

11. ACCOUNTANTS' REPORT**3.4 SYF**

The following financial information of SYF is based on the audited accounts of SYF as at 31 August 1994 to 31 August 1998 and as at 31 July 1999.

	←-----Audited----->					Proforma*	
	As at					As at	As at
	←-----31 August----->					31 July	31 July
	1994	1995	1996	1997	1998	1999	1999
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Fixed assets	1,763	2,318	5,232	7,343	10,321	23,486	12,659
Current assets	607	1,393	1,710	3,438	4,569	10,108	10,108
Less: Current liabilities	(1,640)	(2,949)	(4,018)	(5,913)	(7,623)	(9,630)	(9,630)
Net current (liabilities)/assets	(1,033)	(1,556)	(2,308)	(2,475)	(3,054)	478	478
	730	762	2,924	4,868	7,267	23,964	13,137
Financed by :-							
Share capital	200	200	300	600	1,000	5,000	1,000
Unappropriated profit	22	171	1,296	3,009	4,737	8,812	8,812
Capital reserve	-	-	-	-	-	6,827	-
Shareholders' funds	222	371	1,596	3,609	5,737	20,639	9,812
Deferred & long term liabilities	508	391	1,328	1,259	1,530	3,325	3,325
	730	762	2,924	4,868	7,267	23,964	13,137
NTA per ordinary share (RM)	1.11	1.86	5.32	6.01	5.74	4.13	9.81

* The proforma balance sheet as at 31 July 1999 is prepared to reflect the reversal of the revaluation of land and building in SYF as instructed by the Securities Commission. The revaluation was carried out for the purpose of acquisition of SYF by TSB. The reversal is to reflect the net assets value of SYF assuming the revaluation did not take place.

11. ACCOUNTANTS' REPORT

3.5 ASWP

The following financial information of ASWP is based on the audited accounts of ASWP as at 31 July 1996 to 31 July 1999.

	←-----As at 31 July----->			
	1996	1997	1998	1999
	RM'000	RM'000	RM'000	RM'000
Fixed assets	4,952	11,505	11,898	11,264
Current assets	111	2,817	5,745	7,503
Less: Current liabilities	(3,260)	(5,498)	(7,350)	(7,402)
Net current (liabilities)/assets	(3,149)	(2,681)	(1,605)	101
Preliminary expenses	2	2	1	1
Pre-operating expenses	195	156	117	78
	<u>2,000</u>	<u>8,982</u>	<u>10,411</u>	<u>11,444</u>
Financed by :-				
Share capital	2,000	2,000	2,000	2,000
Unappropriated profit	-	1,597	2,415	3,831
Shareholders' funds	<u>2,000</u>	<u>3,597</u>	<u>4,415</u>	<u>5,831</u>
Deferred & long term liabilities	-	5,385	5,996	5,613
	<u>2,000</u>	<u>8,982</u>	<u>10,411</u>	<u>11,444</u>
NTA per ordinary share (RM)	<u>1.00</u>	<u>1.72</u>	<u>2.15</u>	<u>2.88</u>

11. ACCOUNTANTS' REPORT

3.6 AFSB

The following financial information of AFSB is based on the audited accounts of AFSB as at 30 June 1995 and 1996 and as at 31 July 1997 to 31 July 1999.

	<-- As at 30 June-->		<----- As at 31 July----->		
	1995	1996	1997	1998	1999
	RM'000	RM'000	RM'000	RM'000	RM'000
Fixed assets	57	-	63	53	41
Current assets	1,394	3,651	5,195	11,551	11,493
Less : Current liabilities	(1,350)	(3,222)	(4,521)	(10,689)	(3,662)
Net current assets	44	429	674	862	7,831
	101	429	737	915	7,872
Financed by :-					
Share capital	100	100	100	100	100
Unappropriated profit	1	329	604	789	951
Shareholders' funds	101	429	704	889	1,051
Deferred & long term liabilities	-	-	33	26	6,821
	101	429	737	915	7,872
NTA per ordinary share (RM)	1.00	4.29	7.04	8.89	10.51

11. ACCOUNTANTS' REPORT**3.7 PCC**

The following financial information of PCC is based on the audited accounts of PCC as at 31 December 1993 to 1996 and as at 31 July 1997 to 31 July 1999.

	<----- As at 31 Dec----->				<----- As at 31 July----->		
	1993	1994	1995	1996	1997	1998	1999
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Fixed assets	-	-	2	2	2	1	1
Current assets	142	559	718	721	750	2,229	2,148
Less : Current liabilities	182	(597)	(705)	(534)	(459)	(1,787)	(1,323)
Net current assets	(40)	(38)	13	187	291	442	825
	(40)	(38)	15	189	293	443	826
Financed by :-							
Share capital	*	*	*	*	*	100	100
Unappropriated profit	(40)	(38)	15	189	293	343	726
Shareholders' funds	(40)	(38)	15	189	293	443	826
NTA per ordinary share (RM) (20,000)	(19,000)	7,500	94,500	146,500	4.43	8.26	

* 2 ordinary shares of RM1.00 each.

11. ACCOUNTANTS' REPORT**3.8 LC**

The following financial information of LC is based on the audited accounts of LC as at 31 December 1995 and 1996, and as at 31 July 1997 to 31 July 1999.

	< -- As at 31 Dec -- >		< ----- As at 31 July----->		
	1995	1996	1997	1998	1999
	RM'000	RM'000	RM'000	RM'000	RM'000
Fixed assets	42	31	24	163	63
Current assets	444	325	304	694	901
Less : Current liabilities	(306)	(336)	(269)	(511)	(466)
Net current (liabilities)/assets	138	(11)	35	183	435
Deferred Taxation	-	-	-	(11)	(2)
	180	20	59	335	496
Financed by :-					
Share capital	300	300	300	452	452
Accumulated (Loss)/Profit	(120)	(280)	(241)	(117)	44
Shareholders' funds	180	20	59	335	496
NTA per share (RM)	0.60	0.07	0.20	0.74	1.10

11. ACCOUNTANTS' REPORT

3.9 FDSB

The following financial information of FDSB is based on the audited accounts of FDSB as at 31 July 1998 and 1999.

	< ----- As at 31 July ----- >	
	1998	1999
	RM'000	RM'000
Fixed assets	77	12
Current assets	224	98
Less : Current liabilities	(277)	(84)
Net current (liabilities)/assets	(53)	14
	<u>24</u>	<u>26</u>
Financed by :-		
Share capital	*	*
Unappropriated profit	24	26
Shareholders' funds	<u>24</u>	<u>26</u>
NTA per share (RM)	12,000	13,000

* 2 ordinary shares of RM1.00 each.

11. ACCOUNTANTS' REPORT

3.10 TUK

The following financial information of TUK is based on the audited accounts of TUK as at 31 July 1998 and 1999.

	< --- As at 31 July --- >	
	1998	1999
	RM'000	RM'000
Fixed assets	20	16
Current assets	125	153
Less : Current liabilities	(736)	(665)
Net current liabilities	(611)	(512)
	<u>(591)</u>	<u>(496)</u>
Financed by :-		
Share capital	*	*
Accumulated loss	(591)	(496)
Shareholders' funds	<u>(591)</u>	<u>(496)</u>
NTA per share (RM'000)	<u>(591)</u>	<u>(496)</u>

* 1 ordinary shares of £1 each.

11. ACCOUNTANTS' REPORT

3.11 TPSB

The following financial information of TPSB is based on the audited accounts of TPSB as at 31 July 1994 to 31 July 1999.

	<-----As at 31 July----->					
	1994	1995	1996	1997	1998	1999
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Fixed assets	-	-	-	-	-	-
Current assets	-	-	-	-	-	-
Less : Current liabilities	(4)	(5)	(7)	(10)	(11)	(12)
Net current liabilities	(4)	(5)	(7)	(10)	(11)	(12)
Deferred expenditure	4	5	7	10	11	12
	-	-	-	-	-	-
Financed by :-						
Share capital	*	*	*	*	*	*
Unappropriated profit	-	-	-	-	-	-
Shareholders' funds	-	-	-	-	-	-
NTA per share (RM'000)	(2.00)	(2.50)	(3.50)	(5.00)	(5.50)	(6.00)

* 2 ordinary shares of RM1.00 each.

11. ACCOUNTANTS' REPORT

3.12 TWSB

The following financial information of TWSB is based on the audited accounts of TWSB as at 31 July 1997 and 1999.

	<----- As at 31 July ----->		
	1997	1998	1999
	RM'000	RM'000	RM'000
Fixed assets	-	-	-
Current assets	-	-	-
Less : Current liabilities	-	(3)	(9)
Net current liabilities	-	(3)	(9)
Expenditure carried forward	-	3	9
	-	-	-
Financed by :-			
Share capital	*	*	*
Unappropriate profit	-	-	-
Shareholders' funds	-	-	-
NTA per share (RM'000)	-	(1.5)	(4.5)

* 2 ordinary shares of RM1.00 each.

11. ACCOUNTANTS' REPORT

4 STATEMENT OF ASSETS AND LIABILITIES

The following is a detailed statement of assets and liabilities of THB (Audited Group and Company) based on the audited accounts as at 31 July 1999 and should be read in conjunction with the notes thereon :

	Note	Audited Group RM'000	Proforma* Group RM'000	Audited Company RM'000
FIXED ASSETS	5.2	109,622	98,795	427
EXPENDITURE CARRIED FORWARD	5.3	115	115	15
SUBSIDIARY COMPANIES	5.4	-	-	16,370
GOODWILL ON CONSOLIDATION	5.5	11,437	16,959	-
CURRENT ASSETS				
Stocks	5.6	24,223	24,223	-
Trade debtors	5.7	25,475	25,475	-
Amount due from subsidiaries	5.8	-	-	56,988
Other debtors, deposits and prepayments		6,159	6,159	178
Fixed deposits with licensed banks		3,320	3,320	-
Cash and bank balances		2,490	2,490	603
		61,667	61,667	57,769
CURRENT LIABILITIES				
Trade creditors		15,387	15,387	-
Amount due to subsidiaries	5.8	-	-	8,629
Other creditors and accruals	5.9	8,498	8,498	1,207
Amount due to director	5.10	268	268	58
Hire purchase and lease creditors	5.11	3,640	3,640	241
Short term borrowings	5.12	40,854	40,854	7,000
Provision for taxation		4,025	4,025	61
		72,672	72,672	17,196
Net current (liabilities)/assets		(11,005)	(11,005)	40,573
		110,169	104,864	57,385

11. ACCOUNTANTS' REPORT

	Note	Audited Group RM'000	Proforma* Group RM'000	Audited Company RM'000
Financed by:				
SHARE CAPITAL	5.13	34,000	34,000	34,000
SHARE PREMIUM	5.14	11,400	11,400	11,400
UNAPPROPRIATED PROFIT		20,058	20,058	3,030
Shareholders' funds		65,458	65,458	48,430
LONG TERM AND DEFERRED LIABILITIES				
Advance from a shareholder	5.15	6,350	6,350	6,350
Hire purchase and lease creditor	5.11	1,192	1,192	105
Term loans	5.16	21,654	21,654	2,500
Deferred taxation	5.17	4,985	4,985	-
Minority interest		10,530	5,225	-
		110,169	104,864	57,385

* The proforma balance sheet as at 31 July 1999 is prepared to reflect the reversal of the revaluation of land and building in SYF as instructed by the Securities Commission. The revaluation was carried out for the purpose of acquisition of SYF by TSB. The reversal is to reflect the net assets value of SYF assuming the revaluation did not take place.

