

8. APPROVALS AND CONDITIONS

8.1 APPROVALS AND CONDITIONS OF THE AUTHORITIES

The Issues form an integral part of the Restructuring Scheme. The Restructuring Scheme has been approved by the following authorities:

Authorities	Date of approval letters
SC	15 November 2002, 5 December 2002, 22 May 2003, 27 May 2003, 3 July 2003, 17 November 2003
FIC	6 August 2002
MITI	13 August 2002
Danaharta	13 August 2002

On 28 January 2003, Alliance had sought the following from the MSEB pursuant to the Acquisition of NCK and the Restricted Issue:

- (i) shortening of the notice period of Book Closure Date (“BCD”) (a period between the announcement of BCD to BCD) in respect of the Acquisition of NCK and the Restricted Issue from the required twelve (12) market days as required under Paragraph 6.18 of the Listing Requirements to four (4) market days;
- (ii) exemption of trading of rights entitlement arising from the Restricted Issue on the Main Board of the MSEB as stipulated in Appendix 6E of Chapter 6 of the Listing Requirements;
- (iii) shortening of the period from the BCD to the closing date for the receipt of applications for acceptance of the Restricted Issue Shares from the prescribed twenty-two (22) clear market days as required under Paragraph 6.20 of the Listing Requirements to coincide with the closing date of the Prospectus, which is at least fourteen (14) days from the opening of the application for acceptance of the Restricted Issue Shares; and
- (iv) application for re-quotation of the APB Shares on the MSEB upon completion of its Restructuring Scheme instead of one (1) market day after the BCD for the Restricted Issue.

The approval and exemption sought from the MSEB is to expedite the completion of the entire Restructuring Scheme as well as to ensure that the Restructuring Scheme would be implemented in its entirety and to mitigate the risk of any of the proposal within the Restructuring Scheme not being implemented. The MSEB had, vide its letter dated 14 April 2003, approved the abovementioned proposals, without any conditions.

OSK had on 5 November 2003 announced that NCK had on evendate made an application to the SC for an extension of time to implement the Proposed Restructuring Scheme for NCK for a six (6)-month period to 15 May 2004. On 19 November 2003, OSK, on behalf of NCK, announced that the company had on evendate, received the approval from the SC vide its letter dated 17 November 2003 for the aforesaid application.

8. APPROVALS AND CONDITIONS (Cont'd)

On 4 December 2003, OSK has submitted an application to the following authorities on behalf of the SA of NCK in relation to the Modifications, which was subsequently approved by the relevant authorities:

Authorities	Date of approval letters
SC	8 March 2004
FIC (via SC)	16 March 2004
MITI	16 February 2004
Danaharta	18 March 2004

The conditions imposed by the authorities and the status of compliance are as follows:

Authority	Details of conditions imposed	Status of compliance
SC (letter dated 15 November 2002)	<ol style="list-style-type: none"> 1. APB is required to issue an Information Circular to shareholders of APB pursuant to the Restructuring Scheme. APB is required to disclose in the Circular to shareholders the amount of trade debts in respect of EJ, AMC, Benmarl and Prescan group of companies, ageing analysis for the said trade debts and the trade debts which have exceeded the credit period. In addition, all directors of EJ and all vendors of AMC, Benmarl and Prescan, are required to provide comments/facts on the recoverability of the trade debts which exceed the credit period in the said Circular. 2. A moratorium on the disposal of shares held by all vendors of EJ will be imposed, where they are not allowed to sell, transfer or assign their shareholdings up to 50% of the issued and paid-up share capital for at least one (1) year from the date of listing. Thereafter, they are allowed to sell, transfer or assign their shareholdings held under moratorium for not more than one-third (1/3) of their shareholdings under moratorium for every subsequent year onward. Alliance, is required to disclose the list of the shareholders' names and number of shares and ICPS held under the said moratorium. In respect of the proposal to transfer all shares and ICPS under the said moratorium to Ikram Pintas, all holders of the said shares and ICPS and Ikram Pintas, are required to provide undertakings that they will not sell, transfer or assign their shareholdings in APB throughout the said moratorium period and all the beneficial shareholders of the said shares under moratorium will remain unchanged throughout the moratorium period. However, APB can adopt the SC's Guidelines in connection to the moratorium on the sale which will be announced in future in line with the last phase of the implementation of the disclosure-based regulation. 	<p>Complied. The information circular is dated 26 March 2004.</p> <p>Complied. For details, please refer to Section 8.2 of this Prospectus. The letter of undertaking is dated 17 March 2004.</p>

