM12, Jalan Ipoh Selayang 68100 Batu Caves Selangor Darul Ehsan Tel No: 03-61371888	054-006
JF APEX SECURITIES BERHAD	6 th Floor, Menara Apex Off Jalan Semenyih, Bukit Mewah 43000 Kajang Selangor Darul Ehsan Tel No: 03-87361118	079-001
JF APEX SECURITIES BERHAD	15 th & 16 th Floor, Menara Choy Fook On No. 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No: 03-76201118	079-002
KENANGA INVESTMENT BANK BERHAD	13 th Floor, Menara Yayasan Selangor No. 18A, Jalan Persiaran Barat Off Jalan Timur 46000 Petaling Jaya Selangor Darul Ehsan Tel No: 03-79562169	073-005

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
KENANGA INVESTMENT BANK BERHAD	1 st Floor, Wisma UEP Pusat Perniagaan USJ 10 Jalan USJ 10/1A 47620 Subang Jaya Selangor Darul Ehsan Tel No: 03-80241682	073-006
KENANGA INVESTMENT BANK BERHAD	Suite 7.02, Level 7, Menara ING Intan Millenium Square No. 68, Jalan Batai Laut 4 Taman Intan 41300 Klang Selangor Darul Ehsan Tel No: 03-30057550	073-007
KENANGA INVESTMENT BANK BERHAD	Lot 240, 2nd Floor, The Curve No. 6, Jalan PJU 7/3 Mutiara Damansara 47800 Petaling Jaya Selangor Darul Ehsan Tel No: 03-77259095	073-016
OSK INVESTMENT BANK BERHAD	24, 24M, 24A, 26M, 28M, 28A & 30 Jalan SS 2/63 47300 Petaling Jaya Selangor Darul Ehsan Tel No: 03-78736366	056-011
OSK INVESTMENT BANK BERHAD	No. 37, Jalan Semenyih 43000 Kajang Selangor Darul Ehsan Tel No: 03-87363378	056-045
OSK INVESTMENT BANK BERHAD	Ground & 1 st Floor No. 15, Jalan Bandar Rawang 4 48000 Rawang Selangor Darul Ehsan Tel No: 03-60928916	056-047
OSK INVESTMENT BANK BERHAD	Ground & Mezzanine Floor No. 87 & 89, Jalan Susur Pusat Perniagaan NBC Batu 1½, Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No: 03-33439180	056-048

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
PM SECURITIES SDN BHD	No. 157 & 159, Jalan Kenari 23/A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No: 03-80700773	064-003
PM SECURITIES SDN BHD	No. 18 & 20, Jalan Tiara 2 Bandar Baru Klang 41150 Klang Selangor Darul Ehsan Tel No: 03-33415300	064-007
SJ SECURITIES SDN BHD	Level 3, Holiday Villa 9, Jalan SS 12/1 Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No: 03-56340202	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: 03-80251880	058-005
MELAKA		
CIMB INVESTMENT BANK BERHAD	Ground, 1 st & 2 nd Floor No. 191, Taman Melaka Raya Off Jalan Parameswara 75000 Melaka Tel No :06-2898800	065-006
ECM LIBRA INVESTMENT BANK BERHAD	71A & 73A, Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No: 06-2881720	052-008
MALACCA SECURITIES SDN BHD	No. 1, 3 & 5, Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang P. O. Box 248 75250 Melaka Tel No: 06-3371533	012-001
MERCURY SECURITIES SDN BHD	No. 81-B & 83-B, Jalan Merdeka Taman Melaka Raya 75000 Melaka Tel No: 06-2921898	093-003
OSK INVESTMENT BANK BERHAD	579, 580 & 581 Taman Melaka Raya 75000 Melaka Tel No: 06-2825211	056-003