11. ACCOUNTANTS' REPORT

5 NOTES TO THE STATEMENT OF ASSETS AND LIABILITIES

5.1 Significant Accounting Policies

(a) Basis of Preparation

The accounts are prepared under the historical cost convention and in compliance with approved accounting standards in all material aspects.

(b) Basis of Consolidation

The consolidated balance sheet and consolidated profit and loss account include the accounts of the Company and its subsidiaries made up to the end of the financial year.

The results of the subsidiary companies acquired during the year are dealt with in the consolidated profit and loss account from the effective date of acquisition. Intercompany transactions are eliminated on consolidation and the consolidated accounts reflect external transactions only.

The difference between the acquisition cost and the fair value of the net assets of the subsidiary companies on the date of acquisition is included as goodwill on consolidation. Goodwill on consolidation is amortised over a period of 25 years.

(c) Subsidiary Companies

Investment in subsidiary companies is stated at cost and provision is made where in the opinion of the directors, there has been a permanent diminution in value.

(d) Fixed Assets and Depreciation

Fixed assets are depreciated on the straight line basis over their estimated useful lives. Freehold land is not amortised. The principal annual rates used are as follows:-

Building	2%
Furniture and fittings and office equipment	5% - 10%
Tools and machinery	8%
Renovation and electrical upgrade	10%
Motor vehicles	20%

(e) Accounting for Hire Purchase and Leases

Assets acquired under finance leases and hire purchase arrangements are capitalised and depreciated over their estimated useful lives using the rates stated in Note 5.1(d). The interest element of the obligation is charged to the profit and loss account using the sum of digits method.

11. ACCOUNTANTS' REPORT

(f) Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Cost of finished goods and work in progress includes cost of raw materials, direct expenses and an appropriate portion of overheads.

(g) Expenditure Carried Forward

Expenditure carried forward consists of preliminary and pre-operating expenses which are stated at cost and to be written off over a period of five years commencing from the first year of operations.

(h) Turnover

Turnover of the Group represents net invoiced value of goods sold less returns and discounts. Turnover of the Company represents dividend income.

(i) Deferred Taxation

Provision for deferred taxation is made using the liability method in respect of all timing differences except where it can be demonstrated with reasonable probability that the tax effects if such deferral will continue in the foreseeable future. Deferred tax benefits are recognised only where there is reasonable expectation of realisation in the foreseeable future.

11. ACCOUNTANTS' REPORT**5.2 Fixed Assets**

Audited Group	Freehold land	Buildings	Furniture, fittings and office equipment	Renovation and electrical upgrade	Tools and machinery	Motor vehicles	Total
Cost	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 August 1998	5,126	45,236	6,180	2,428	33,642	2,438	95,050
Additions	6,229	12,252	1,241	584	15,263	633	36,202
Disposal	-	(3,116)	(606)	(422)	(1,329)	(1,466)	(6,939)
Written off	-	-	(167)	(186)	-	-	(353)
At 31 July 1999	11,355	54,372	6,648	2,404	47,576	1,605	123,960
Representing items at:-							
Cost	5,126	42,482	6,648	2,404	47,576	1,605	105,841
At valuation - 1999	6,229	11,890	-	-	-	-	18,119
Accumulated Depreciation							
At 1 August 1998	-	443	1,374	427	5,191	915	8,350
Charge for the year	-	963	760	269	4,912	516	7,420
Disposals	-	(156)	(157)	(152)	(376)	(460)	(1,301)
Written off	-	-	(50)	(81)	-	-	(131)
At 31 July 1999	-	1,250	1,927	463	9,727	971	14,338
Net book value							
At 31 July 1999	11,355	53,122	4,721	1,941	37,849	634	109,622
At 31 July 1998	5,126	44,793	4,806	2,001	28,451	1,523	86,700
Depreciation charge for the year ended 31 July 1998	-	209	643	282	2,370	471	3,975

The freehold land and building of the Group includes the revaluation surplus of RM10,827,000 based on valuations done by an independent firm of professional valuers on the open market value basis on 22 October 1999.

11. ACCOUNTANTS' REPORT

5.2 Fixed Assets

Proforma Group	Freehold land RM'000	Buildings RM'000	Furniture, fittings and office equipment RM'000	Renovation and electrical upgrade RM'000	Tools and machinery RM'000	Motor vehicles RM'000	Total RM'000
Cost							
At 1 August 1998	5,126	45,236	6,180	2,428	33,642	2,438	95,050
Additions	4,125	3,529	1,241	584	15,263	633	25,375
Disposal	-	(3,116)	(606)	(422)	(1,329)	(1,466)	(6,939)
Written off	-	-	(167)	(186)	-	-	(353)
At 31 July 1999	9,251	45,649	6,648	2,404	47,576	1,605	113,133
Accumulated Depreciation							
At 1 August 1998	-	443	1,374	427	5,191	915	8,350
Charge for the year	-	963	760	269	4,912	516	7,420
Disposals	-	(156)	(157)	(152)	(376)	(460)	(1,301)
Written off	-	-	(50)	(81)	-	-	(131)
At 31 July 1999	-	1,250	1,927	463	9,727	971	14,338
Net book value							
At 31 July 1999	9,251	44,399	4,721	1,941	37,849	634	98,795
At 31 July 1998	5,126	44,793	4,806	2,001	28,451	1,523	86,700
Depreciation charge for the year ended 31 July 1998	-	209	643	282	2,370	471	3,975

II. ACCOUNTANTS' REPORT

Audited Company	Motor vehicle RM'000	Furniture, fittings and office equipment RM'000	Total RM'000
Cost			
At 1 August 1998	-	534	534
Additions	89	-	89
At 31 July 1999	<u>89</u>	<u>534</u>	<u>623</u>
Accumulated depreciation			
At 1 August 1998	-	80	80
Charge for the year	10	106	116
At 31 July 1999	<u>10</u>	<u>186</u>	<u>196</u>
Net book value			
At 31 July 1999	<u>79</u>	<u>348</u>	<u>427</u>
At 31 July 1998	<u>-</u>	<u>454</u>	<u>454</u>
Depreciation charge for the year ended 31 July 1998	<u>-</u>	<u>80</u>	<u>80</u>

Audited Group

Interest capitalised during the year for the Group was Nil (1998 - RM254,000). Net book value of fixed assets held under hire-purchase and finance lease contracts amounts to RM8,135,000 (1998 - RM5,017,000) and RM1,621,000 (1998 - RM3,337,000) respectively.

Audited Company

Net book value of fixed assets held under hire purchase and finance lease contracts amounts to RM79,000 (1998 - Nil), and RM348,000 (1998 - RM454,000) respectively.

11. ACCOUNTANTS' REPORT

5.3 Expenditure Carried Forward

	Audited Group RM'000	Audited Company RM'000
Balance at 1 August	153	20
Current year additions	7	-
	<u>160</u>	<u>20</u>
Less: Amortisation during the year	(45)	(5)
Balance at 31 July	<u>115</u>	<u>15</u>

5.4 Subsidiary Companies

	Audited Company RM'000
Unquoted shares at cost	<u>16,370</u>

11. ACCOUNTANTS' REPORT

The following are the subsidiary companies which are incorporated in Malaysia; except as indicated below:-

Name of Company	Percentage of ownership	Year End	Activities
Tomisho Sdn. Bhd.	100%	31.7.99	Manufacture and export of furniture component parts, industrial and engineering parts
Apota Sdn. Bhd.	100%	31.7.99	Distribution and retailing of furniture, interior furnishing, golf equipment and accessories
Seng Yip Furniture Sdn. Bhd. (51% held by Tomisho Sdn. Bhd.)	51%	31.7.99	Manufacture and trade for moulded timber and manufacture of furniture products.
All Star Wood Products Sdn. Bhd.	100%	31.7.99	Manufacturing and export of veneer parts and components
PC Chains (M) Sdn. Bhd.	100%	31.7.99	Trading of conveying chains and engineering parts
Tomisho Wood-Tech Sdn. Bhd.	100%	31.7.99	Dormant
Tomisho UK Ltd (Incorporated in the United Kingdom)	100%	31.7.99	Marketing office for TSB
Apota Furnishing Sdn. Bhd.	100%	31.7.99	General contractor and interior design consultant
Le Creaciones Sdn. Bhd. (100% held by Apota Sdn. Bhd.)	100%	31.7.99	Retailing in furniture, artifacts, bedding and sofa sets

11. ACCOUNTANTS' REPORT

Name of Company	Percentage of ownership	Year End	Activities
Furniture Discounters Sdn. Bhd. (100% held by Apota Sdn. Bhd.)	100%	31.7.99	Distribution and retailing of furniture

Tomisho Properties Sdn. Bhd.	100%	31.7.99	Dormant
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All the above subsidiaries are not audited by KPMG (formerly known as KPMG Peat Marwick).

5.5 Goodwill On Consolidation

	Audited Group RM'000	Proforma Group RM'000
Balance at 1 August	5,004	5,004
Amount arising on acquisition of subsidiary company	6,712	12,234
	<u>11,716</u>	<u>17,238</u>
Less: Amount amortised during the year	(279)	(279)
Balance at 31 July	<u>11,437</u>	<u>16,959</u>

5.6 Stocks

	Audited Group RM'000
Raw materials	9,874
Work-in-progress	5,366
Finished goods	8,983
	<u>24,223</u>

5.7 Trade Debtors

Included in the group trade debtors is an amount due from a shareholder of Nil (1998 - RM8,661,000).

11. ACCOUNTANTS' REPORT

5.8 Amounts Due From/(To) Subsidiary Companies

The amounts due from/(to) subsidiary companies are unsecured, interest free and have no fixed terms of repayment.

5.9 Other Creditors And Accruals

Included in the other creditors and accruals is an amount due to a shareholder amounting to Nil (1998 - RM5,300,000) and RM870,000 (1998 - Nil) for the Group and the Company respectively.

5.10 Amount Due To A Director

The amount due to a director is unsecured, interest free and has no fixed terms of repayment.

5.11 Hire Purchase And Lease Creditors

	Audited Group RM'000	Audited Company RM'000
Amount repayable within twelve months	3,640	241
Amount repayable after twelve months	1,192	105

5.12 Short Term Borrowings

	Audited Group RM'000	Audited Company RM'000
Term loan (secured)		
- current (Note 5.16)	6,119	-
Bills payable	23,319	-
Bank overdraft	4,416	-
Revolving credits (secured)	7,000	7,000
	<u>40,854</u>	<u>7,000</u>

Bills payable and bank overdraft bear interest from 10% to 15% (1998 - 10% to 14%) per annum and are secured by way of a lien on fixed deposit, pledged of certain fixed assets of the Group and a joint and several guarantee by certain directors of the Group.