8. APPROVALS AND CONDITIONS (Cont'd)

Authority	Details of conditions imposed	Status of compliance
	<p>3. NCK is required to appoint an independent audit firm [of experience in investigative audit and not the past and existing auditors of NCK] within two (2) months from the date of the approval letter from the SC to carry out the investigative audit on the losses incurred from the previous businesses. NCK is also required to take necessary/relevant steps to recover losses incurred. Based on the results of the investigative audit, NCK is required to submit a report to the relevant authorities if there is any breach of any relevant laws, regulations, guidelines and/or memorandum & articles of association by the Board of Directors of NCK and/or any of the parties involved in causing the said losses of NCK. The said investigative audit is required to be completed within six (6) months from the date of the appointment of the independent audit firm. Two (2) copies of the investigative audit reports are required to be submitted to the SC subsequent to the completion of the said investigative audit.</p> <p>4. APB is required to ensure that the balance of trade debts of AMB owing to AMC, totalling RM1,804,000, which has been assigned to Mr Yap Kow, is required to be paid prior to the implementation of the said Restructuring Scheme.</p> <p>5. APB and EJ are required to ensure that the current paid-up share capital of EJ (totalling to 4,700,000 EJ Shares and only paid-up to RM0.10 per share) be fully paid-up prior to the implementation of the said Restructuring Scheme.</p>	<p>NCK had on 14 January 2003 appointed Messrs. Horwath as the independent investigative audit firm to carry out the investigative audit. NCK had on 4 July 2003 received the approval from the SC for an additional two (2) months to 13 September 2003 to complete its investigative audit. Messrs Horwath has completed the investigative audit and two (2) sets of the investigative audit report were submitted to the SC on 15 September 2003. Horwath, had on 11 March 2004, submitted an updated investigative audit report dated 10 March 2004 to the SA of NCK. The findings of the investigative audit was announced on 24 March 2004.</p> <p>Complied. The debt was assigned by AMC to Mr. Yap Kow on 20 December 2000 and 21 December 2001 for RM1.1million and RM0.7 million respectively. The debt owing from Mr. Yap Kow was subsequently settled via offsetting against the dividend declared and paid by AMC on 15 December 2000 and 31 December 2001.</p> <p>Complied. The 4,700,000 EJ Shares were allotted on 30 April 2002.</p>