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
PM SECURITIES SDN BHD	No. 11 & 13, Jalan PM2 Plaza Mahkota 75000 Melaka Tel No: 06-2866008	064-006
RHB INVESTMENT BANK BERHAD	7-13 & 15, 1 st Floor Bangunan Tabung Haji Jalan Bandar Kaba 75000 Melaka Tel No: 06-2833622	087-002
PERAK DARUL RIDZUAN		
A.A. ANTHONY SECURITIES SDN BHD	29G, Jalan Intan 2 Bandar Baru 36000 Teluk Intan Perak Darul Ridzuan Tel No :05-6232328	078-009
ALLIANCE INVESTMENT BANK BERHAD	No. 43 & 44, Ground Floor Taman Sentosa, Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No: 05-6910910	076-008
ECM LIBRA INVESTMENT BANK BERHAD	No. 63 Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2422828	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: 05-6222828	052-006
HONG LEONG INVESTMENT BANK BERHAD (formerly known as HLG Securities Sdn Bhd)	51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2530888	066-003
HWANGDBS INVESTMENT BANK BERHAD	Ground, Level 1, 2 & 3 No. 21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No: 05-8066688	068-003
HWANGDBS INVESTMENT BANK BERHAD	Ground & 1 st Floor No. 22, Persiaran Greentown 1 Greentown Business Centre 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2559988	068-015

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
MAYBANK INVESTMENT BANK BERHAD (formerly known as Aseambankers Malaysia Berhad)	B-G-04 (Ground Floor), Level 1 & 2 42 Persiaran Greentown 1 Pusat Dagangan Greentown 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2453400	098-002
M&A SECURITIES SDN BHD	M & A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No: 05-2419800	057-001
OSK INVESTMENT BANK BERHAD	21-25, Jalan Seenivasagam Greentown 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2415100	056-002
OSK INVESTMENT BANK BERHAD	Ground & 1 st Floor No. 23 & 25 Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No: 05-6921228	056-016
OSK INVESTMENT BANK BERHAD	Ground Floor, No. 40, 42 & 44 Jalan Berek 34000 Taiping Perak Darul Ridzuan Tel No: 05-8088229	056-034
OSK INVESTMENT BANK BERHAD	Ground & 1 st Floor No. 17, Jalan Intan 2 Bandar Baru 36000 Teluk Intan Perak Darul Ridzuan Tel No: 05-6236498	056-014
OSK INVESTMENT BANK BERHAD	No. 72, Ground Floor Jalan Idris 31900 Kampar Perak Darul Ridzuan Tel No: 05-4651261	056-044
OSK INVESTMENT BANK BERHAD	Ground Floor No. 2, Jalan Wawasan 4 Taman Wawasan 34200 Parit Buntar Perak Darul Ridzuan Tel No: 05-7170888	056-052

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
TA SECURITIES HOLDINGS BERHAD	Ground, 1 st & 2 nd Floor, Plaza Teh Teng Seng, 227, Jalan Raja Permaisuri Bainun 30250 Ipoh Perak Darul Ridzuan Tel No: 05-2531313	058-001
PULAU PINANG		
A. A. ANTHONY SECURITIES SDN BHD	1 st , 2 nd & 3 rd Floor Bangunan Heng Guan 171, Jalan Burmah 10050 Pulau Pinang Tel No: 04-2299318	078-002
A.A. ANTHONY SECURITIES SDN BHD	Ground & 1 st Floor No. 2, Jalan Perniagaan 2 Pusat Perniagaan Alma 14000 Bukit Mertajam Pulau Pinang Tel No: 04-5541388	078-003
ALLIANCE INVESTMENT BANK BERHAD	Suite 2.1 & 2.4, Level 2 Wisma Great Eastern No. 25, Lebu Light 10200 Penang Tel No: 04-2611688	076-015
AmINVESTMENT BANK BERHAD	Mezzanine Floor & Level 3 No. 37, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No :04-2261818	086-004
CIMB INVESTMENT BANK BERHAD	Ground Floor Suite 1.01, Menara Boustead Penang 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No: 04-2385900	065-003
ECM LIBRA INVESTMENT BANK BERHAD	No. 111, Jalan Macalister 10400 Pulau Pinang Tel No: 04-2281868	052-003
ECM LIBRA INVESTMENT BANK BERHAD	7 th Floor, Menara Boustead Penang 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No: 04-2283355	052-010
HWANGDBS INVESTMENT BANK BERHAD	Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No: 04-2636996	068-001