Company

The Revolving Credits are secured over certain ordinary shares of the Company and by legal charges over certain assets of the Group and jointly and severally guaranteed by certain directors of the Company. The revolving credits bear interest at rates of 10.00% to 13.25%.

11. ACCOUNTANTS' REPORT

5.13 Share Capital

	Audited Group and Company RM'000
Ordinary shares of RM1 each:	
Authorised:	
Balance at 1 August/31 July	50,000
Issued and fully paid:	
Balance at 1 August/31 July	34,000

5.14 Share Premium

	Audited Group and Company RM'000
Balance at 1 August/31 July	11,400

5.15 Advance From A Shareholder

The advance from a shareholder is unsecured, bearing interest at 11% and repayment is not required within the next twelve months.

5.16 Term Loans (Secured)

	Audited Group RM'000	Audited Company RM'000
Amount repayable within twelve months (Note 5.12)	6,119	-
Amount repayable after twelve months	21,654	2,500
	<u>27,773</u>	<u>2,500</u>

Term loans are secured by legal charges over certain assets of the Group and jointly and severally guaranteed by the directors. The above bear interest at 8.3% to 12.1% per annum (1998 - 11.0% to 14.0%).

11. ACCOUNTANTS' REPORT

5.17 Deferred Taxation

	Audited Group RM'000
Balance at 1 August	3,077
Transfer from profit and loss account	1,908
Balance at 31 July	<u>4,985</u>

Deferred taxation is calculated under the liability method and is principally due to cumulative timing differences between the net book value and tax written down value of fixed assets at the rate of 28%.

5.18 Capital Commitment

	Audited Group RM'000
Approved but not contracted for	1,000
Approved and contracted for	<u>1,500</u>

5.19 Contingent Liabilities

Guarantees given by the Company for bank facilities granted to subsidiaries amount to RM46,061,000(1998 - RM22,906,000).

11. ACCOUNTANTS' REPORT

5.20 Net Tangible Assets Cover ("NTA Cover")

Based on the statement of assets and liabilities of the Group as at 31 July 1999, and after adjusting for the public issue and the estimated listing expenses, the adjusted net tangible assets will be as follows :-

	THB Group NTA Cover RM'000	THB Group Proforma* NTA Cover RM'000
Net tangible assets as per statement of assets and liabilities of THB Group	65,458	65,458
Less : Goodwill and Expenditure carried forward	(11,552)	(16,959)
	<u>53,906</u>	<u>48,499</u>
Proceeds from public issue	12,300	12,300
Estimated listing expenses	(1,200)	(1,200)
	<u>65,006</u>	<u>59,599</u>
	<u>=====</u>	<u>=====</u>
Number of ordinary shares of RM1.00 each in issue as at 31 July 1999	34,000	34,000
Public issue	6,150	6,150
	<u>40,150</u>	<u>40,150</u>
	<u>=====</u>	<u>=====</u>
Net tangible assets per ordinary share of RM1.00 each (RM)	1.62	1.48
	<u>=====</u>	<u>=====</u>

* The proforma balance sheet as at 31 July 1999 is prepared to reflect the reversal of the revaluation of land and building in SYF as instructed by the Securities Commission. The revaluation was carried out for the purpose of acquisition of SYF by TSB. The reversal is to reflect the net assets value of SYF assuming the revaluation did not take place.

11. ACCOUNTANTS' REPORT

5.21 Accounts

No audited accounts have been made up in respect of any period subsequent to 31 July 1999.

Yours faithfully

KPMG
Firm Number : AF0758
Public Accountant

HEW LEE LAM SANG
Partner
Approval Number: 1862/10/01(J)

12. DIRECTORS REPORT

(Prepared for inclusion in this Prospectus)

Registered Office:

16th Floor, Menara Summit
Persiaran Kewajipan, USJ 1
47600 UEP Subang Jaya
Selangor Darul Ehsan

18 January 2000

The Shareholders
Tomisho Holdings Berhad

Dear Sir/Madam

On behalf of the Board of THB, I report after due inquiry that during the period from 31 July 1999 (being the date to which the last audited accounts of the Company and its subsidiaries have been made up) to 18 January 2000 (being a date not earlier than fourteen (14) days before the issue of this Prospectus) that:-

- (a) the business of the Company and its subsidiaries, in the opinion of the Directors, has been satisfactorily maintained;
- (b) in the opinion of the Directors, no circumstances have arisen since the last audited accounts of the Company and its subsidiaries which have adversely affected the trading or the value of the assets of the Company or its subsidiaries;
- (c) the current assets of the Company and its subsidiaries appear in the books at values which are believed to be realisable in the ordinary course of business;
- (d) no contingent liabilities have arisen by reason of any guarantees given by the Company and/or its subsidiaries; and
- (e) save as disclosed in the Accountants' Report as set out in Section 11 of this Prospectus, there have been no changes in published reserves nor any unusual factors affecting the profits of the Company or its subsidiaries.

Yours faithfully
For and on behalf of
the Board of Directors



LIM ENG HUAT
Managing Director

13. STATUTORY AND GENERAL INFORMATION

13.1 SHARE CAPITAL

- (i) No shares will be allotted on the basis of this Prospectus later than six (6) months after the date of issue of this Prospectus.
- (ii) There are no founder, management or deferred shares in the Company. There is only one class of shares in the Company, namely ordinary shares of RM1.00 each, all of which rank pari passu with one another.
- (iii) Save for the 1,800,000 ordinary shares of RM1.00 each reserved for eligible Directors and employees of the THB Group, no person has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of the Company or its subsidiaries.
- (iv) Save as disclosed in Section 6 of this Prospectus, no shares, stocks or debentures of the Company or its subsidiaries have been issued or are proposed to be issued as fully or partly paid-up for cash or otherwise than for cash within the two (2) years immediately preceding the date of this Prospectus.

13.2 ARTICLES OF ASSOCIATION

The following provisions are reproduced from the Company's Articles of Association ("Articles"), which have been approved by the KLSE.

A. CHANGES IN THE CAPITAL AND VARIATION OF CLASS RIGHTS

The provisions in the Articles dealing with changes in capital and variation of class rights, and which are no less stringent than those provided in the Companies Act, 1965 are as follows:-

Article 4

- (a) Subject always to the compliance with the provisions of the Act and all other applicable laws and the requirements of the Exchange for the time being in force, the Company may with the sanction of the shareholders in a General Meeting, purchase its own shares upon and subject to such terms and conditions as the Board may in its discretion deem fit, provided that the aggregate number of shares to be acquired does not exceed ten (10%) per centum of the issued share capital of the Company, for the time being unless the prior approval of the Exchange has been obtained. Where the Company has purchased its own shares in the manner as aforesaid, the Board may, if the applicable laws for the time being in force so allow:-
 - (i) cancel the shares so purchased;
 - (ii) retain the shares so purchased in treasury as treasury shares;
 - (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or
 - (iv) deal with the shares so purchased in a manner as may from time to time be prescribed and allowed by law.

13. STATUTORY AND GENERAL INFORMATION

- (b) Where the shares so purchased or any part thereof is retained as treasury shares, the Board may at any time subject to the provisions of all applicable laws for the time being in force:-
- (i) distribute the treasury shares as dividends to the Members in a manner as may be allowed by law;
 - (ii) resell the treasury shares on the Exchange in accordance with the relevant rules of the Exchange; or
 - (iii) deal with the treasury shares in a manner as may from time to time be prescribed and allowed by law.

The rights attached to shares held as treasury shares shall be suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes.

Article 5

Subject to the provisions of the Act and to these Articles the shares shall be under the control of the Company in a General Meeting. The Company may in a general meeting authorise the Board to issue, allot, place under option or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper but so that no shares shall be issued at a discount except in accordance with the provisions of the Act.

Provided that:-

- (a) The Company shall not issue shares which will have the effect of giving a controlling interest in the Company to any person, company or syndicate without the prior approval of the members duly signified at a general meeting called for that purpose;
- (b) No Director shall participate in an issue of shares to employees unless shareholders in general meeting have approved of the specific allotment to be made to such Director and unless he holds office in an executive capacity. However a non-executive Director may participate in an issue of shares pursuant to a public issue or public offer;
- (c) The total nominal value of issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time;
- (d) The rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same;
- (e) In the event of the Company at any time issuing preference capital it shall at the same time indicate whether it reserves the right to issue further preference capital ranking equally with or in priority to the preference capital then about to be issued;

13. STATUTORY AND GENERAL INFORMATION

- (f) Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and balance sheets and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where any resolution to be submitted to any such meeting directly affects their rights and/or privileges or when dividend on such preference shares is in arrears for a period of more than six (6) months.

Article 6

In addition to all other powers of paying commissions, the Company may exercise any powers conferred by the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally: Provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company may also on any issue of shares pay such brokerage as may be lawful.

Article 7

If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal personal representative and the word "call" wherever used in these Articles shall be deemed to include an installment.

Article 8

Except as required by law no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share other than an absolute right to the entirety thereof in the registered holder, except only as by these Articles otherwise provided for or as by the Act required or pursuant to any Order of Court or in accordance with the Central Depositories Act and the Rules.

Article 43

The Company may from time to time by ordinary resolution passed at a General Meeting of the Company, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company in such General Meeting directs and the Company may in such General Meeting direct that new shares or any of them may have such preference or priority over the then existing shares of the Company and that such right and privileges be different from those of such existing shares as they may think fit, provided always that the total nominal value of the issued preference shares, if any, shall not exceed the total nominal value of the issued ordinary shares at any time.

13. STATUTORY AND GENERAL INFORMATION

Article 44

- (a) Subject to any direction to the contrary that may be given by the Company in a General Meeting, any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall before they are issued, 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 to which they are entitled.

The offer shall be made by notice specifying the number of shares 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 offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this regulation.

- (b) Notwithstanding Article 44 (A) above the Company may apply to the Stock Exchange to waive the convening of an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where:-
- (i) in accordance with the provisions of Section 132 (D) of the Act there is still in effect a resolution approving the issuance of shares by the Company, and
- (ii) the aggregate of the shares issued in any one financial year (other than by way of bonus or rights issue) does not exceed ten (10%) percent of the issued share capital of the Company.

Article 45

Subject to any directions that may be given in accordance with the power contained in the Memorandum of Association or these Articles any capital raised by the creation of new shares shall be considered as part of the original and as consisting of ordinary shares, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it has been part of the original capital.

Article 46

Subject to the provisions of Section 65 of the Act, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may whether or not the Company is being wound up, be varied or abrogated with the sanction of a special resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one- third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

13. STATUTORY AND GENERAL INFORMATION

To every such special resolution the provisions of Section 152 of the Act shall with such adaptations as are necessary apply. Provided always that, in the case of repayment of preference capital other than redeemable preference or any other alteration of preference shareholder rights, repayment may only be made pursuant to a special resolution of the preference shareholder concerned PROVIDED ALWAYS that, where the necessary majority for a special resolution is not obtained at the General Meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

Article 47

Without prejudice to any rights or privileges for the time being conferred on the holders of any existing shares or class of shares, any shares in the present capital of the Company and any new shares may be issued with such preferred, deferred or other rights or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by ordinary resolution determine. Any share may be issued on the terms that it is, or at the option of the Company or the holder of the share is to be liable, to be redeemed on such terms and in such manner as the Company may in accordance with the provisions of the Act prescribe.