8. APPROVALS AND CONDITIONS (Cont'd)

Authority	Details of conditions imposed	Status of compliance															
	<p>6. The valuation of the properties as disclosed by AMC, Benmarl and Prescan is subject to the following conditions:</p> <table border="1" data-bbox="415 481 1040 1848"> <thead> <tr> <th data-bbox="415 481 521 526"></th> <th data-bbox="521 481 748 526">Property</th> <th data-bbox="748 481 1040 526">Conditions</th> </tr> </thead> <tbody> <tr> <td data-bbox="415 548 521 593">AMC</td> <td data-bbox="521 548 748 750">No. 47 Jalan Batu Tiga-TUDM, Kampung Baru Subang, 40150 Shah Alam, Selangor</td> <td data-bbox="748 548 1040 840">AMC is required to ensure that the registered ownership of the land which erected the factories of AMC, be transferred to AMC, prior to the issuance of the Information Circular.</td> </tr> <tr> <td data-bbox="415 862 521 907">AMC</td> <td data-bbox="521 862 748 1041">Lot No. 109B, Kawasan Perindustrian, Gebeng 26080 Kuantan</td> <td data-bbox="748 862 1040 1220">AMC is required to obtain letter from the relevant local authorities that any addition / renovation to the existing building on the Plot 109-B is built in accordance to the plan as approved, prior to the issuance of the Information Circular.</td> </tr> <tr> <td data-bbox="415 1243 521 1288">AMC</td> <td data-bbox="521 1243 748 1422">Lot 23-C, Kawasan Perindustrian, Gebeng 26080 Kuantan</td> <td data-bbox="748 1243 1040 1556">AMC is required to ensure that the additional structure situated on Plot 23-C which has yet to obtain approval from the relevant local authority be rectified, prior to the issuance of the Information Circular.</td> </tr> <tr> <td data-bbox="415 1579 521 1624">Benmarl</td> <td data-bbox="521 1579 748 1780">Parcel No. 45-10-14, Forum Condominium, Off Jalan Tun Razak, Kuala Lumpur</td> <td data-bbox="748 1579 1040 1848">Benmarl is required to ensure that the registered ownership of the said property be transferred to Benmarl, prior to the issuance of the Information Circular.</td> </tr> </tbody> </table>		Property	Conditions	AMC	No. 47 Jalan Batu Tiga-TUDM, Kampung Baru Subang, 40150 Shah Alam, Selangor	AMC is required to ensure that the registered ownership of the land which erected the factories of AMC, be transferred to AMC, prior to the issuance of the Information Circular.	AMC	Lot No. 109B, Kawasan Perindustrian, Gebeng 26080 Kuantan	AMC is required to obtain letter from the relevant local authorities that any addition / renovation to the existing building on the Plot 109-B is built in accordance to the plan as approved, prior to the issuance of the Information Circular.	AMC	Lot 23-C, Kawasan Perindustrian, Gebeng 26080 Kuantan	AMC is required to ensure that the additional structure situated on Plot 23-C which has yet to obtain approval from the relevant local authority be rectified, prior to the issuance of the Information Circular.	Benmarl	Parcel No. 45-10-14, Forum Condominium, Off Jalan Tun Razak, Kuala Lumpur	Benmarl is required to ensure that the registered ownership of the said property be transferred to Benmarl, prior to the issuance of the Information Circular.	<p>Complied. Transfer of registered ownership dated 30 June 2002</p> <p>Complied. Letter dated 11 January 2003.</p> <p>Complied. Letter of approval dated 30 June 2003.</p> <p>Complied. Transfer of registered ownership dated 30 June 2003.</p>
	Property	Conditions															
AMC	No. 47 Jalan Batu Tiga-TUDM, Kampung Baru Subang, 40150 Shah Alam, Selangor	AMC is required to ensure that the registered ownership of the land which erected the factories of AMC, be transferred to AMC, prior to the issuance of the Information Circular.															
AMC	Lot No. 109B, Kawasan Perindustrian, Gebeng 26080 Kuantan	AMC is required to obtain letter from the relevant local authorities that any addition / renovation to the existing building on the Plot 109-B is built in accordance to the plan as approved, prior to the issuance of the Information Circular.															
AMC	Lot 23-C, Kawasan Perindustrian, Gebeng 26080 Kuantan	AMC is required to ensure that the additional structure situated on Plot 23-C which has yet to obtain approval from the relevant local authority be rectified, prior to the issuance of the Information Circular.															
Benmarl	Parcel No. 45-10-14, Forum Condominium, Off Jalan Tun Razak, Kuala Lumpur	Benmarl is required to ensure that the registered ownership of the said property be transferred to Benmarl, prior to the issuance of the Information Circular.															
	<p>7. Subsequent to the implementation of the said Restructuring Scheme, APB is required to ensure at least 25% of the issued and paid-up share capital is owned by the public shareholders.</p>	<p>Will be complied.</p>															

8. APPROVALS AND CONDITIONS (Cont'd)

Authority	Details of conditions imposed	Status of compliance
	<p>8. APB is required to reorganise and implement an effective management succession plan to ensure the continuity of the management of the company pursuant to the said Restructuring Scheme.</p> <p>9. APB is required to disclose in the Circular to shareholders and Prospectus a more comprehensive information in relation to the following:</p> <p>(a) The management succession plan, as stated above;</p> <p>(b) Future prospect of APB; and</p> <p>(c) Risk management plan, pursuant to the said Restructuring Scheme.</p> <p>10. Copy of the Information Circular to the shareholders of APB is required to be submitted to the SC for their perusal.</p> <p>11. OSK/APB is required to comply with the conditions as set out by the FIC and MITI.</p> <p>12. OSK/APB/NCK are required to comply with the necessary requirements in connection to the Policies and Guidelines on Issue/Offer of Securities</p>	<p>Complied. Please refer to Section 7.9 of this Prospectus.</p> <p>Complied. Appropriate disclosure has been made in the Circular to shareholders and Section 6.3, 7.9 and 7.10 respectively in this Prospectus.</p> <p>Complied. A copy of the Information Circular was submitted to the SC for perusal on 4 December 2003</p> <p>Complied.</p> <p>Complied, where applicable.</p>
SC (letter dated 5 December 2002)	NCK is required to make appropriate announcement on the findings of the investigative audit.	Horwath, had on 11 March 2004, submitted an updated investigative audit report dated 10 March 2004 to the SA of NCK. The findings of the investigative audit was announced on 24 March 2004.
SC (letter dated 22 May 2003)	NCK is approved for an extension of six (6)-month period to 15 November 2003 to implement the Restructuring Scheme.	Please refer to SC letter dated 17 November 2003
SC (letter dated 27 May 2003)	NCK/Benmarl is to provide a written undertaking that it will, in its best endeavour, ensure the registered ownership of Parcel No. 45-10-14, Forum Condominium, Off Jalan Tun Razak, Kuala Lumpur be transferred to Benmarl within six (6) months from the date of SC's letter.	The registered ownership of the said property was transferred to Benmarl on 30 June 2003.
SC (letter dated 3 July 2003)	NCK is approved for an additional two (2)-months to 13 September 2003 to complete the investigative audit.	Complied. Investigative Audit Report submitted to the SC on 15 September 2003.
SC (letter dated 17 November 2003)	NCK is approved for an extension of six (6)-month period to 15 May 2004 to implement the Restructuring Scheme.	To be complied.