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
HWANGDBS INVESTMENT BANK BERHAD	No. 2 & 4, Jalan Perda Barat Bandar Perda 14000 Bukit Mertajam Pulau Pinang Tel No: 04-5372882	068-006
INTER-PACIFIC SECURITIES SDN BHD	Ground, Mezzanine & 8th Floor Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel No: 04-2690888	054-002
KENANGA INVESTMENT BANK BERHAD	Lot 1.02, Level 1, Menara KWSP 38, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No: 04-2106666	073-013
MERCURY SECURITIES SDN BHD	Ground, 1 st , 2 nd & 3 rd Floor Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai Pulau Pinang Tel No: 04-3322123	093-001
MERCURY SECURITIES SDN BHD	2nd Floor, Standard Chartered Bank Chambers 2 Lebuhr Pantai 10300 Pulau Pinang Tel No: 04-2639118	093-004
OSK INVESTMENT BANK BERHAD	Ground & 1 st Floor No. 15-G-5, 15-G-6, 15-1-5 & 15-1-6 Medan Kampung Relau (Bayan Point) 11950 Pulau Pinang Tel No: 04-6404888	056-042
OSK INVESTMENT BANK BERHAD	Ground & Upper Floor No. 11A, Jalan Keranji Off Jalan Padang Lallang 14000 Bukit Mertajam Pulau Pinang Tel No: 04-5402888	056-015
OSK INVESTMENT BANK BERHAD	Ground, 1 st & 2 nd Floor No. 2677, Jalan Chain Ferry Taman Inderawasih 13600 Prai Pulau Pinang Tel No: 04-3900022	056-005

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
OSK INVESTMENT BANK BERHAD	64, Bishop Street 20E, 20F & 20G, Penang Street 10200 Pulau Pinang Tel No: 04-2634222	056-004
OSK INVESTMENT BANK BERHAD	No. 834 Jalan Besar, Sungai Bakap 14200 Sungai Jawi Seberang Perai Selatan Pulau Pinang Tel No: 04-5831888	056-032
PM SECURITIES SDN BHD	Level 25, Menara BHL 51, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No: 04-2273000	064-004
PERLIS INDERA KAYANGAN		
ALLIANCE INVESTMENT BANK BERHAD	2 nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indera Kayangan Tel No: 04-9765200	076-003
OSK INVESTMENT BANK BERHAD	Ground & 1st Floor No. 39, Taman Suriani Persiaran Jubli Emas 01000 Kangar Perlis Indra Kayangan Tel No: 04-9793388	056-061
KEDAH DARUL AMAN		
A.A. ANTHONY SECURITIES SDN BHD	Lot 4, 5 & 5A 1 st Floor EMUM 55 No. 55, Jalan Gangsa Kawasan Perusahaan Mergong 2 Seberang Jalan Putra 05150 Alor Setar Kedah Darul Aman Tel No :04-7322111	078-007
ALLIANCE INVESTMENT BANK BERHAD	2 nd Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No: 04-7317088	076-004
HWANGDBS INVESTMENT BANK BERHAD	No. 70 A, B, C Jalan Mawar 1 Taman Pekan Baru 08000 Sungai Petani Kedah Darul Aman Tel No: 04-4256666	068-011

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
OSK INVESTMENT BANK BERHAD	Ground & 1 st Floor 215-A & 215-B Medan Putra, Jalan Putra 05150 Alor Setar Kedah Darul Aman Tel No: 04-7209888	056-021
OSK INVESTMENT BANK BERHAD	No. 35, Ground Floor Jalan Suria 1, Jalan Bayu 09000 Kulim Kedah Darul Aman Tel No: 04-4964888	056-019
OSK INVESTMENT BANK BERHAD	No. 112, Jalan Pengkalan Taman Pekan Baru Kedah Darul Aman Tel No: 04-4204888	056-017
NEGERI SEMBILAN DARUL KHUSUS		
ECM LIBRA INVESTMENT BANK BERHAD	1 C-1 & 1 D-1, First Floor Jalan Tunku Munawir 70000 Seremban Negeri Sembilan Tel No: 06-7655998	052-013
HWANGDBS INVESTMENT BANK BERHAD	No. 6, Upper Level Jalan Mahligai 72100 Bahau Negeri Sembilan Darul Khusus Tel No: 06-4553188	068-013
HWANGDBS INVESTMENT BANK BERHAD	Ground & 1 st Floor 105, 107 & 109, Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7612288	068-007
OSK INVESTMENT BANK BERHAD	1 st & 2 nd Floor, No. 168, Jalan Mewah (Pusat Perniagaan UMNO Bahagian Jempol) 72100 Bahau Negeri Sembilan Darul Khusus Tel No: 06-4553011	056-040
OSK INVESTMENT BANK BERHAD	Ground, 1 st & 2 nd Floor No. 33, Jalan Dato' Bandar Tunggal 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7641641	056-024
OSK INVESTMENT BANK BERHAD	1 st Floor, No. 3601, Jalan Besar 73000 Tampin Negeri Sembilan Darul Khusus Tel No: 06-4421000	056-037