Article 48

Subject to the provisions of the Act the Company may by Ordinary Resolution:-

- (a) Cancel any shares which, at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled; or
- (b) Consolidate and divide all or any of its existing shares into shares of larger amount; upon any consolidation of fully paid-up shares into shares of larger amount, the Board may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any member shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed shall stand authorised to transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned. The net proceeds of such sale shall be distributed among the members who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests; or
- (c) Sub-divide any of its existing shares into shares of smaller amount and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares may have such preferred, deferred or other special rights or be subject to any such restrictions, compared with the other share or shares, as the Company has power to attach to new shares;

and may by Special Resolution:-

- (d) Reduce its share capital and any capital redemption reserve fund and any share premium account in any manner authorised by the Act.

13. STATUTORY AND GENERAL INFORMATION

B. TRANSFER OF SECURITIES

The provisions in the Articles, the Second Board Listing Requirements of the KLSE, the Companies Act, 1965 and Rules of the MCD dealing with arrangements for transfer of securities of the Company and restrictions on their free transferability are as follows:-

B.1 Articles

Article 30

The transfer of any shares or class of shares in the Company shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding Sections 103 and 104 of the Act, but subject to Section 107C(2) of the Act and any exemption that may be made from the compliance of Section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the shares.

Article 31

- (a) The Board may decline to register the transfer of a share on which the Company has a lien or any transfer of shares, whether fully paid up or not, made to a bankrupt, an infant or person of unsound mind or if the registration of the transfer would result in a contravention of or failure to observe the provisions of a law in Malaysia, or the transfer is in respect of a partly paid share in respect of which a call has been made and is unpaid.
- (b) If the Board declines to register a transfer of any share, they shall, within three (3) market days after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal giving precise reasons.

Article 32

The Register of Transfers and the Register of Members and Debenture holders may be closed during such times and for such period as the Directors may from time to time determine, provided always that the registers shall not be closed for more than thirty (30) days in any one year.

Eighteen (18) market days' notice of intention to close the transfer books shall be given by advertisement in the daily press and in writing to each Stock Exchange upon which the Company is listed, stating the period or periods for which the books will be closed and the purpose or purposes for such closure.

At least three (3) Market Days prior notice shall be given to the Central Depository to enable the Central Depository to prepare the appropriate Record of Depositors.

13. STATUTORY AND GENERAL INFORMATION

Article 33

The Company shall be entitled to destroy all instruments of transfer of shares which have been registered at any time after the expiration of six (6) years from the date of registration thereof and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of three (3) years from the date of such cancellation or cessation and all notifications of change of name or address after the expiration of one (1) year from the date of the recording thereof and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective document duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company;

Provided always that:-

- (i) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (ii) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (i) above are not fulfilled;
- (iii) References herein to the destruction of any document include references to the disposal thereof in any manner.

B.2 Second Board Listing Requirements of the KLSE

Clause 9.5A - Transfers

The transfer of any securities or class of securities of the company, shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and, notwithstanding sections 103 and 104 of the Companies Act, 1965 and any exemption that may be made from compliance with subsection 107C(1) of the Companies Act, 1965, the company shall be precluded from registering and effecting any transfer of securities.

Clause 9.5B - Transmission of securities from Foreign Register

(1) Where-

- (a) the securities of a company are listed on an Approved Market Place; and
- (b) such company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act, 1991 or section 29 of the Securities Industry (Central Depositories) Amendment Act, 1998, as the case may be, under the Rules of the Central Depository in respect of such securities.

13. STATUTORY AND GENERAL INFORMATION

such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as "the Malaysian Register") subject to the following conditions:-

- (i) there shall be no change in the ownership of such securities; and
 - (ii) the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder.
- (2) For the avoidance of doubt, no company which fulfills the requirements of paragraphs (a) and (b) of clause 9.5B(1) shall allow any transmission of securities from the Malaysian Register in to the Foreign Register.

B.3 Companies Act, 1965

Section 103(1)

Notwithstanding anything in its articles a company shall not register a transfer of shares or debentures unless a proper instrument of transfer in the prescribed form has been delivered to the company, but this subsection shall not prejudice any power to register as a shareholder or debenture holder any person to whom the rights to any shares in or debentures of the company has been transmitted by operation of law.

Section 103(1A)

Nothing in this section shall be construed as affecting the validity of any instrument which would be effective to transfer shares or debentures apart from this section; and any instrument purporting to be made in any form which was common or usual in use, or in any other form authorised or required for that purpose apart from this section before the commencement of this Act, shall be sufficient, whether or not it is completed in accordance with the prescribed form, if it complies with the requirements as to execution and contents which apply to a transfer.

Provided that a company shall be precluded from registering a transfer of shares or debentures, the title of which is evidenced by a certificate that is issued on or after the date of coming into operation of this subsection unless a proper instrument of transfer in the prescribed form has been delivered to the company.

Section 107C (1)

On or after the coming into operation of this section, the transfer of any securities or class of securities of a company whose securities or any class of whose securities have been deposited with a central depository shall be by way of book entry by the central depository in accordance with the rules of the central depository and, notwithstanding sections 103 and 104, such company shall be precluded from registering and effecting any transfer of securities.

13. STATUTORY AND GENERAL INFORMATION

Section 107C (2)

Subsection (1) shall not apply to a transfer of securities to a central depository or its nominee company.

B.4 Rules of the MCD

The rules within the MCD on the transferability of securities and restrictions on their free transferability are as follows:-

Rule 8.01(2)

The Central Depository may, in its absolute discretion, reject a transfer request made by a depositor thereunder, where the reason for the said transfer does not fall within any of the approved reason stipulated under Rule 8.03(1)(c).

Rule 8.05(A)

Transfers made by the authorised depository agent from the agent's principal or nominee account shall be subject to the Rules in this Chapter.

Rule 9.03(2)

It shall be the responsibility of the authorised depository agent, in processing the transfer between the two securities accounts belonging to different depositors (hereinafter the transfer is referred to as "the inter-account transfer"), to check and ensure the completeness, accuracy and/or genuineness of the documents lodged as follows:-

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form FT 015 (request for express transfer of securities form) fully and properly completed in triplicate;
- (b) the Transferring Depositor has executed the Transferor portion of the said form duly witnessed by any other person (other than the Depositor's spouse);
- (c) the Transferring Depositor has stated his reason for the transfer and that the reason is or are amongst any of the approved reasons as stated herein below:-
 - (i) transmission of securities arising from the provisions of any written law or an order of the court of competent jurisdiction;
 - (ii) rectification of errors;
 - (iii) pledge, charge or mortgage;
 - (iv) mandatory offer pursuant to the provisions of the Malaysian Code on Takeovers and Mergers 1987;
 - (v) any other circumstances as deemed fit by the Central Depository after consultation with the Securities Commission;
- (d) documents to support the reason for the transfer;
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manuals.

13. STATUTORY AND GENERAL INFORMATION

C. REMUNERATION OF DIRECTORS

The provisions in the Articles dealing with the remuneration of the Directors are as follows:-

Article 92

The remuneration of the Directors shall be a fixed sum which shall from time to time be determined by the Company in General Meeting and such remuneration shall be divided amongst the Directors as they shall determine or failing agreement equally. The Directors shall also be paid such travelling, hotel or other expenses as may reasonably be incurred by them in the execution of their duties including such expenses incurred in connection with their attendance at meetings of Directors. If by arrangement with the other Directors any Director shall perform or render any duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration in a lump sum in addition to his ordinary remuneration. 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. The remuneration to executive Directors, may however, include such percentage of profits as the Directors may determine but shall not in any circumstances include a commission on or percentage of turnover. Non-executive Directors shall not in any event be remunerated by a commission on or percentage of profits or turnover.

Article 99

The remuneration of a Managing Director and Deputy Managing Directors, if any, shall from time to time be fixed by the Board and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes, but shall not be by commission on or percentage of turnover.

D. VOTING AND BORROWING POWERS OF DIRECTORS

The provisions in the Articles dealing with voting powers of the Directors in proposals, arrangements or contracts in which they are interested and the borrowing powers exercisable by them and how such borrowing powers can be varied are as follows:-

Article 95

No Director shall be disqualified from holding any office or place of profit under the Company or under any company in which the Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established but it is declared that the nature of his interests must be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interests.

13. STATUTORY AND GENERAL INFORMATION

If a Director becomes interested in a contract or arrangement after it is made or entered into the disclosure of his interest shall be made at the first meeting of the Directors held after he becomes so interested. No Director shall vote on any contract or proposed contract or arrangement in which he is directly or indirectly, personally interested or on any matter arising thereon and if he votes, his vote shall not be counted. Provided always that a Director may vote on any loan of money he may make to the Company and on any security to be given by the Company to him for any such loan and on any contract or indemnity to himself against any loss he may suffer by reason of becoming or being a surety for the Company and on any contract in which he is only interested by reason of being a member of any company which is a party to or interested in such contract. Provided further that this prohibition may be suspended or relaxed to any extent by an ordinary resolution in a General Meeting.

Article 120

The Directors may from time to time at their discretion exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its wholly owned subsidiaries.

Article 121

The Directors shall not borrow any money or mortgage or charge any of the Company's or the 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 122

Debentures, debenture stock or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Article 123

Any debentures, debenture stock, bonds 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, appointment of Directors and otherwise.

Article 124

The Directors shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirement of Section 108 of the Act with regard to the registration of mortgages and charges therein specified and otherwise.

13. STATUTORY AND GENERAL INFORMATION

Article 125

If the Directors or any of them, or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

Article 126

A register of the holders of the debentures of the Company shall be kept at the Registered Office of the Company or the office of the Registrars and shall be open to the inspection of the registered holders of such debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Board may close the said register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

13.3 DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- (i) The names, addresses and occupations of the Directors are set out in Section 2 of this Prospectus.
- (ii) A Director is not required to hold any qualification share in the Company.
- (iii) None of the Directors has any existing or proposed service contract with the Company or any of its subsidiary, excluding contracts expiring, or determinable by the employing company without payments or compensation (other than statutory compensation) within one year.
- (iv) No Director, senior executive officer or person nominated to become a Director or senior executive officer is or was involved in the following events:-
 - (a) a petition under any bankruptcy laws filed against such person or any partnership in which he was a partner or any corporation of which he was or is a Director or senior executive officer;
 - (b) a conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or
 - (c) the subject of any order, judgement or ruling of any court, tribunal or government body of competent jurisdiction permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.
- (v) For the financial year ended 31 July 1999, the aggregate remuneration and fees paid to the Directors for services rendered in all capacities to the Company and its subsidiaries amounted to RM356,140. For the current financial year ending 31 July 2000, the amount payable to the Directors for services to the Company and its subsidiaries is estimated to be RM400,000.
- (vi) No option to subscribe for securities of the Company or any of its subsidiary companies was granted to or exercised by any Director during the last financial year.

13. STATUTORY AND GENERAL INFORMATION

- (vii) None of the Directors or major shareholders of the Company has any interest, direct or indirect, in any business carrying on a similar trade as the Company and its subsidiary companies and which is not quoted in a recognised stock exchange.
- (viii) None of the Directors of the Company has any interest in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Company and its subsidiaries, taken as a whole.
- (ix) None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the promotion of or in any assets which have been acquired or proposed to be acquired or assets disposed of or proposed to be disposed of by or leased to or proposed to be leased to the Company or any of its subsidiaries, within the two (2) years preceding the date of this Prospectus.
- (x) According to the Register of Directors' Shareholdings as at 15 January 2000 (being the latest practicable date prior to the printing of this Prospectus), the Directors' beneficial interests, direct and indirect, in the shares of the Company before and after the Public Issue, are as follows:-

	<-----Before the Public Issue----->			
	<-----No. of shares held ----->			
	Direct	%	Indirect	%
Lim Eng Huat	-	-	17,310,998*	50.91*
Lim Eng Ann	31,005	0.09	10,177,000@	29.93@
Zahari bin Kechik	299,000	0.87	-	-
Kee Lian Yong	-	-	-	-
Lim Seng Chai	-	-	-	-
Liew Yong Choon	-	-	-	-
Md Nahar bin Noordin	-	-	-	-
Siew Boon Yeong	-	-	-	-
	<-----After the Public Issue----->			
	<-----No. of shares held ----->			
	Direct	%	Indirect	%
Lim Eng Huat	-	-	17,310,998*	43.12*
Lim Eng Ann	31,005	0.08	10,177,000@	25.35@
Zahari bin Kechik	299,000	0.74	-	-
Kee Lian Yong	-	-	-	-
Lim Seng Chai	-	-	-	-
Liew Yong Choon	-	-	-	-
Md Nahar bin Noordin	-	-	-	-
Siew Boon Yeong	-	-	-	-

13. STATUTORY AND GENERAL INFORMATION

* *Deemed interests by virtue of his interests in Eastern Premium Sdn Bhd and Kota Infotek Sdn Bhd*

@ *Deemed interests by virtue of his interest in Eastern Premium Sdn Bhd*

(xi) The existing substantial shareholders and their respective direct and indirect interests in the shares of the Company as at the date hereof and after the Public Issue are tabulated below:-

	<-----Before the Public Issue----->			
	<-----No. of shares held----->			
	Direct	%	Indirect	%
Eastern Premium Sdn Bhd	10,177,000	29.93	-	-
Kota Infotek Sdn Bhd	7,133,998	20.98	-	-
Kumpulan Emas Berhad	4,490,000	13.21	-	-
Perbadanan Nasional Berhad	7,800,000	22.94	-	-
Lim Eng Ann	31,005	0.09	10,177,000@	29.93
Lim Eng Huat	-	-	17,310,998*	50.91
Lim Eng Hoe	-	-	7,133,998^	20.98

	<-----After the Public Issue----->			
	<-----No. of shares held----->			
	Direct	%	Indirect	%
Eastern Premium Sdn Bhd	10,177,000	25.35	-	-
Kota Infotek Sdn Bhd	7,133,998	17.77	-	-
Kumpulan Emas Berhad	4,490,000	11.18	-	-
Perbadanan Nasional Berhad	7,800,000	19.43	-	-
Lim Eng Ann	31,005	0.08	10,177,000@	25.35
Lim Eng Huat	-	-	17,310,998*	43.12
Lim Eng Hoe	-	-	7,133,998^	17.77

* *Deemed interests by virtue of his shareholdings in Eastern Premium Sdn Bhd and Kota Infotek Sdn Bhd*

@ *Deemed interests by virtue of his shareholding in Eastern Premium Sdn Bhd*

^ *Deemed interests by virtue of his shareholding in Kota Infotek Sdn Bhd*

13. STATUTORY AND GENERAL INFORMATION

(xii) Information on THB's existing corporate substantial shareholders are tabulated below:-

Company	Principal activities	Directors	Substantial shareholders	No. of ordinary shares held		%
				Direct	Indirect	
Kumpulan Emas Berhad	Engineering and manufacturing, plantation and palm oil mills, forestry, property, education and investment holdings	1. Gen (B) Tan Sri Dato' Mohd Ghazali Haji Che Mat 2. Teoh Seng Foo 3. Kee Lian Yong 4. Teoh Seng Kian 5. Othman b. Merah 6. Lee Teik Yang 7. Lim Seng Chai 8. Mohamed Saleh bin Gomu	1. Meda Capital Sdn Bhd 2. Bernas Bermutu Sdn Bhd 3. Teoh Seng Foo 4. Teoh Seng Kian 5. Teoh Seng Aun 6. Norma bt Ibrahim 7. Mohd Nor b. Ibrahim	72,000,000 18,000,000 750,000 727,000 - - -	- - *72,000,000 *72,000,000 *72,000,000 #18,000,000 #18,000,000	- - 18.8 0.2 0.2 - - - 4.7 4.7
Perbadanan Nasional Berhad	Investment holding company	1. Dato' Mohamed Ghaus b. Badioze Zaman 2. Dato' Haji Hanafi b. Ramli 3. Dato' Dr. Abdullah b. Mohd Tahir 4. Syed Tamim Ansari b. Syed Mohamed 5. Hanifah bt. Hassan 6. Mat Hassan b. Esa 7. Mustaffa Kamil b. Md. Ismail 8. Kamariah bt. Hussain	1. Ministry of Finance (Incorporated) 2. BBMB Kewangan Berhad 3. Syarikat Nominee Bumiputera Tempatan	746,762,178 2,000,000 1,000,000	- - -	- - - 99.44 0.27 0.14
Eastern Premium Sdn Bhd	Investment holding company	1. Lim Eng Ann 2. Lim Eng Huat	1. Lim Eng Ann 2. Lim Eng Huat	1 1	- -	50 50
Kota Infotek Sdn Bhd	Investment holding company	1. Lim Eng Hoe 2. Lim Eng Huat	1. Lim Eng Hoe 2. Lim Eng Huat	1 1	- -	50 50

* Deemed interest held through Meda Capital Sdn Bhd (shareholders of Meda Capital Sdn Bhd are Teoh Seng Foo (25,000 shares-25%), Teoh Seng Aun (50,000 shares-50%) and Teoh Seng Kian (25,000-25% shares))

Deemed interest held through Bernas Bermutu Sdn Bhd (shareholders of Bernas Bermutu Sdn Bhd are Norma binti Ibrahim (500 shares-50%) and Mohd Nor bin Ibrahim (500 shares-50%))

13. STATUTORY AND GENERAL INFORMATION

13.4 GENERAL

- (i) The nature of the Group's business and the names of all corporations deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 have been disclosed in Section 9.5 of this Prospectus.
- (ii) The respective time for the opening and closing of the Application Lists is set out in Section 14.1 of this Prospectus.
- (iii) The amount payable in full on application is RM2.00 per Public Issue Share.
- (iv) No amount or benefit has been paid or given within the two (2) years preceding the date of this Prospectus, nor is it intended to be so paid or given, to any promoter.
- (v) The THB Group has not established a place of business outside Malaysia save as disclosed in Section 9.5 of this Prospectus,
- (vi) The Directors are not aware of any material information including trading factors or risks which are unlikely to be known or anticipated by the general public and which could materially affect the profits of the Group.
- (vii) Save as disclosed in this Prospectus, the financial conditions and operations of the Group are not affected by any of the following:-
 - (a) Known trends or known demands, commitments, events or uncertainties that will result in or are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way;
 - (b) Material commitments for capital expenditure;
 - (c) Unusual or infrequent events or transactions or any significant economic changes that materially affected the amount of reported income from operations; and
 - (d) Known trends or uncertainties that have had or that the Company reasonably expects to have a materially favourable or unfavourable impact on revenues or operating income of the Group.

As far as the Directors are aware, the Group is not vulnerable to any specific factors or events of a particular nature other than those normal commercial risks experienced during the normal course of business.

- (viii) Save as disclosed in Section 6.1 of this Prospectus, there are no schemes involving the employees in the capital of the Company or its subsidiaries as at the date of this Prospectus.
- (ix) As at the date of this Prospectus, neither the Company nor its subsidiaries have any convertible debt securities or any debt securities created but unissued.
- (x) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 14 of this Prospectus.
- (xi) The name and address of the Auditors of the Company are set out in Section 2 of this Prospectus.

13. STATUTORY AND GENERAL INFORMATION

13.5 EXPENSES AND COMMISSIONS

Save as disclosed below, no commission, discounts, brokerage or other special term has been paid or is payable by the Company within the two (2) years preceding the date of this Prospectus in connection with the issue or sale of any capital or debenture of the Company or any of its subsidiaries or for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or debentures of the Company or any of its subsidiaries and no Director or proposed Director or promoter or expert is or are entitled to receive any such payment.

- (a) Underwriting commission is payable by the Company to the Managing Underwriter and Underwriters at the rate of 2.0% of the Public Issue price of RM2.00 per share on the 4,350,000 Public Issue Shares being underwritten;
- (b) Brokerage at the rate of 1.0% of the Public Issue price of RM2.00 per share will be paid by the Company to PAMB, member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia and MIH in respect of successful Application Forms bearing their stamp; and
- (c) The estimated expenses specifically relating to the Public Issue such as underwriting commission, brokerage, stamp duty, registration and transfer fees and fees incidental to the listing of and quotation for the entire issued and paid-up share capital of the Company on the KLSE amounting to RM1,200,000 will be borne by the Company.

13.6 PUBLIC TAKE-OVERS

During the last financial year and the current financial year to date, there has been:-

- (i) no public take-over offers by third parties in respect of the Company's shares; and
- (ii) no public take-over offers by the Company in respect of other companies' shares.

13.7 MATERIAL CONTRACTS

Save as disclosed below, there are no contracts which are material (not being contracts entered into in the ordinary course of business) which have been entered into by the Company and its subsidiary companies within the two (2) years immediately preceding the date of this Prospectus:-

- (i) Sale and Purchase Agreement dated 11th June 1998, entered into between Apota and Meda Development Sdn Bhd for the purchase by Apota of a property identified as Unit S2.140B, Summit City, measuring approximately 36,361.00 square feet held under master titles HS (D) 59989 PT No. 12201 and HS (D) 59990 PT No. 12202, both in the Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan for a cash consideration of RM17,998,695;
- (ii) Sale and Purchase Agreement dated 9th July 1998, entered into between Tomisho and Meda Development Sdn Bhd for the purchase by Tomisho of a property identified as Unit CS-10, Menara Summit, measuring approximately 13,993.20 square feet held under master titles HS(D) 59989 PT No. 12201 and HS(D) 59990 PT No. 12202, both in the Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan for a cash consideration of RM5,317,416;

13. STATUTORY AND GENERAL INFORMATION

- (iii) Sale and Purchase Agreement dated 10th June 1999 entered into between Ng Ah Chai & Lee Soo Seng and Tomisho for the purchase by Tomisho of 2,550,000 fully paid-up ordinary shares in SY representing 51% of the entire issued and paid-up share capital of SY for a total purchase consideration of RM16,500,000, satisfied by way of debt assignment; and
- (iv) Underwriting Agreement dated 7 December 1999, entered into between THB, PAMB and the Underwriters whose names are mentioned under Section 2 of this Prospectus, for the underwriting of 6,150,000 THB ordinary shares pursuant to the Public Issue for an underwriting commission of 2.0% of the issue price of RM2.00 per share.

13.8 MATERIAL LITIGATION

Neither the Company nor its subsidiary companies are engaged in any litigation, either as plaintiff or defendant, which has a material effect on the financial position of the Company or its subsidiary companies 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 of the Company or its subsidiary companies.

13.9 CONSENTS

- (i) The written consents of the Adviser/Managing Underwriter, Underwriters, Principal Bankers, Issuing House, Registrar and Solicitors to the inclusion in this Prospectus of their names in the manner and form in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (ii) The written consent of the Auditors and Reporting Accountants to the inclusion of their name, Accountants' Report and their letters relating to the consolidated profit forecast for the financial year ending 31 July 2000 and the proforma balance sheet as at 31 July 1999 in the manner and form in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

13.10 DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours for a period of six (6) months from the date of this Prospectus:-

- (i) Memorandum and Articles of Association of THB and its subsidiaries;
- (ii) The Reporting Accountants' letters relating to the consolidated profit forecast and proforma consolidated balance sheets as included in Section 10 of this Prospectus;
- (iii) The Accountants' Report and Directors' Report as included in Sections 11 and 12 respectively of this Prospectus;
- (iv) The material contracts referred to in Section 13.7 of this Prospectus;
- (v) The letters of consent referred to in Section 13.9 of this Prospectus;
- (vi) The audited accounts of THB for the period from 20 October 1995 (being the date of incorporation) to 31 July 1996 and the three (3) financial years ended 31 July 1999;

13. STATUTORY AND GENERAL INFORMATION

- (vii) The audited accounts of Tomisho for the three (3) financial years ended 31 December 1996, seven (7) months ended 31 July 1997 and the two (2) financial years ended 31 July 1999;
- (viii) The audited accounts of ASWP for the period from 7 October 1995 (being the date of incorporation) to 31 July 1996 and the three (3) financial years ended 31 July 1999;
- (ix) The audited accounts of Apota for the three (3) financial years ended 31 August 1996, eleven (11) months ended 31 July 1997 and the two (2) financial years ended 31 July 1999;
- (x) The audited accounts of LC for the period from 7 February 1995 (being the date of incorporation) to 31 December 1995, the financial year ended 31 December 1996, seven (7) months ended 31 July 1997 and the two (2) financial years ended 31 July 1999;
- (xi) The audited accounts of FD for the period from 16 October 1997 (being the date of incorporation) to 31 July 1998 and the financial year ended 31 July 1999;
- (xii) The audited accounts of AF for the period from 11 May 1994 (being the date of incorporation) to 30 June 1995, the financial year ended 30 June 1996, thirteen (13) months ended 31 July 1997 and the two (2) financial years ended 31 July 1999;
- (xiii) The audited accounts of TW for the period from 5 August 1996 (being the date of incorporation) to 31 July 1997 and the two (2) financial years ended 31 July 1999;
- (xiv) The audited accounts of PCC for the three (3) financial years ended 31 December 1996, seven (7) months ended 31 July 1997 and the two (2) financial years ended 31 July 1999;
- (xv) The audited accounts of SY for the five (5) financial years ended 31 August 1998 and eleven (11) months ended 31 July 1999;
- (xvi) The audited accounts of TS (UK) for the period from 28 July 1997 (being the date of incorporation) to 31 July 1998 and the financial year ended 31 July 1999; and
- (xvii) The audited accounts of TP for the three (3) financial years ended 30 June 1996, period ended 31 July 1997 and the two (2) financial years ended 31 July 1999.

13. STATUTORY AND GENERAL INFORMATION

13.11 RESPONSIBILITY

- (i) PAMB acknowledges that to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts about the Public Issue and the Group and is satisfied that the consolidated profit forecast (for which the Directors are solely responsible) has been stated by the Directors after due and careful enquiry.
- (ii) The Reporting Accountants' responsibility with regard to the Prospectus does not extend beyond the Accountants' Report, and apart from the said report, the Reporting Accountants' have had no involvement in the preparation of this Prospectus.
- (iii) This Prospectus has been seen and approved by the Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

14.1 OPENING AND CLOSING OF APPLICATION LISTS

The Application Lists will open at 10.00 a.m. on 14 February 2000 and will remain open until 8.00 p.m. on the same day or for such further period or periods as the Directors of THB in their absolute discretion may decide.

14.2 GENERAL CONDITIONS FOR APPLICATION

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

Applications for the Public Issue Shares may be made by way of Application Forms or by way of Electronic Share Application through a Participating Financial Institution's ATM.

Only one application for the Public Issue Shares can be made by each applicant. Multiple applications will not be accepted. Each Application must be for 1,000 ordinary shares or multiples thereof. Persons submitting applications by way of Application Forms may not submit applications by way of Electronic Share Applications and vice versa.

The following Application Forms issued with this Prospectus are deemed to form part hereof:-

- (i) **Pink** Application Forms for application by the eligible Directors and employees of the THB Group; and
- (ii) **White** Application Forms for application by Malaysian citizens, companies, societies, co-operatives and institutions, of which at least 30% is to be set aside strictly for Bumiputera individuals, companies, societies, co-operatives and institutions.

White Application Forms together with copies of this Prospectus may be obtained, subject to availability, from THB, PAMB, member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia and MIH.

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

Each completed Application Form must be despatched by ORDINARY POST in the official envelope provided to the following address:-

Malaysian Issuing House Sdn Bhd (258345-X)
27th Floor, Menara Multi-Purpose
Capital Square
No 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
P.O. Box 13269
50804 Kuala Lumpur.

or DELIVERED BY HAND AND DEPOSITED in the Drop-in Boxes provided at the back portion of Menara Multi-Purpose, Capital Square, No 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur so as to arrive not later than 8.00 p.m. on 14 February 2000. Applications may also be delivered in a drive-in manner at Stadium Hoki Tun Razak, Jalan Duta, Kuala Lumpur on 14 February 2000, between 8.30 a.m. and 8.00 p.m. only.

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

Applications for the 1,800,000 ordinary shares reserved for Directors and eligible employees of THB must be made only on the special "Pink Forms" provided and not on any other Application Form or by way of Electronic Share Application. The amount payable in full on Application is RM2.00 per ordinary share. A corporation or institution cannot apply for shares by way of Electronic Share Application.

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

- (a) (i) THE APPLICANT'S IDENTITY CARD ("NRIC");
 - (ii) CHANGE OF ADDRESS CARD ("RESIT PENUKARAN KAD PENGENALAN JPN 1/22"); OR
 - (iii) THE APPLICANT'S "RESIT PENGENALAN SEMENTARA" ("JPN 1/9") ISSUED PURSUANT TO PERATURAN 5(5), PERATURAN-PERATURAN PENDAFTARAN NEGARA 1990; AND
- (b) THE RECORDS OF THE MALAYSIAN CENTRAL DEPOSITORY SDN BHD.

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 AUTHORITY CARD AND THE ADDRESS OF THE APPLICANT MUST BE THE ADDRESS OF HIS RESPECTIVE CAMP/BASE/STATION.

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 AND THE ADDRESS MUST BE THE REGISTERED ADDRESS.

No acknowledgment of the receipt of Applications or application monies will be made by the Company.

14.3 APPLICATIONS AND ACCEPTANCES

The Directors of the Company reserve the right not to accept any application or to accept any application in part only without assigning any reason therefor. In the event of an over-subscription, acceptance of applications shall be subject to ballot.

Allocation will be on a basis which will ensure that the shareholding base in THB is spread across a reasonable number of applicants so as to create an adequate market for THB shares. In compliance with the SC's requirement on shareholding spread, at least 25% of the issued and paid-up capital is in the hands of public shareholders and a minimum number of 750 public shareholders holding not less than 1,000 shares each of which at least 500 shareholders are members of the public who are not employees of the Company, its subsidiaries and parent company upon completion of the Public Issue. Applications will be selected in a manner which will ensure that the above is complied with.

In the event of an under-subscription by the Directors and eligible employees of the THB Group in respect of the Pink Form Applications, the number of Public Issue Shares not applied for will also be made available to the Malaysian public. In the event of an under-

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

subscription by the Malaysian public, all the ordinary shares not applied for will be made available for subscription proportionately by the Underwriters.

In the event that the shareholding spread requirement is not met pursuant to the Public Issue, the Company may not be allowed to proceed with its listing.

WHERE AN APPLICATION IS REJECTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED BY REGISTERED POST TO THE APPLICANT WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

THE SUBMISSION OF AN APPLICATION FORM DOES NOT NECESSARILY MEAN THAT THE APPLICATION WILL BE SUCCESSFUL. NO APPLICATION SHALL BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT.

MIH RESERVES THE RIGHT TO BANK IN ALL APPLICATION MONIES FROM UNSUCCESSFUL BUMIPUTERA APPLICANTS AND FROM PARTIALLY SUCCESSFUL APPLICANTS WHICH WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED BY REGISTERED POST TO THE APPLICANT WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS BY REGISTERED POST AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

14.4 CDS ACCOUNT

Pursuant to Section 29 of the Securities Industry (Central Depositories) Act 1991, all dealings in the Public Issue Shares will be by book entries through CDS accounts. Accordingly, no share certificates will be issued to successful applicants.

In the case of an application by way of an Application Form, an applicant should state his CDS account number in the space provided in the Application Form or, if the applicant does not presently have such an account, he should state his preferred ADA Code in the space provided. If a successful applicant fails to state either his CDS account number or the preferred ADA Code in his Application Form, the Company may, in the exercise of its absolute discretion, instruct MIH to insert a preferred ADA Code in the Application Form and further instruct MCD to open a CDS account on the applicant's behalf at the specified ADA and credit the shares allotted to the applicant into the applicant's CDS account.

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 and the applicant shall furnish his CDS account number to the Participating Financial Institution or key in his CDS account number if the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so.

Failure to comply with these specific instructions or inaccuracy in the CDS account number or the preferred ADA Code, may result in the Application being rejected. The Directors of the Company reserve 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 Applications, if the records of the Participating Financial Institutions at the time of making the Electronic Share Applications differ from those in MCD's records, such as the identity card number, names and nationalities.

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

14.5 NOTICE OF ALLOTMENT

Shares allotted to all successful applicants will be credited to their respective CDS accounts. A notice of successful allotment will be despatched to the successful applicant at his address shown in the Application Form at the applicant's own risk within thirty (30) days after the final ballot of the application. For Electronic Share Applications, the notice of allocation will be dispatched to the successful or partially successful applicant at his/her address last maintained with the MCD at the applicant's own risk within thirty (30) days after the final ballot of the application list. This is the only acknowledgement of acceptance of the application.

14.6 FORMALISING CDS ACCOUNT

A successful applicant whose CDS account has been opened by MCD at his/her preferred ADA or the ADA caused to be inserted by MIH at the instruction of the Company in case where the successful applicant fails to state either his/her CDS account number or preferred ADA Code, is required to formally open his/her account by submitting to the ADA the necessary documents and the account opening fee. No transaction of shares credited to the account can be effected until the account has been formally opened.

14.7 TERMS AND CONDITIONS FOR APPLICATIONS USING APPLICATION FORMS

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

- (1) Application for the Public Issue Shares must be made on the Application Form 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 37 (1) of the Companies Act, 1965, the Application Form together with the Notes and Instructions printed therein shall constitute an integral part of this Prospectus. Applications which do not STRICTLY conform to the terms of this Prospectus or Application Forms or Notes and Instructions printed therein or which are illegible will not be accepted.
- (2) EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCE IN RINGGIT MALAYSIA FOR THE FULL AMOUNT PAYABLE BY EITHER:-
 - (A) 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
 - (B) CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES IN MALAYSIA AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
 - (C) MONEY ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
 - (D) GUARANTEED GIRO ORDER ("GGO") FROM BANK SIMPANAN NASIONAL MALAYSIA BERHAD (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR

14. **PROCEDURE FOR APPLICATION AND ACCEPTANCE**

(E) ATM STATEMENT OBTAINED FROM EITHER:-

- ARAB-MALAYSIAN BANK BERHAD (295576-U);
- ARAB-MALAYSIAN FINANCE BERHAD (5493-X);
- ASIA COMMERCIAL FINANCE (M) BERHAD (6521-U);
- BAN HIN LEE BANK BERHAD (1147-M);
- BANK UTAMA (MALAYSIA) BERHAD (27714-A);
- BSN COMMERCIAL BANK (MALAYSIA) BERHAD (23877-T);
- BUMIPUTRA-COMMERCE BANK BERHAD (13491-P);
- CREDIT CORPORATION MALAYSIA BERHAD (5023-H);
- EON BANK BERHAD (92351-V);
- EON FINANCE BERHAD (9692-K);
- HOCK HUA BANK BERHAD (111501-D);
- HOCK HUA FINANCE CORPORATION BERHAD (9010-H);
- HONG LEONG BANK BERHAD (97141-X);
- HONG LEONG FINANCE BERHAD (7797-V);
- INTERNATIONAL BANK MALAYSIA BERHAD (22671-U)
(formerly known as Hock Hua Bank (Sabah) Berhad);
- MALAYAN BANKING BERHAD (3813-K);
- MAYBAN FINANCE BERHAD (3905-T);
- MBf FINANCE BERHAD (8515-D);
- MULTI-PURPOSE BANK BERHAD (88103-W);
- ORIENTAL BANK BERHAD (845-W);
- ORIENTAL FINANCE BERHAD (50555-A);
- PHILEO ALLIED BANK (MALAYSIA) BERHAD (306350-K);
- PUBLIC BANK BERHAD (6463-H);
- PUBLIC FINANCE BERHAD (6471-U);
- RHB BANK BERHAD (6171-M);
- SABAH BANK BERHAD (45788-D);
- SIME BANK BERHAD (3404-T);
- THE PACIFIC BANK BERHAD (5024-T); OR
- UNITED MERCHANT FINANCE BERHAD (3838-T)

AND MUST BE MADE OUT IN FAVOUR OF "MIH SHARE ISSUE ACCOUNT NO. 162" CROSSED "A/C PAYEE ONLY" (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM). APPLICATIONS ACCOMPANIED BY PAYMENTS OTHER THAN THOSE STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES OR INAPPROPRIATE BANKER'S DRAFT/ CASHIER'S ORDER WILL NOT BE ACCEPTED. DETAILS OF THE REMITTANCE MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED.

- (3) AN APPLICANT SHOULD STATE HIS CDS ACCOUNT NUMBER IN THE SPACE PROVIDED IN THE APPLICATION FORM IF HE PRESENTLY HAS SUCH AN ACCOUNT. WHERE AN APPLICANT DOES NOT PRESENTLY HAVE A CDS ACCOUNT, HE SHOULD STATE IN HIS APPLICATION FORM HIS PREFERRED ADA CODE.
- (4) THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM) MUST BE WRITTEN ON THE REVERSE SIDE OF THE BANKER'S DRAFT, CASHIER'S ORDER, ATM STATEMENT, MONEY ORDER, CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES OR GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL.

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

- (5) The Directors of the Company 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 Directors of the Company 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 these provision.
- (6) The Directors of the Company reserve the right to reject applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.
- (7) The Directors of the Company reserve 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.
- (8) Where an application is not accepted, the full amount of the application monies, without interest, will be returned and dispatched to the applicant within twenty one (21) days from the date of the final ballot of the Application Lists by registered post at the address shown on the Application Form at the applicant's own risk.
- (9) MIH reserves the right to bank in all application monies from unsuccessful Bumiputera applicants and partially-successful applicants, which would subsequently be refunded without interest by registered post.
- (10) PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE FORM OF APPLICATION TO MIH.

14.8 TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS

The procedures for Electronic Share Applications 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 Applications at ATMs are set out in "Steps for Electronic Share Application through a Participating Financial Institution's ATM" in Section 14.9 of this Prospectus. 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 Applications set out below before making an Electronic Share Application. Any reference to the "applicant" in the terms and conditions for Electronic Share Applications and the Steps shall mean the applicant who applies for shares through an ATM of any of the Participating Financial Institutions.

In the case of Electronic Share Applications, 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 Institution. 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 the 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 the Company or MIH. The Transaction Record is for retention by the applicant and should not be submitted with any Application Form.

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

Upon the closing of the Offer for the application for the Public Issue Shares on 14 February 2000 at 8.00 p.m. ("Closing Date and Time"), the participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the Public Issue Shares to MIH as soon as practicable but not later than 12.00 p.m. of the 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 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 application. A fee of RM2.50 per application will be charged.

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 in Section 14.8 as well as the terms and conditions appearing 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 the Company.
- (b) The applicant is required to confirm the following statements [by depressing predesignated keys (or buttons) on the ATM keyboard] and undertake that the following information given is true and correct:-
 - I have attained 18 years of age as at the closing date of the share application
 - 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.
 - I hereby give consent to the Participating Financial Institution and MCD to disclose information pertaining to myself and my account with the Participating Financial Institution and MCD 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 Securities Industry (Central Depositories) Act 1991 to the disclosure by the relevant Participating Financial Institution or MCD, as the case may be, of any of the applicant's particulars to MIH, or any relevant regulatory bodies.

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

- (c) THE APPLICANT CONFIRMS THAT HE IS NOT APPLYING FOR SHARES AS NOMINEE OF ANY OTHER PERSON AND THAT ANY ELECTRONIC SHARE APPLICATION THAT HE MAKES IS MADE BY HIM AS BENEFICIAL OWNER. THE APPLICANT SHALL ONLY MAKE ONE ELECTRONIC SHARE APPLICATION AND SHALL NOT MAKE ANY OTHER APPLICATION FOR THE PUBLIC ISSUE 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 the Company decides to allot or allocate any lesser number of such shares or not to allot or allocate any shares to the applicants, 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 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 the Company.
- (f) The Company 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 an 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 market day from the balloting day.

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. The cheque will be issued to the applicants not later than twenty one (21) days from the day of the final ballot of the application list.

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

- (h) The applicant requests and authorises the 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 MCD Nominees Sdn Bhd and send the same to MCD.
- (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 the Company, MIH or the Participating Financial Institution, irrevocably agrees that if -
- (i) the Company or MIH does not receive the applicant's Electronic Share Application;
 - (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 the Company or MIH,
- the applicant shall be deemed not to have made an Electronic Share Application and the applicant shall not claim whatsoever against the 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 the 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 MCD and the relevant Participating Financial Institution are correct and identical. Otherwise, his Electronic Share Application is liable to be rejected. The applicant must inform MCD promptly of any change in address failing which the notification letter of successful allotment or allocation will be sent to his registered address last maintained with MCD.
- (l) By making and completing an Electronic Share Application, the applicant agrees that -
- (i) in consideration of the 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) the Company, the Participating Financial Institutions, MCD and MIH shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his Electronic Share Application to the 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 the Company, the acceptance of the offer made by the applicant to subscribe for and purchase the shares for which the applicant's Electronic Share Application has been successfully completed shall be constituted either by the issue of share certificates for non-prescribed securities or notices of successful allotment for prescribed securities, in respect of the said shares;
 - (iv) the applicant irrevocably authorises MCD 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

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

- (v) the 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 Scheme and / or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that the Company irrevocably submits to the jurisdiction of the Courts of Malaysia.
- (m) The Directors of the Company 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 Directors of the Company 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) The Directors of the Company reserve the right to reject applications which do not conform to these instructions.
- (o) Electronic Share Applications may be made through an ATM of the following Participating Financial Institutions and their branches:-
 - ARAB-MALAYSIAN BANK BERHAD (295576-U)
 - ARAB-MALAYSIAN FINANCE BERHAD (5493-X)
 - BUMIPUTRA COMMERCE BANK BERHAD (13491-P)
(at selected branches in the Klang Valley only)
 - HSBC BANK MALAYSIA BERHAD (127776-V)
(formerly known as Hongkong Bank Malaysia Berhad)
 - MALAYAN BANKING BERHAD (3813-K)
 - MAYBAN FINANCE BERHAD (3905-T)
 - OCBC BANK (MALAYSIA) BERHAD (5493-X)
 - ORIENTAL BANK BERHAD (845-W)
 - STANDARD CHARTERED BANK MALAYSIA BERHAD (115793-P)
(at selected branches only)

14.9 STEPS FOR ELECTRONIC SHARE APPLICATION THROUGH A PARTICIPATING FINANCIAL INSTITUTION'S ATM

- (a) Applicant must have an account with a Participating Financial Institution 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 initial public share offering via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application is set out in Section 14.8 under the Terms and Conditions for Electronic Share Applications. 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)
 - Share Issue Number
 - CDS Account Number
 - Number of Shares applied for and / or the Ringgit amount to be debited from the account
 - Confirmation of several mandatory statements.

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE**14.10 LIST OF ADAS**

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

Name	Address and telephone number	Broker Code	Name	Address and telephone number	Broker Code
KUALA LUMPUR			KUALA LUMPUR		
ARAB-MALAYSIAN SECURITIES SDN BHD (92977-U)	15th Floor Bangunan Arab-Malaysian 55 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2382788/99	086-001	AFFIN-UOB SECURITIES SDN BHD (431338-P)	Level 3, Menara Keck Seng 203 Jalan Bukit Bintang 55100 Kuala Lumpur Tel No: 03-2438668	028-001
BBMB SECURITIES SDN BHD (164534-K)	Level 2, 3, 4 & 17 Letter Box No. 2 Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2088800	099-001	BIMB SECURITIES SDN BHD (290163-X)	1st & 2nd Floors, Podium Block Bangunan AMDB 1, Jalan Lumut 50350 Kuala Lumpur Tel No: 03-4433533	024-001
CIMB SECURITIES SDN BHD (163712-V)	9th Floor Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel No: 03-2532288	065-001	FIMA SECURITIES SDN BHD (210959-K)	Levels 1&2 Block G (Central) Pusat Bandar Damansara 50490 Kuala Lumpur Tel No : 03-2549966	018-001
HLG SECURITIES SDN BHD (12855-D)	21st Floor Wisma HILA Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2022778, 2452998	066-001	INTER-PACIFIC SECURITIES SDN BHD (12738-U)	Level 7 Shahzan-Insas Tower 30 Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-2441888	054-001
JUPITER SECURITIES SDN BHD (48703-U)	7th-9th Floor Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur/ Tel No: 03-2041888	055-001	KUALA LUMPUR CITY SECURITIES SDN BHD (126994-W)	3.07, Level 3 Bangunan Angkasaraya Jalan Ampang 50450 Kuala Lumpur Tel No: 03-2449322	076-001
K & N KENANGA BHD (15678-H)	8th Floor Pernas International Building 801 Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-2613066	073-001	LEONG & COMPANY SDN BHD (8789-P)	Level 18 Wisma Cyclecarri 288 Jalan Raja Laut 50350 Kuala Lumpur Tel No: 03-2928899	061-001
MAYBAN SECURITIES SDN BHD (165630-M)	30th Floor, Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur Tel No: 03-2323822/33	098-001	MGI SECURITIES SDN BHD (682-X)	1st & 2nd Floor Wisma MGIC 38 Jalan Dang Wangi 50100 Kuala Lumpur Tel No: 03-2911889	052-001
MIDF SISMA SECURITIES SDN BHD (423833-U)	17 th & 18 th Floor Empire Tower 182 Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-2668888	026-001	OSK SECURITIES BHD (14152-V)	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No: 03-2624388	056-001

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

Name	Address and telephone number	Broker Code	Name	Address and telephone number	Broker Code
KUALA LUMPUR			KUALA LUMPUR		
PB SECURITIES SDN BHD (20027-W)	27th Floor, Bangunan Public Bank 6 Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2013011	051-001	PENKALEN SECURITIES SDN BHD (66299-A)	Ground, Mezzanine & 1st Floors, Menara Pengkalen 2, Jalan Changkat Ceylon 50200 Kuala Lumpur Tel No: 03-2448055	064-001
RASHID HUSSAIN SECURITIES SDN BHD (95060-A)	Level 1, 2, 3 and 5 Tower One, RHB Centre Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-9852233	087-001	KAF-SEAGROATT & CAMPBELL SECURITIES SDN BHD (134631-U)	26 th -30 th Floor The Weld Tower 76 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2081600	053-001
SIME SECURITIES SDN BHD (165878-V)	21st Floor Bangunan Sime Bank 4 Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2749288/778/779	097-001	TA SECURITIES BERHAD (16029-V)	34 th Floor Menara TA One 22 Jalan P. Ramlee 50250 Kuala Lumpur Tel No: 03-2321277	074-001
SELANGOR DARUL EHSAN			SELANGOR DARUL EHSAN		
AMSTEEL SECURITIES (M) SDN BHD (51253-A)	2, 3 & 4 th Floors 1 Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No: 03-3439999	080-001	HALIM SECURITIES SDN BHD (107442-X)	68, Jalan 52/4 New Town Centre P.O. Box 561 46770 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7555777	091-001
JF APEX SECURITIES SDN BHD (47680-X)	3rd Floor, Wisma Apex 145A-C, Jalan Bukit P.O. Box 16 43007 Kajang Selangor Darul Ehsan Tel No: 03-8361118	079-001	MOHAIYANI SECURITIES SDN BHD (140238-A)	1 st , 2 nd & 3 rd Floors Plaza Damansara Utama 2 Jalan SS 21/60 47400 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7197345	095-001
SJ SECURITIES SDN BHD (141671-T)	Level 3, Holiday Villa 9 Jalan SS 12/1, Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7340202	096-001	HWANG-DBS SECURITIES BERHAD (14389-U)	Tingkat 18-20, Plaza Masalam 2 Jalan Tengku Ampuan Zabedah, E9/E, Section 9 41000 Shah Alam Selangor Darul Ehsan Tel No: 03-5533288	068-002
MELAKA			MELAKA		
MALACCA SECURITIES SDN BHD (16121-H)	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	OCBC SECURITIES (MELAKA) SDN BHD (18884-P)	579, 579A & 579B Taman Melaka Raya 75000 Melaka Tel No: 06-2825211	072-001
STRAHS SECURITIES SDN BHD (74070-F)	Lot 9 & 10, 1st Floor Bangunan Tabung Haji Jalan Bandar Kaba P.O. Box No. 209 75740 Melaka Tel No: 06-2833622	011-001			

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

Name	Address and telephone number	Broker Code	Name	Address and telephone number	Broker Code
PERAK DARUL RIDZUAN			PERAK DARUL RIDZUAN		
BOTLY SECURITIES SDN BHD (14948-M)	1st Floor, Plaza Teh Teng Seng 227 Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No: 05-2531313	058-001	KIN KHOOON & CO. SDN BHD (17816-P)	23 & 25, Wisma Kota Emas Jalan Dato' Tahwil Azhar P. O. Box No. 421 30910 Ipoh Perak Darul Ridzuan Tel No: 05-2543311	017-001
MBF NORTHERN SECURITIES SDN BHD (14782-V)	No. 71, Jalan Lim Bo Seng 30300 Ipoh Perak Darul Ridzuan Tel No: 05-2548999	067-001	M & A SECURITIES SDN BHD (15017-H)	M & A Building 52A Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No: 05-2559500	057-001
PHILEO ALLIED SECURITIES SDN BHD (25397-M)	62 Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2558233	071-001	SBB SECURITIES SDN BHD (100518-M)	51-53 Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2530888	090-001
TAIPING SECURITIES SDN BHD (113521-K)	21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No: 05-8060888	092-001	PREMIER CAPITAL SECURITIES SDN BHD (64149-M)	Wisma Premier Capital 21-25 Jalan Secnivasagam 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2415100	082-001
PULAU PINANG			PULAU PINANG		
A.A. ANTHONY & COMPANY SDN BHD (13622-K)	No. 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No: 04-2299318	014-001	HWANG-DBS SECURITIES SDN BHD (14389-U)	Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60 Green Hall 10200 Pulau Pinang Tel No: 04-2636996	068-001
KE-ZAN SECURITIES SDN BHD (89986-P)	2 nd & 3 rd Floor Wisma Ke-Zan 64 Bishop Street 10200 Pulau Pinang Tel No: 04-2634222	085-001	MERCURY SECURITIES SDN BHD (113193-W)	2nd Floor Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Pulau Pinang Tel No: 04-3322123	093-001
SMITH ZAIN SECURITIES SDN BHD (13901-E)	7th & 8th Floors, Wisma PSCI 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No: 04-2283355	016-001	SOON THEAM SECURITIES SDN BHD (14147-K)	No.111, Jalan Macalister 10400 Pulau Pinang Tel No: 04-2281868	060-001
THONG & KAY HIAN SECURITIES SDN BHD (14592-P)	Level 5 & 6, Wisma Sri Pinang 60 Green Hall 10200 Pulau Pinang Tel No: 04-2635481	070-001	UT SECURITIES SDN BHD (20710-W)	12 th Floor, Mayban Trust Building 3 Penang Street 10200 Pulau Pinang Tel No: 04-2626644	059-001

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

Name	Address and telephone number	Broker Code	Name	Address and telephone number	Broker Code
KEDAH DARUL AMAN					
ALOR SETAR SECURITIES SDN BHD (123654-H)	Lot T-30, 2nd Floor Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No: 04-7318205	094-001			
PERLIS INDRA KAYANGAN					
UPEN SECURITIES SDN BHD (254920-D)	2 nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel No : 04-9765299	023-001			
NEGERI SEMBILAN DARUL KHUSUS			NEGERI SEMBILAN DARUL KHUSUS		
KIMARA EQUITIES SDN BHD (228587-U)	2 nd , 9 th & 10 th Floor Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7638999	084-001	MALPAC SECURITIES SDN BHD (159143-V)	1st, 2nd & 3rd Floors, 19, 20 & 21 Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7623131/34	063-001
JOHOR DARUL TAKZIM			JOHOR DARUL TAKZIM		
ENG SECURITIES SDN BHD (53333-T)	95 Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2231211/8212	081-001	JB SECURITIES SDN BHD (17812-U)	Level 6, 7 & 8 Menara Sarawak Enterprise 5 Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No: 07-3332000 / 800	078-001
KESTREL SECURITIES SDN BHD (97150-A)	1 st & 2 nd Floor No. 57, 59 & 61 Jalan Ali 84000 Muar Johor Darul Takzim Tel No. 06-9532222	088-001	PENINSULA SECURITIES SDN BHD (57258-V)	Level 2, Menara Pelangi Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No: 07-3333600	077-001
PJB PACIFIC SECURITIES SDN BHD (430550-H)	Podium 2A & 3 Menara Ansar 65 Jalan Trus 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2222692	027-001	SOUTH JOHOR SECURITIES SDN BHD (53647-D)	3rd Floor Penggaram Complex 1 Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No: 07-4342282	069-001

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

Name	Address and telephone number	Broker Code	Name	Address and telephone number	Broker Code
PAHANG DARUL MAKMUR					
WK SECURITIES SDN BHD (70978-V)	A-397, A-399 and A-401 Taman Sri Kuantan III Jalan Berserah 25300 Kuantan Pahang Darul Makmur Tel No: 09-5660800 / 700	083-001			
KELANTAN DARUL NAIM					
KOTA BHARU SECURITIES SDN BHD (15629-M)	298 Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No: 09-7482798	075-001			
TERENGGANU DARUL IMAN					
FA SECURITIES SDN BHD (251711-V)	3rd Floor, Wisma UMNO Jalan Masjid Abidin 20100 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6238128	021-001	PTB SECURITIES SDN BHD (425317-T)	Tingkat 1, 2 & 3 61 Jalan Sultan Ismail Peti Surat 151 Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6235546	025-001
SARAWAK					
SARAWAK SECURITIES SDN BHD (219322-W)	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No: 082-338000	019-001	SARAWAK		
			UTAMA SECURITIES SDN BHD (432200-A)	Lot 2465 Jalan Boulevard Utama Boulevard Commercial Centre, 98000 Miri Sarawak Tel No: 085-435577	029-001
SABAH					
INNOSABAH SECURITIES SDN BHD (194990-K)	11 Equity House, Block K Sadong Jaya, Kompleks Karamunsing 88100 Kota Kinabalu Sabah Tel No: 088-234099	020-001	LABUAN SECURITIES SDN BHD (239683-W)	Level 2, Wisma Oceanic Jalan OKK Awang Besar 87007 Wilayah Persekutuan Labuan Tel No: 087-410621	022-001