8. APPROVALS AND CONDITIONS (Cont'd)

Authority	Details of conditions imposed	Status of compliance
SC (letter dated 8 March 2004)	<ol style="list-style-type: none"> <li data-bbox="334 405 1022 495">1. To obtain the approval from all the relevant authorities on the Modifications prior to the implementation of the Modification. <li data-bbox="334 562 1022 685">2. OSK and NCK/APB Resources Berhad ("APB") are required to comply with the terms and conditions imposed by the SC via SC's letter dated 15 November 2002 and 17 November 2003. <li data-bbox="334 752 1022 898">3. OSK and NCK/APB are required to disclose in the Information Circular to the shareholders of NCK regarding the industry risk involving ECSB and KRSB and the basis of valuation on the purchase consideration of ECSB and KRSB. <li data-bbox="334 965 1022 1469">4. Prior to the implementation of the Proposed Acquisition of ECSB, the vendor of ECSB is required to obtain the followings: <ol style="list-style-type: none"> <li data-bbox="409 1088 1022 1178">a) approval and consent from the Ministry of Energy, Communications and Multimedia, Malaysia in respect of ECSB undertaking the Hydro Project; <li data-bbox="409 1189 1022 1335">b) procure or cause ECSB to procure the generation license from the Director General of Electricity Supply, Jabatan Bekalan Elektrik in favor of ECSB as required for the purpose of carrying out the Hydro Project; and <li data-bbox="409 1346 1022 1469">c) obtain all the relevant approval, authorization, verification, consent, license, permit and mandate from the relevant authorities that are required for ECSB to carry out the hydro project. 	<p data-bbox="1044 405 1339 528">Complied. FIC approval letter dated 16 March 2004 and MITI approval letter dated 16 February 2004</p> <p data-bbox="1044 562 1158 595">Complied.</p> <p data-bbox="1044 752 1339 842">Complied. The Information Circular is dated 26 March 2004.</p> <p data-bbox="1044 965 1218 999">To be complied.</p>

8. APPROVALS AND CONDITIONS (Cont'd)

Authority	Details of conditions imposed	Status of compliance
	<p>5. Prior to the implementation of the Proposed Acquisition of KRSB, the vendor of KRSB is required to obtain the followings:</p> <p>a) written consent from Tenaga Nasional Berhad ("TNB") to extend the tenure of the Mini Hydro Generating Stations ("MHGS") Agreement (to operate and maintain thirty five (35) mini hydro generating stations for the production of electricity) entered into between TNB and Projass Engineering Sdn Bhd ("PESB") for a minimum period of twenty (20) years commencing from the expiry of the term of the MHGS Agreement (ten (10) years commencing from 29 December 1993) and novation of PESB's rights, interests, benefits, obligations and liabilities under the MHGS Agreement in favor of KRSB; or</p> <p>b) new MHGS Agreement (for the acquisition of thirty five (35) MHGS) between KRSB and TNB on terms and conditions that are acceptable to APB.</p>	To be complied.
FIC (letter dated 6 August 2002)	No condition was imposed.	
FIC (letter dated 16 March 2004)	OSK/NCK is required to inform the SC/FIC regarding the new effective equity structure of APB, ECSB and KRSB, upon completion of the implementation of the Proposed Restructuring Scheme.	To be complied.
MITI (letter dated 13 August 2002)	<ol style="list-style-type: none"> 1. NCK is required to obtain the approval of the FIC for the Restructuring Scheme. 2. NCK is required to obtain the approval of the SC for the Restructuring Scheme. 3. The acquisition of AMC by EJ is subject to the equity condition of which at least 70% of the shares in AMC shall be acquired and held by Malaysians including at least 30% to be held by Bumiputeras. 	<p>Complied. FIC approval was obtained 6 August 2002.</p> <p>Complied. SC approval was obtained on 15 November 2002.</p> <p>Complied based on the deemed shareholdings structure in APB, AMC is considered to have complied with the equity condition imposed by FIC, barring further changes to the equity structure of APB.</p>
MITI (letter dated 16 February 2004)	<ol style="list-style-type: none"> 1. NCK is required to obtain the approval of the SC for the Modifications. 2. OSK/APB/NCK are required to comply with the Malaysian Code on Take-overs and Mergers. 	<p>Complied. SC approval was obtained on 8 March 2004</p> <p>To be complied, where applicable.</p>