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
OSK INVESTMENT BANK BERHAD	Ground & Mezzanine Floor No. 346 & 347, Batu ½, Jalan Pantai 71000 Port Dickson Negeri Sembilan Darul Khusus Tel No: 06-6461234	056-046
PM SECURITIES SDN BHD	1 st , 2 nd & 3 rd Floor 19-21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7623131	064-002
JOHOR DARUL TAKZIM		
A.A. ANTHONY SECURITIES SDN BHD	Level 6 & 7, Menara MSC Cyberport No. 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No: 07-3332000	078-001
A.A. ANTHONY SECURITIES SDN BHD	42-8, Main Road Kulai Besar 81000 Kulai Johor Darul Takzim Tel No: 07-6636658	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: 07-3513218	078-006
AmINVESTMENT BANK BERHAD	2 nd & 3 rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No: 07-4342282	086-002
ALLIANCE INVESTMENT BANK BERHAD	No. 73, Ground & 1 st Floor Jalan Rambutan 86000 Kluang Johor Darul Takzim Tel No: 07-7717922	076-006
AmINVESTMENT BANK BERHAD	18 th Floor, Selesa Tower Jalan Dato' Abdullah Tahir 80300 Johor Bahru Johor Darul Takzim Tel No :07-3343855	086-006

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
ECM LIBRA INVESTMENT BANK BERHAD	No. 57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel No: 06-9532222	052-004
ECM LIBRA INVESTMENT BANK BERHAD	Ground Floor No. 234, Jalan Besar Taman Semberong Baru 83700 Yong Peng Johor Darul Takzim Tel No: 07-4678885	052-005
INTER-PACIFIC SECURITIES SDN BHD	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2231211	054-004
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: 07-2222692	068-004
KENANGA INVESTMENT BANK BERHAD	Level 2, Menara Pelangi Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No: 07-3333600	073-004
KENANGA INVESTMENT BANK BERHAD	No. 33 & 35 (Ground & 1 st Floor A & B) Jalan Syed Abdul Hamid Sagaff 86000 Kluang Johor Darul Takzim Tel No: 07-7771161	073-010
KENANGA INVESTMENT BANK BERHAD	No. 31, Lorong Dato' Ahamd Jalan Khalidi 84000 Muar Johor Darul Takzim Tel No: 06-9542711	073-008
KENANGA INVESTMENT BANK BERHAD	Ground & Mezzanine Floor No. 34, Jalan Genuang 85000 Segamat Johor Darul Takzim Tel No: 07-9333515	073-009
KENANGA INVESTMENT BANK BERHAD	Ground Floor No. 4, Jalan Dataran 1 Taman Bandar Tangkak 84900 Tangkak Johor Darul Takzim Tel No: 06-9782292	073-011

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
MERCURY SECURITIES SDN BHD	Suite 17.1, Level 17 Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No: 07-3316992	093-005
MIMB INVESTMENT BANK BERHAD	Suite 25.02, Level 25 Johor Bahru City Square (Office Tower) No. 106-108, Jalan Wong Ah Fook 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2227388	061-002
OSK INVESTMENT BANK BERHAD	53, 53-A & 53-B, Jalan Sultanah 83000 Batu Pahat Johor Darul Takzim Tel No: 07-4380288	056-009
OSK INVESTMENT BANK BERHAD	6 th Floor, Wisma Tiong-Hua 8, Jalan Keris Taman Sri Tebrau 80050 Johor Bahru Johor Darul Takzim Tel No: 07-2788821	056-006
OSK INVESTMENT BANK BERHAD	Ground, 1 st & 2 nd Floor No. 10, Jalan Anggerik 1 Taman Kulai Utama 81000 Kulai Johor Darul Takzim Tel No: 07-6626288	056-035
OSK INVESTMENT BANK BERHAD	1 st Floor, No. 2 Jalan Makmur, Taman Sri Aman 85300 Labis Johor Darul Takzim Tel No: 07-9256881	056-039
OSK INVESTMENT BANK BERHAD	No. 33 – 1, 1 st & 2 nd Floor Jalan Ali 84000 Muar Johor Darul Takzim Tel No: 06-9538262	056-025
OSK INVESTMENT BANK BERHAD	Ground & 1 st Floor 10, Jalan Bendahara 12 Taman Ungku Tun Aminah 81300 Skudai Johor Darul Takzim Tel No: 07-5577628	056-029

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
OSK INVESTMENT BANK BERHAD	Ground, 1 st & 2 nd Floor No. 343, Jalan Muar 84900 Tangkak Johor Darul Takzim Tel No: 06-9787180	056-038
OSK INVESTMENT BANK BERHAD	Ground, 1 st & 2 nd Floor No. 3, Jalan Susur Utama 2/1 Taman Utama 85000 Segamat Johor Darul Takzim Tel No: 07-9321543	056-030
OSK INVESTMENT BANK BERHAD	Ground, 1 st and 2 nd Floor No. 17 Jalan Manggis 86000 Kluang Johor Darul Takzim Tel No: 07-7769655	056-031
OSK INVESTMENT BANK BERHAD	Ground & 1 st Floor No.1 & 1-01, Jalan Rosmerah 2/11 Taman Johor Jaya 81100 Johor Bahru Johor Darul Takzim Tel No: 07-3522293	056-043
PM SECURITIES SDN BHD	Suite 5.1, Level 5 Menara Pelangi Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No: 07-2781813	064-005
PM SECURITIES SDN BHD	Ground & 1 st Floor No.43 & 43A, Jalan Penjaja 3 Taman Kim's Park Business Centre 83000 Batu Pahat Johor Darul Takzim Tel No: 07-4333608	064-008
PAHANG DARUL MAKMUR		
ALLIANCE INVESTMENT BANK BERHAD	A-397, A-399 & A-401 Taman Sri Kuantan III Jalan Beserah 25300 Kuantan Pahang Darul Makmur Tel No: 09-5660800	076-002
ECM LIBRA INVESTMENT BANK BERHAD	B62, Ground Floor Lorong Tun Ismail 8, Sri Dagangan II 25000 Kuantan Pahang Darul Makmur Tel No: 09-5133289	052-007

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
OSK INVESTMENT BANK BERHAD	Ground Floor, 98 Jalan Pasdec 28700 Bentong Pahang Darul Makmur Tel No: 09-2234943	056-022
OSK INVESTMENT BANK BERHAD	Ground Floor No. 76-A, Persiaran Camelia 4 Tanah Rata 39000 Cameron Highlands Pahang Darul Makmur Tel No: 05-4914913	056-041
OSK INVESTMENT BANK BERHAD	B2 & B34, Lorong Tun Ismail 8 Seri Dagangan 11 25000 Kuantan Pahang Darul Makmur Tel No: 09-5173811	056-007
KELANTAN DARUL NAIM		
OSK INVESTMENT BANK BERHAD	Ground & 1 st Floor No. 3953-H Jalan Kebun Sultan 15350 Kota Bharu Kelantan Darul Naim Tel No: 09-7430077	056-020
TA SECURITIES HOLDINGS BERHAD	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel. No.: 09-7432288	058-004
TERENGGANU DARUL IMAN		
ALLIANCE INVESTMENT BANK BERHAD	No. 1D, Ground & Mezzanine No. 1E, Ground, Mezzanine 1 st & 2 nd Floor Jalan Air Jerneh 20300 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6317922	076-009
FA SECURITIES SDN BHD	No. 51 & 51A Ground, Mezzanine & 1 st Floor Jalan Tok Lam 20100 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6238128	021-001
OSK INVESTMENT BANK BERHAD	Ground & 1 st Floor, 9651, Cukai Utama Jalan Kubang Kurus 24000 Kemaman Terengganu Darul Iman Tel No: 09-8583109	056-027

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone number	ADA Code
OSK INVESTMENT BANK BERHAD	31A, Ground Floor 31A & 31B, 1 st Floor Jalan Sultan Ismail 20200 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6261816	056-055
SABAH		
CIMB INVESTMENT BANK BERHAD	1 st & 2 nd Floor Central Building Jalan Sagunting 88000 Kota Kinabalu Sabah Tel No :088-313836	065-005
ECM LIBRA INVESTMENT BANK BERHAD	Aras 8, Wisma Great Eastern 68, Jalan Gaya 88000 Kota Kinabalu Sabah Tel No: 088-236188	052-012
HWANGDBS INVESTMENT BANK BERHAD	Suite 1-9-E1, 9 th Floor CPS Tower Centre Point Sabah No. 1, Jalan Centre Point 88000 Kota Kinabalu Sabah Tel No: 088-311688	068-008
INNOSABAH SECURITIES BERHAD	11, Equity House, Block K Sadong Jaya, Karamunsing 88100 Kota Kinabalu Sabah Tel No: 088-234090	020-001
OSK INVESTMENT BANK BERHAD	5 th Floor, Wisma BSN Sabah Jalan Kemajuan Karamunsing 88000 Kota Kinabalu Sabah Tel No: 088-269788	056-010
OSK INVESTMENT BANK BERHAD	Ground Floor, Block 2 Lot 4 & Lot 5, Bandar Indah, Mile 4 North Road 91000 Sandakan Sabah Tel No: 089-222275	056-057

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
SARAWAK		
AmINVESTMENT BANK BERHAD	No. 164, 166 & 168 1st, 2nd & 3rd Floor Jalan Abell 93100 Kuching Sarawak Tel No: 082-244791	086-005
CIMB INVESTMENT BANK BERHAD	Level 1, Wisma STA 26 Jalan Datuk Abang Abdul Rahim 93450 Kuching Sarawak Tel No: 082-358606	065-004
HWANGDBS INVESTMENT BANK BERHAD	Lot 328, Jalan Abell 93100 Kuching Sarawak Tel No: 082-236999	068-005
HWANGDBS INVESTMENT BANK BERHAD	No. 282, 1 st Floor Park City Commercial Centre Phase 4, Jalan Tun Ahmad Zaidi 97000 Bintulu Sarawak Tel No: 086-330008	068-016
KENANGA INVESTMENT BANK BERHAD	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No: 082-338000	073-003
KENANGA INVESTMENT BANK BERHAD	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel No: 085-435577	073-002
KENANGA INVESTMENT BANK BERHAD	No. 11-12 (Ground & 1 st Floor) Lorong Kampung Datu 3 96000 Sibul Sarawak Tel No: 084-313855	073-012
OSK INVESTMENT BANK BERHAD	Ground, 1 st & 6 th Floor Wisma Chinese Chambers Lot 357, Section 47, K.T.L.D. Jalan Bukit Mata Kuching 93100 Kuching Sarawak Tel No: 082-422252	056-008

15. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address and Telephone Number	ADA Code
OSK INVESTMENT BANK BERHAD	Lot 1268, 1 st and 2 nd Floor Lot 1269, 2 nd Floor Centre Point Commercial Centre Jalan Melayu 98008 Miri Sarawak Tel No: 085-422788	056-012
OSK INVESTMENT BANK BERHAD	101 & 102, Pusat Pedada Jalan Pedada 96000 Sibul Sarawak Tel No: 084-329100	056-013
OSK INVESTMENT BANK BERHAD	Ground Floor No. 10, Jalan Bersatu 96100 Sarikei Sarawak Tel No: 084-654100	056-050
OSK INVESTMENT BANK BERHAD	Ground Floor No. 177, Taman Sri Dagang 97000 Bintulu Sarawak Tel No: 086-311770	056-053
TA SECURITIES HOLDINGS BERHAD	12G, H & I Jalan Kampong Datu 96000 Sibul Sarawak Tel No: 084-319998	058-002
TA SECURITIES HOLDINGS BERHAD	2nd Floor, (Bahagian Hadapan) Bangunan Binamas, Lot 138 Section 54, Jalan Pandung 93100 Kuching Sarawak Tel No: 082-236333	058-006

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