8. APPROVALS AND CONDITIONS (Cont'd)

On 23 March 2004 and 24 March 2004 respectively, OSK had sought approvals from the MSEB to further shorten the notice period of Book Closure Date ("BCD") (a period between the announcement of BCD to BCD) from four (4) market days as previously approved by the MSEB on 14 April 2003, to two (2) market days. The MSEB had, vide its letter dated 25 March 2004, approved the abovementioned application, without any conditions.

8.2 MORATORIUM ON THE SALE OF SHARES

The SC in approving the Restructuring Scheme and the listing of APB on the Main Board of the MSEB had imposed a moratorium on the disposal of shares held by Ikram Pintas.

The SC in its press release dated 11 March 2003 had announced the following:

"With regards to acquisitions of assets resulting in reverse take-overs of listed companies, a moratorium will be imposed on 50% of the consideration securities to be received by the vendors of the assets to be injected, whereby the vendors will not be allowed to sell, transfer or assign the securities for one (1) year from the date the securities are listed on MSEB. Thereafter, the securities are not subjected to any moratorium requirement. SC also states that this new treatment of moratorium would apply automatically to proposals which have been approved by the SC since October 2002."

In line with the above, Ikram Pintas will not be allowed to sell, transfer or assign its shareholding in APB amounting to 25,920,000 APB Shares representing 26.87% of the enlarged issued and paid-up capital of APB and 12,500,000 ICPS representing 50.0% of the issued ICPS within one (1) year from the date of admission of APB to the Official List of the Main Board of the MSEB. Thereafter, the 25,920,000 APB Shares and 12,500,000 ICPS are not subjected to any moratorium requirement.

The restriction is specifically endorsed on the notices of allotment representing the respective shareholdings of Ikram Pintas which is under moratorium to ensure that trading of these APB Shares are not allowed in compliance with the restriction imposed by the SC. The restriction is fully accepted by Ikram Pintas and the public is deemed to have notice of this restriction.

THE REMAINDER OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY

9. RELATED PARTY TRANSACTIONS AND/OR CONFLICT OF INTEREST

9.1 TRANSACTION BETWEEN THE APB GROUP AND THE RELATED PARTY

9.1.1 Save as disclosed below, there are no existing or potential related party transactions and/or conflict of interest between the Group and its Directors, substantial shareholders and/or persons connected with such a director or substantial shareholder as defined under Section 122A of the Act.

9.1.1.1 Mr Yap Kow @ Yap Kim Fah, the Chairman/Managing Director and substantial shareholder of APB, is also the Managing Director and substantial shareholder in Peng Fah Engineering Sdn Bhd and the Chairman and substantial shareholder in Technical Resources Sdn Bhd.

- (i) On 5 June 2002, AMC entered into a tenancy agreement with Peng Fah Engineering Sdn Bhd to rent a factory and office known as No. 46, Jalan Batu Tiga-TUDM, Subang New Village, 40150 Shah Alam, Selangor erected on the piece of land held under HS(M) 1729, PT No. 539, Mukim Sungai Buloh, Daerah Petaling, Selangor Darul Ehsan (said "Land"), at a monthly rental of RM1,000 only for a term of two (2) years, renewable upon expiration for a further two (2) years, with an option to purchase the said Land free from encumbrances, at a purchase price of RM2,500,000, upon conversion of the said Land from the category "agriculture" to the category "industry". AMC may determine the tenancy prior to the expiry of the tenancy by giving six (6) months written notice in advance or six (6) months rent in lieu of notice. Notwithstanding this, Peng Fah Engineering Sdn Bhd shall not be entitled to determine the tenancy granted prior to the expiry of the tenancy.
- (ii) AMC had the following transactions with the following companies:

Company	Nature of transaction(s)	Financial period ended 30 September 2003 RM'000
Technical Resources Sdn Bhd	<input type="checkbox"/> Services rendered for repairing of machinery and supply of consumables materials <input type="checkbox"/> Sales – charges by AMC for minor support works on the equipments	242

THE REMAINDER OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY

9. RELATED PARTY TRANSACTIONS AND/OR CONFLICT OF INTEREST *(Cont'd)*

9.1.1.2 Mr Yap Kow @ Yap Kim Fah, the Chairman/Managing Director and substantial shareholder of APB, and Mr Yap Kau @ Yap Yeow Ho, a Director of APB, are both Directors of TTS Resources and they together own 100% of TTS Resources, the holding company of the following companies which have transactions with AMC:

Company	Nature of transaction(s)	Financial period ended 30 September 2003 RM'000
TTS Transport Sdn Bhd	<input type="checkbox"/> Supply of transportation and clearance cargo services for materials and finished goods <input type="checkbox"/> Sales – charges for usage of AMC's low loader trailer	123
TTS Insu-Write Services Sdn Bhd	Insurance coverage for marine cargo, motor vehicles and all AMC relevant insurance coverage	135

9.1.2 There are no existing or potential related party transactions and conflict of interest between the APB Group and its key management and key technical personnel.

9.1.3 There are no amount of outstanding loans (including guarantees of any kind) made by the APB or any of its parent company or subsidiary companies to or for the benefit of the related parties.

9.2 INTEREST IN SIMILAR BUSINESS

Save as disclosed below, none of the Directors or substantial shareholders has any interest, direct or indirect, in any business carrying on a similar trade as the Company and its subsidiary companies.

Mr Yap Kow @ Yap Kim Fah, the Chairman/Managing Director and substantial shareholder of APB, owns 55.8% equity interest in Peng Fah Engineering Sdn Bhd whose principal activities are fabrication of metal products, welding and provision of engineering services. Some of these activities are similar to those of AMC. However, there is no conflict of interest between APB and Peng Fah Engineering Sdn Bhd as Peng Fah Engineering Sdn Bhd is a subcontractor of AMC in providing engineering services and contract labour to AMC. Furthermore, Peng Fah Engineering Sdn Bhd is not accredited by ASME and The National Board of Boiler & Pressure Vessels Inspectors which is a prerequisite to be in the same business as AMC.

9.3 PROMOTION OF ANY ASSETS ACQUIRED/TO BE ACQUIRED

Save as disclosed in Sections 4.2 and 9.1 of this Prospectus, none of the Directors or substantial shareholders in the Company had or has any interest, direct or indirect, in the promotion of any assets acquired or proposed to be acquired or disposed of or proposed to be disposed of or leased to or proposed to be leased to the Company or its subsidiary companies within the two (2) years immediately preceding 28 February 2004.

9. RELATED PARTY TRANSACTIONS AND/OR CONFLICT OF INTEREST (Cont'd)

9.4 DECLARATION BY THE ADVISERS

On completion of the Proposed Restructuring Scheme, Mr. Loh Siew Hooi (Chief Operating Officer of OSK) will hold 408,904 APB Shares and 197,207 ICPS, representing 0.42% of the enlarged issued and paid-up capital of APB (before conversion of ICPS). The interest disclosed above does not give rise to a situation of conflict of interest in view of the materiality (less than 5%) of the shareholding in APB and the fact that Mr. Loh Siew Hooi is not a director of APB. Accordingly, OSK confirms that there are no existing or potential conflicts of interest in its capacity as Adviser for the Proposed Restructuring Scheme.

Messrs. KPMG confirms that there is no existing or potential conflict of interest in their capacity as the Auditors/Reporting Accountants.

Messrs. Lee Choon Wan & Co confirms that there is no existing or potential conflict of interest in their capacity as the due diligence solicitors.

Henry Butcher Lim & Long Sdn Bhd confirms that there is no existing or potential conflict of interest in their capacity as the Valuer.

Henry Butcher, Lim & Long (North) Sdn Bhd confirms that there is no existing or potential conflict of interest in their capacity as the Valuer.

Henry Butcher, Lim & Long (Muar) Sdn Bhd confirms that there is no existing or potential conflict of interest in their capacity as the Valuer.

JS Property Consultants Sdn Bhd confirms that there is no existing or potential conflict of interest in their capacity as the Valuer.

THE REMAINDER OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY