

13. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address And Telephone Number	Broker Code
MELAKA (Cont'd)		
STRAITS SECURITIES SDN BHD (74070-T)	Lot 9 & 10, 1st Floor Bangunan Tabung Haji Jalan Bandar Kaba 75000 Melaka Tel. No. : 06-2833622	011-001
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 KHOON & CO. SDN BHD (17816-P)	A23-A29, 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. : 05-2419800	057-001
PHILEO ALLIED SECURITIES SDN BHD (25397-M)	Wisma Philco No. 63, 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)	No. 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, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel. No. : 05-2415100	082-001

13. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address And Telephone Number	Broker Code
PULAU PINANG		
A.A. ANTHONY & CO 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 BERHAD (14389-U)	Levels 2, 3, 4, 7 & 8, Wisma Sri Pinang No. 60, Green Hall 10200 Pulau Pinang Tel. No. : 04-2636996	068-001
KE-ZAN SECURITIES SDN BHD (89986-P)	1st - 4th Floors Wisma Ke-Zan No. 64, Bishop Street 10200 Pulau Pinang Tel No. : 04-2634222	085-001
MERCURY SECURITIES SDN BHD (113193-W)	Ground, 1st, 2nd & 3rd Floor, Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai Pulau Pinang Tel. No. : 04-3322123	093-001
SMITH ZAIN SECURITIES SDN BHD (13901-H)	7th & 8th Floor, Menara PSCI No. 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)	Levels 5 & 6, Wisma Sri Pinang No. 60, Green Hall 10200 Pulau Pinang Tel. No. : 04-2635481	070-001
UT SECURITIES SDN BHD (20710-W) <i>(formerly known as United Traders Securities Sdn Bhd)</i>	12th Floor, Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel. No. : 04-2626644	059-001
KEDAH DARUL AMAN		
ALOR SETAR SECURITIES SDN BHD (123654-H)	Lot T-30, 2nd Floor Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Tel. No. : 04-7317088	094-001

13. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address And Telephone Number	Broker Code
PERLIS INDERA KAYANGAN		
UPEN SECURITIES SDN BHD (254920-D)	2nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel. No. : 04-9765200	023-001
NEGERI SEMBILAN DARUL KHUSUS		
KIMARA EQUITIES SDN BHD (228587-U)	2nd, 9th & 10th Floor Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel. No. : 06-7633999	084-001
MALPAC SECURITIES SDN BHD (159143-V)	1st, 2nd & 3rd Floors Nos. 19, 20 & 21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel. No. : 06-7623131	063-001
JOHOR DARUL TAKZIM		
KESTREL SECURITIES SDN BHD (97150-A)	57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel. No. : 07-9532222	088-001
ENG SECURITIES SDN BHD (53333-T)	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel. No. : 07-2231211	081-001
PENINSULA SECURITIES SDN BHD (57258-V)	Level 2, Menara Pelangi No. 2, Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel. No. : 07-3333600	077-001
JB SECURITIES SDN BHD (17812-U)	Suite 8.2, Level 8 Menara Sarawak Enterprise 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel. No. : 07-3332000	078-001
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

13. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address And Telephone Number	Broker Code
JOHOR DARUL TAKZIM (Cont'd)		
SOUTH JOHORE SECURITIES SDN BHD (53647-D)	3rd Floor, Penggaram Complex No. 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No. : 07-4317033	069-001
PAHANG DARUL MAKMUR		
WK SECURITIES SDN BHD (70978-V)	A-397, A-399 and A-401 Taman Sri Kuantan III Jalan Besar 25300 Kuantan Pahang Darul Makmur Tel. No. : 09-5660800	083-001
KELANTAN DARUL NAIM		
KOTA BHARU SECURITIES SDN BHD (15629-M)	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel. No. : 09-7433388	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)	1st, 2nd & 3rd Floors No.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 SECURITIES SDN BHD (MIRI BRANCH) (219322-W)	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel No. : 085-435577	019-002

13. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)

Name	Address And Telephone Number	Broker Code
SABAH INNOSABAH SECURITIES SDN BHD (194990-K)	No. 11, Equity House, Block K Kompleks Sadong Jaya, Karamunsing 88100 Kota Kinabalu Sabah Tel. No. : 088-234099	020-001
LABUAN LABUAN SECURITIES SDN BHD (239683-W)	Level 2, Wisma Oceanic Jalan OKK Awang Besar 87007 Wilayah Persekutuan Labuan Sabah Tel. No. : 087-410621	022-001

14. STATUTORY AND GENERAL INFORMATION

14.1 Share Capital

- (a) No ordinary shares will be allotted or sold on the basis of this Prospectus later than six (6) months after the date of issue of this Prospectus.
- (b) There are no founder, management or deferred shares in the Company.
- (c) 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.
- (d) Save for the 671,000 ordinary shares of RM1.00 each reserved for the eligible Directors and employees of the Group, pursuant to this Prospectus, there are at present no other schemes involving the employees in the capital of the Company or its subsidiaries.
- (e) Save for the 671,000 ordinary shares of RM1.00 each reserved for the eligible Directors and employees of the Group, pursuant to this Prospectus, there are at present, none of the capital of the Company or any of its subsidiaries is under any option or agreed conditionally or unconditionally to be put under any option.
- (f) Save as disclosed in Section 8.2 and 8.5 of this Prospectus, no shares, stocks or debentures in the Company or its subsidiaries have been issued or are proposed to be issued as partly or fully paid-up for cash or otherwise than in cash within the two (2) years preceding the date of this Prospectus.

14.2 Articles Of Association

The following provisions are reproduced from the Company's Articles of Association which have been approved by the KLSE:

(i) Remuneration of Directors

The provisions in the Company's Articles of Association dealing with the remuneration of the Directors are as follows:

Article 82

- (a) The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. That remuneration shall be deemed to accrue from day to day. Remuneration paid by the company to the alternate shall be deducted from the Director nominating him. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.
- (b) Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover.
- (c) Salaries payable to executive Directors may not include a commission on or percentage of turnover.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

Article 83

Fees payable to Directors shall not be increased except pursuant to a resolution passed at a General Meeting, where notice of the proposed increase has been given in the notice convening the meeting.

Article 84

If any Director being willing and having been called upon to do so by the other Directors shall render or perform special or extraordinary services or travel or reside abroad for any business or purposes on behalf of the Company, he shall be entitled to receive such sum as the Directors may think fit for expenses and also such remuneration as the Directors may think fit, either as a fixed sum or as percentage of profits or otherwise but not a commission on or percentage of turnover and such remuneration may, as the Directors shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive, and the same shall be charged as part of the ordinary working expenses of the Company.

Article 115

A Managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

(ii) Voting and Borrowing Powers of Directors

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

Article 87

The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Companies Act or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Companies Act and to such regulations, not being inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Article 88

- (a) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge any of the Company or the subsidiaries 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 a related third party only.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (b) In accordance with Section 132C of the Companies Act and Section 9.10 (14) of the Listing Requirements of the KLSE, the Directors shall not acquire or dispose of an undertaking or property of a substantial value or dispose of a substantial portion of the Company's main undertaking or property without the approval of the Company in General Meeting.

Article 89

The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid, and make payments for or towards any hospital or scholastic expenses or any insurance of any such persons. Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Companies Act requires, to proper disclosure to the members and the approval of the Company in General Meeting.

Article 92

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors from time to time by resolution determine.

Article 100

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

Article 101

A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest.

14. STATUTORY AND GENERAL OFFER *(Cont'd)*

Article 102

A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or 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 is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary thereby established.

Article 103

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

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

Article 104

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

Article 105

Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.

14. STATUTORY AND GENERAL OFFER *(Cont'd)*

(iii) **Changes in the Capital and Variation of Class Rights**

The provisions in the Articles of Association of the Company as to changes in capital and variation of class rights which are no less stringent than those provided in Companies Act are as follows:

Article 4

- (a) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, but subject to the Companies Act and to these Articles, shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Directors, subject to any ordinary resolution of the Company, determine. No shares shall be issued at a discount except in compliance with the provisions of the Companies Act.

Provided that:

- (i) The Company shall not issue any shares which will have the effect of giving a controlling interest to any person, company or syndicate without prior approval of shareholders in General Meeting.
- (ii) Every issue of shares or options to employees and/or Directors shall be approved by shareholders in General Meeting and such approval shall specifically detail the amount of shares or options to be issued to each Director. Only Directors holding office in an executive capacity shall participate in such an issue of shares. However, non-executive Directors may subscribe for shares issued or offered pursuant to a public issue as public offer.
- (iii) The total nominal value of issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time.
- (iv) The rights attaching to shares of a class other than ordinary shares be expressed in the Resolution creating the same.
- (v) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith but in no respect in priority thereto.
- (vi) 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, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears more than six (6) months.

14. STATUTORY AND GENERAL OFFER (Cont'd)

Article 5

The repayment of preference capital other than redeemable preference, or any other alteration of preference shareholders rights, may only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from 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 6

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 with the consent in writing of the holders of three-fourths of the issued shares of that class, or 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 the 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. To every such special resolution the provisions of Section 152 of the Companies Act shall, with such adaptations as are necessary, apply.

Article 45

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

Article 46

- (a) Subject to any direction to the contrary that may be given by the Company in General Meeting, any original shares for the time being unissued and not allotted and any new share 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 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 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.

14. STATUTORY AND GENERAL OFFER (Cont'd)

- (b) Notwithstanding Article 46(a) above but subject always to the Companies Act, the Company may apply to the KLSE for waiver of convening Extraordinary General Meetings to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed 10% of the issued capital.

Article 47

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

Article 48

The Company may from time to time by ordinary resolution:

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) subdivide its shares or any of them into shares of smaller amount than is fixed by the memorandum; so however that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (d) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

Article 50

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

(iv) Transfer of Securities And Transmission of Securities

The provisions in the Company's Articles of Association, in respect of the arrangements for transfer of securities and restrictions on their free transferability are as follows:

Article 22

The transfer of any securities or class of securities of the Company, shall be by way of book entry by the MCD in accordance with the rules of MCD, notwithstanding sections 103 and 104 of the Companies Act, but subject to sub-section 107C(2) of the Companies Act, and any exemption that may be made from compliance with subsection 107C(1) of the Companies Act, the Company shall be precluded from registering and affecting any transfer of securities.

14. STATUTORY AND GENERAL OFFER *(Cont'd)*

Article 23

Transmission of securities from Foreign Register:

1. Where:
 - (a) the securities of the Company are listed on an Approved Market Place; and
 - (b) the 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 MCD in respect of such securities,

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the Foreign Register, to the register of holders maintained by the register of the Company in Malaysia (herein 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. The avoidance of doubt, if the requirements of paragraphs (a) and (b) of Article 23(1) are fulfilled, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.

Article 24

The transfer books and registers of members and debenture holders and debenture stock holders (if any) may be closed during such time as the Directors think fit not exceeding in the whole thirty days in each year. Any notice of intention to fix a books closing date and the reason therefore shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Stock Exchange; such notice shall state the books closing date, which shall be at least eighteen (18) market days after the date of notification to the Stock Exchange, and the address of share registry at which documents will be accepted for registration. At least three (3) market days prior notice shall be given to MCD to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) market days prior notice shall be given to MCD.

Article 25

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

Article 26

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

14. STATUTORY AND GENERAL OFFER (Cont'd)

Article 27

In case of the death of a member, the legal personal representatives of the deceased where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.

Article 28

Any person becoming entitled to shares in consequences of the death, bankruptcy, insolvency or lunacy of any member (herein referred to as a person entitled by transmission) shall on producing to the Company such evidence as may be reasonably required by the Directors to prove his title be entitled to be registered as a member in respect of the shares or instead or being registered himself to make such transfer as the deceased, bankrupt or insolvent person could have made but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy as the case may be. This Article is hereinafter referred to as the transmission article. Provided always that where the share is a deposited security, subject to the rules of MCD, a transfer or withdrawal of the share may be carried out by the person becoming so entitled.

Article 29

If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, provided that where the share is a deposited security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him to MCD. If he elects to have another person registered he shall testify his election by execution to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

Article 30

Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.

14. STATUTORY AND GENERAL OFFER (Cont'd)

Companies Act 1965:

The provisions of the Companies Act on the transferability of securities are as follows:

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 right 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 authorized 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 titles 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 if any securities or class of securities of a company whose securities or any class of whose securities have been deposited with a central body shall be by way of book entry by the central depository in accordance with the rules of the central depository and, notwithstanding Section 103 and 104, such company shall be precluded from registering and effecting any transfer of securities.

Section 107C (2)

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

Rules of the MCD

The provisions of the Companies Act on the transferability of securities 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 reasons stipulated under Rule 8.03(1)(c).

14. STATUTORY AND GENERAL OFFER (Cont'd)

Rule 8.05A

Transfer may be 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 two securities accounts belonging to different depositors (hereinafter the transfer is referred to as "the inter-account transfer"), to check and ensure completeness, accuracy and/or genuineness of the documents lodged as follows:-

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) of Form FTF015 (request for express transfer of securities form) fully and properly completed in triplicate;
- (b) the Transferring Depositor has executed the Transferor portion on the said form duly witnessed by another 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 and transfer of securities arising from the provisions of any written law or an order of court of competent jurisdiction;
 - (ii) rectification of errors;
 - (iii) pledge, charge or mortgage;
 - (iv) mandatory general offer pursuant to the provisions of the Malaysian Code On Takeover 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 Manual.

Second Board Listing Requirements of the KLSE

The provisions of the Second Board Listing Requirements of the KLSE on the transferability of securities are as follows:

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 MCD in accordance with the rules of MCD, notwithstanding sections 103 and 104 of the Companies Act, but subject to sub-section 107C(2) of the Companies Act, and any exemption that may be made from compliance with subsection 107C(1) of the Companies Act, the Company shall be precluded from registering and affecting any transfer of securities.

14. STATUTORY AND GENERAL OFFER (Cont'd)

Clause 9.5B - Transmission of securities from Foreign Register

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

such Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the Foreign Register, to the register of holders maintained by the register of the Company in Malaysia (herein 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. The avoidance of doubt, no company which fulfils the requirements of paragraphs (a) and (b) of Clause 9.5B(1) shall allow any transmission of securities from the Malaysia Register into the Foreign Register.

14.3 Directors and Substantial Shareholders

- (a) The names, addresses and occupations of the Directors of the Company are set out in Section 5 of this Prospectus.
- (b) Directors are not required to hold any qualification shares in the Company.
- (c) None of the existing Directors of the Company has any existing or proposed service contract with the Company or any of its subsidiary companies which are not determinable without payments or compensation (other than statutory compensation).
- (d) For the financial year ended 30 April 1999, the remuneration and fees paid to the Directors for services in all capacities to the Company and its subsidiary companies was RM651,000. For the financial year ending 30 April 2000, the amount payable to the Directors for services in all capacities to the Company and its subsidiary companies is estimated to be approximately RM680,000.
- (e) No Director, senior executive officer or person nominated to become a Director or senior executive officer is or was involved in the following events:
 - (i) 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 a Director or senior executive officer;

14. STATUTORY AND GENERAL OFFER (Cont'd)

- (ii) a conviction in a criminal proceeding or is named subject of a pending criminal proceeding; or
- (iii) the subject of any order, judgment or ruling of any court of competent jurisdiction, tribunal or government body permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities in all capacities, director or employee of a financial institution and engaging in any type of business practice or activity.
- (f) Save as disclosed below, none of the Directors and substantial shareholders of the Company were or are interested, directly or indirectly, in the promotion of or in any assets acquired or proposed to be acquired or disposed of or proposed to be disposed of by or leased or proposed to be leased to the Company and its subsidiaries within two (2) years preceding this Prospectus or in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Group. The following directors and substantial shareholders are deemed interested in the Acquisition:

Directors/Shareholders	Nature of Interest
Kan Yow Khcong	Substantial shareholder of TAL, Inagro, KLC, RCSB, QSP, Masmeru, ER, CWTP and M-Field. Director of TAL, Inagro, KLC, QSP, Masmeru, CWTP and M-Field.
Mohammad Nadzri bin Jamaluddin	Substantial shareholder of KLC, RCSB, Masmeru, ER, CWTP and M-Field. Director of RCSB.
Lim Yoke Soo	Substantial shareholder of TAL, RCSB, Masmeru and ER. Director of TAL, KLC, RCSB, Masmeru and ER.
Tan Cheah Boo	Substantial shareholder of TAL. Director of TAL and KLC.
Wong Chew Har	Substantial shareholder of TAL, RCSB, Masmeru and ER. Director of TAL, KLC, QSP, ER, CWTP and M-Field.
Wang Ten Aun @ Heng Aik Peng	Substantial shareholder of Inagro. Director of Inagro.
Wong Maw Chuan	Director of Inagro and QSP.
Yong Chee Hou	Substantial shareholder of Inagro. Director of Inagro.

14. STATUTORY AND GENERAL OFFER (Cont'd)

- (g) According to the Register of Directors' shareholdings, the Directors' shareholdings in the Company before and after the Rights Issue and Public Issue, save for the Pink Application Form allocations are as follows:

Name	←-----Before----->				←-----After----->			
	Direct		Indirect		Direct		Indirect	
	No. Of Shares	%	No. Of Shares	%	No. Of Shares	%	No. Of Shares	%
Kan Yow Kheong	6,132,205	54.02	-	-	16,749,500	41.87	-	-
Mohammad Nadzri Bin Jamaluddin	2,945,034	25.94	-	-	12,000,000	30.00	-	-
Lim Yoke Soo	326,185	2.87	-	-	326,185	0.82	-	-
Tan Cheah Boo	12,833	0.11	-	-	38,183	0.09	-	-
Heng Aik Peng @ Wang Ten Aun	-	-	-	-	-	-	-	-
Wong Chew Har	555,230	4.89	-	-	555,230	1.39	-	-
Wong Maw Chuan	-	-	-	-	-	-	-	-
Yong Chee Hou	-	-	-	-	-	-	-	-
Ali Riza Bin A. Samad	-	-	-	-	-	-	-	-
Kamilah Bte Kasim	-	-	-	-	-	-	-	-

- (h) Save for the Pink Application Form allocations, based as the Register of Substantial Shareholders, the substantial shareholders (with 2% or more shareholding, direct and indirect) of the Company before and after the Rights Issue and Public Issue are as follows:

Name	←-----Before----->				←-----After----->			
	Direct		Indirect		Direct		Indirect	
	No. Of Shares	%	No. Of Shares	%	No. Of Shares	%	No. Of Shares	%
Kan Yow Kheong	6,132,205	54.02	-	-	16,749,500	41.87	-	-
Mohammad Nadzri Bin Jamaluddin	2,945,034	25.94	-	-	12,000,000	30.00	-	-
Lim Yoke Soo	326,185	2.87	-	-	326,185	0.82	-	-
Wong Chew Har	555,230	4.89	-	-	555,230	1.39	-	-

- (i) None of the Directors or the substantial shareholders of Analabs and its subsidiaries has any material interest in any contract or arrangement which is significant in relation to the business of the Group and subsisting at the date of this Prospectus.
- (j) None of the Directors or the substantial shareholders are interested, directly or indirectly, in any business carrying a similar trade as the Company and its subsidiary companies and which is not quoted on a recognised stock exchange.
- (k) No option to subscribe for securities of the Company or any of its subsidiary companies was granted to or exercised by any Directors during the last financial year.
- (l) None of the Directors or major shareholders of the Company have any interest, direct or indirect, in any business carrying on similar trade as the Company or, its subsidiary companies and which is not quoted on a recognised stock exchange.

14. STATUTORY AND GENERAL OFFER (Cont'd)

14.4 General Information

- (a) The nature of the Group's business is set out in Section 8 of this Prospectus. The names of all corporations which are deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 and their respective principal activities are set out under the Section 8.5 of this Prospectus.
- (b) The time of the opening of the Application Lists is set out in Section 13.1 of this Prospectus.
- (c) The amount payable in full on application of the Public Issue is RM1.70 per ordinary share.
- (d) As at the date of this Prospectus, the Company and its subsidiaries do not have any convertible debt securities.
- (e) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 13.2 of this Prospectus.
- (f) The name and address of the Auditors and Reporting Accountants of the Company are set out in Section 5 of this Prospectus.
- (g)
 - (i) Underwriting commission is payable by the Company to the Managing Underwriter and Underwriters at the rate of 1.50% of the Public Issue price of RM1.70 per ordinary share on the total number of ordinary shares being underwritten as set out in Sections 6.2 and 6.5 respectively.
 - (ii) Brokerage will be paid by the Company at the rate of 1.0% of the Public Issue price of RM1.70 in respect of successful applications which bear the stamp of Aseambankers, a member company of the KLSE, a member of the Association of Banks in Malaysia, a member of the Association of Merchant Banks in Malaysia or MIDFCCS.
 - (iii) Expenses incidental to the listing of and quotation for the entire enlarged issued and paid-up capital of the Company on the Second Board of the KLSE amounting to approximately RM1,500,000 will be borne by the Company. The Company will also bear brokerage and underwriting commission relating to the Public Issue Shares up to RM264,350.
- (h) Save for item (g) above, no commission, discounts, brokerage or other special terms has been paid or is payable by the Company or its subsidiaries within the two (2) preceding years in connection with the issue or sale of any capital of the companies or any of its subsidiaries and no Director or proposed Director or promoter or expert is entitled to receive any such payment.
- (i) No amount or benefit has been paid or given within the two (2) preceding years of the date hereof nor is it intended to be so paid or given, to any promoter, except for any remuneration received in care of employment.
- (j) The Company has not established a place of business outside Malaysia.

14. STATUTORY AND GENERAL OFFER *(Cont'd)*

- (k) Save as disclosed in the proforma consolidated profit forecast and assumptions of the Company and its subsidiary companies and Section 4 of this Prospectus, 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 Company and its subsidiaries.
- (l) Save as disclosed in sections 4, 8 and 9 of this Prospectus, the financial conditions and operations of the Company and its subsidiaries are not affected by any of the following:
 - (i) known trends or known demands, commitments, events or uncertainties that will result in or are reasonably likely to result in the Company's or the Group's liquidity increasing or decreasing in any material way;
 - (ii) material commitments for capital expenditure;
 - (iii) unusual or infrequent events or transaction or any significant economic changes that materially affected the amount of reported income from the operations; and
 - (iv) known trends or uncertainties that have had or the Company reasonably expects to have a material favourable or unfavourable impact on revenues or operating income.
- (m) During the last financial year and the current financial year, there were no:
 - (i) public take-over offers by third parties in respect of the Companies shares; and
 - (ii) public take-over offers by the Company in respect of other companies shares.
- (n) Save as disclosed in Section 14.5(l), no property has been acquired or is proposed to be acquired by the Company or its subsidiary companies in contemplation of the Public Issue.
- (o) There is no present intention on the part of the Directors of the Company to issue any part of the authorised but unissued share capital of the Company, except for the Public Issue Shares.

14.5 Material Contracts

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

- (a) Share Exchange Agreement dated 27 October 1998 between Analabs and the shareholders of TAL, namely, Kan Yow Kheong, Lim Yoke Soo, Wong Chew Har and Tan Cheah Boo for the acquisition of 50,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of TAL for a purchase consideration of RM1,208,859 which was satisfied by the issuance of 641,645 new ordinary shares in Analabs of RM1.00 each at RM1.884 per share;

14. STATUTORY AND GENERAL OFFER *(Cont'd)*

- (b) Share Exchange Agreement dated 27 October 1998 between Analabs and the shareholders of Inagro, namely, Kan Yow Kheong, Wong Eat Too, Yuen Choong Lai, Koay Kang Chuwan, Lian Gee Meng, Dato' Ong Kim Hoay, Goh Chee Huat and Absolute Riverside Sdn Bhd for the acquisition of 700,000 ordinary shares of RM1.00 each representing 70% of the issued and paid-up share capital of Inagro for a purchase consideration of RM7,227,676 which was satisfied by the issuance of 3,836,346 new ordinary shares in Analabs of RM1.00 each at RM1.884 per share;
- (c) Share Sale Agreement dated 27 October 1998 between Analabs and the shareholders of Inagro, namely, Kang Sek Lang @ Kang Gaik Lan, Heng Aik Peng @ Wang Ten Aun and Yong Chee Hou for the acquisition of 300,000 ordinary shares of RM1.00 representing 30% of the issued and paid-up share capital of Inagro for a purchase consideration of RM3,097,576 which was satisfied by cash;
- (d) Share Exchange Agreement dated 27 October 1998 between Analabs and the shareholders of KLC, namely, Kan Yow Kheong, Wong Chew Har and Mohammad Nadzri Bin Jamaluddin for the acquisition of 300,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of KLC for a purchase consideration of RM7,724,805 which was satisfied by the issuance of 4,100,215 new ordinary shares in Analabs of RM1.00 each at RM1.884 per share;
- (e) Share Exchange Agreement dated 27 October 1998 between Analabs and the shareholders of RCSB, namely, Kan Yow Kheong, Lim Yoke Soo, Wong Chew Har and Mohammad Nadzri Bin Jamaluddin for the acquisition of 4,000,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of RCSB for a purchase consideration of RM5,017,374 which was satisfied by the issuance of 2,663,160 new ordinary shares in Analabs of RM1.00 each at RM1.884 per share;
- (f) Share Exchange Agreement dated 27 October 1998 between Analabs and a shareholder of QSP, namely, Kan Yow Kheong for the acquisition of 60,000 ordinary shares of RM1.00 each representing 60% of the issued and paid-up share capital of QSP for a purchase consideration of RM210,544 which was satisfied by the issuance of 111,754 new ordinary shares in Analabs of RM1.00 each at RM1.884 per share;
- (g) Share Sale Agreement dated 27 October 1998 between TAL and the shareholder of Masmeru for the acquisition of 25,000 ordinary shares of RM1.00 representing 50% of the issued and paid-up share capital of Masmeru for a purchase consideration of RM28,503 which was satisfied by cash;
- (h) Share Sale Agreement dated 27 October 1998 between TAL and the shareholder of ER for the acquisition of 1,550 ordinary shares of RM1.00 representing 49.99% of the issued and paid-up share capital of ER for a purchase consideration of RM187,379 which was satisfied by cash;
- (i) Supplementary Agreement to the Share Exchange Agreement dated 18 November 1999 between Analabs and the shareholders of RCSB, namely, Kan Yow Kheong, Lim Yoke Soo, Wong Chew Har and Mohammad Nadzri Bin Jamaluddin pursuant to which the parties have agreed to a fifteen (15) months extension period from the execution date of the Share Exchange Agreement dated 27 October 1999 to fulfil or procure the Conditions Precedent (as defined in the said Share Exchange Agreement);

14. STATUTORY AND GENERAL OFFER (Cont'd)

- (j) Supplementary Agreement to the Share Exchange dated 18 November 1999 between Analabs and the shareholders of TAL, namely Kan Yow Kheong, Lim Yoke Soo, Wong Chew Har and Tan Cheah Boo pursuant to which the parties have agreed to a fifteen (15) months extension period from the execution date of the Share Exchange Agreement dated 27 October 1999 to fulfil or procure the Conditions Precedent (as defined in the said Share Exchange Agreement);
- (k) Supplementary Agreement to the Share Exchange dated 18 November 1999 between Analabs and the shareholders of KLC, namely Kan Yow Kheong, Lim Yoke Soo, Mohammad Nadzri Bin Jamaluddin pursuant to which the parties have agreed to a fifteen (15) months extension period from the execution date of the Share Exchange Agreement dated 27 October 1999 to fulfil or procure the Conditions Precedent (as defined in the said Share Exchange Agreement);
- (l) Sale and Purchase Agreement for share in M-Field dated 4 May 1999 between CWTP and the shareholders of M-Field, namely Eastnet Resources Sdn Bhd and PG Corporate Services Sdn Bhd for the acquisition of 9,000 ordinary shares if RM1.00 each representing the entire issued and paid-up share capital of M-Field for a purchase consideration of RM2,500,000;
- (m) Underwriting Agreement dated 23 December 1999 between Analabs and the Underwriters for the underwriting of up to 5,255,000 ordinary shares of RM1.00 each under the Public Issue and any shares not taken by the eligible Directors and employees of the Group for an underwriting commission of 1.50% of the issue price of RM1.70 per ordinary share; and
- (n) Supplementary Agreement date 20 March 2000 to the Underwriting Agreement dated 23 December 1999 between Analabs and the Underwriters for the variation to underwrite of up to 5,549,000 ordinary shares of RM1.00 each under the Public Issue and any shares not taken by the eligible Directors and employees of the Group for an underwriting commission of 1.50% of the issue price of RM1.70 per ordinary share, pursuant to the approved revision by the SC for the allocation to eligible Directors and employees of the Group.

14.6 Material Litigation

Save as disclosed below, Analabs and its subsidiaries are presently not engaged in any litigation whether as plaintiff or defendant which has a material effect on the financial position of the Company or any of its subsidiaries and the Directors do not know of any proceedings whether 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 Analabs and its subsidiaries:

- (a) CWTP as plaintiff had on 28 February 1997 commenced a suit vide Kuala Lumpur High Court Suit No. S1-22-87-1997 against their then solicitors, Francis Goh Yun Hung and Chin Choon @ Chin Tee Fut (Practising under the name and style of Chin dan Rakan-Rakan) for negligence in handling an arbitration proceedings involving Tai Thung Construction Sdn Bhd wherein CWTP is claiming the arbitration award sum, the counter claim amount which was dismissed and the costs of the arbitration all amounting to RM1,000,161.18, interest and costs of the various proceedings. The same is now fixed for hearing on 10 May 2000 and 11 May 2000.

14. STATUTORY AND GENERAL OFFER *(Cont'd)*

14.7 Consents

- (a) The written consents of the Adviser and Managing Underwriter, Underwriters, Auditors and Reporting Accountants, Company Secretaries, Principal Bankers, Solicitors, Registrars and Issuing House 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.
- (b) The written consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their Accountants' Report and their letters relating to the Consolidated Profit Forecast for the financial year ending 30 April 2000 and 2001 and Proforma Consolidated Balance Sheet as at 30 April 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.
- (c) The written consent of the Valuers to the inclusion of this Prospectus of their names and valuation certificate in the form and context in which they are contained in this Prospectus had been given before the issue of this Prospectus and has not subsequently been withdrawn.

14.8 Documents For Inspection

Copies of the following documents may be inspected at the registered office of the Company during normal business hours for a period of six (6) months from the date of this Prospectus:

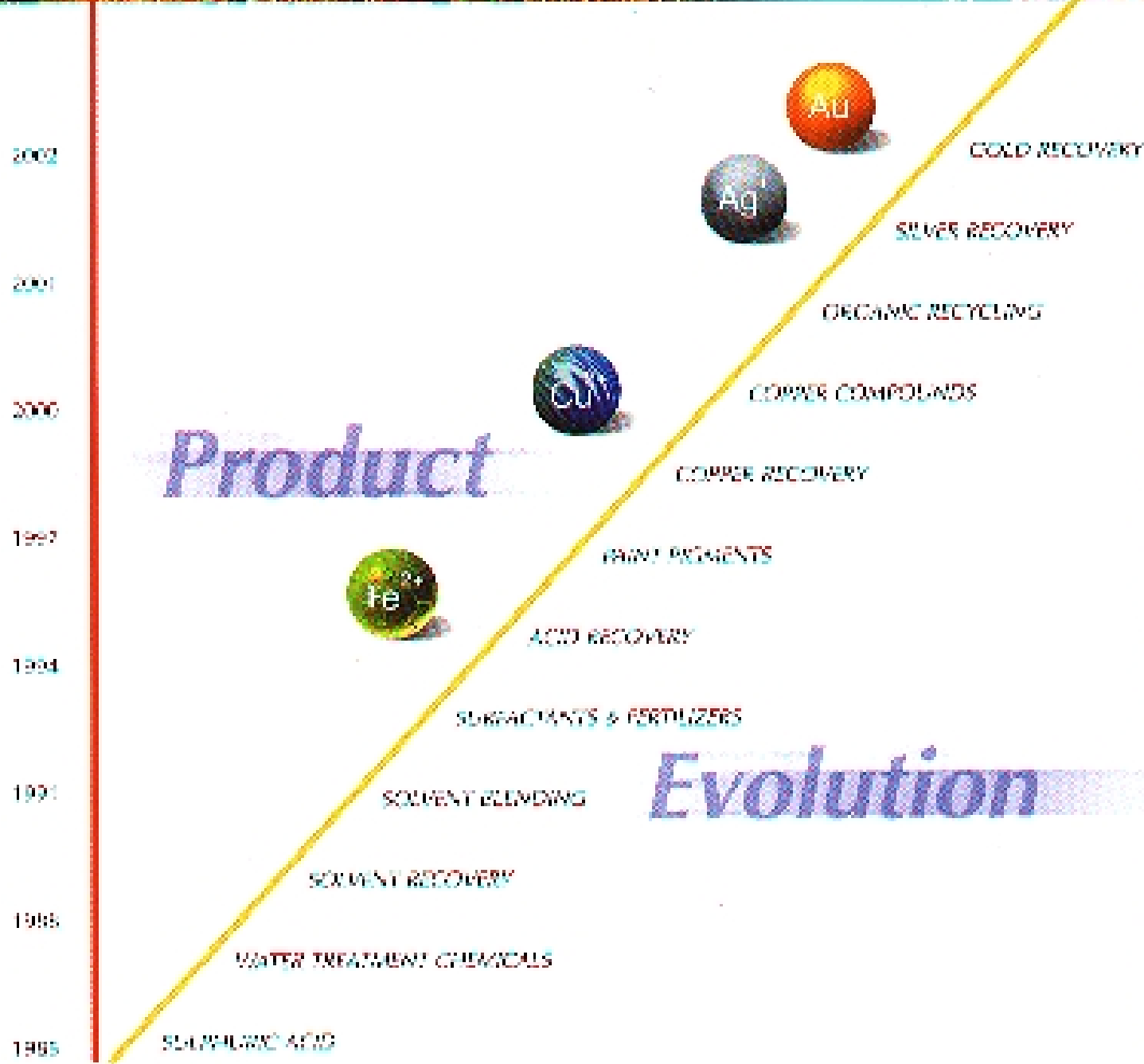
- (a) Memorandum and Articles of Association of the Company and its subsidiaries;
- (b) Directors' Report and Accountants' Report as included herein;
- (c) Reporting Accountants' Letters relating to the Consolidated Profit Estimate and Forecast and the Proforma Consolidated Balance Sheets of the Company as included herein;
- (d) Audited accounts of Analabs and its subsidiaries of Analabs for the past five (5) years/period ended 30 April 1999, where applicable and the audited accounts for the five (5) month period ended 30 September 1999;
- (e) Letters of consent referred to under Section 14.7 above;
- (f) Material contracts referred to in Section 14.5 above; and
- (g) Valuation Reports and the Valuation Certificates relating to the properties of the Analabs Group.

14. STATUTORY AND GENERAL OFFER *(Cont'd)*

14.9 Responsibility

- (a) Aseambankers Malaysia Berhad, acknowledges that to the best of its knowledge and belief, this Prospectus constitutes full and true disclosure of all material facts about the Public Issue and Analabs, and is satisfied that the Consolidated Profit Estimate and Forecast for the financial years ending 30 April 2000 and 2001 (for which the Directors of the Company are solely responsible) have been stated by the Directors of the Company after due and careful enquiry.

- (b) This Prospectus has been seen and approved by the Directors of the Company and they individually and collectively accept full responsibility for the accuracy of the information given and confirm that after having made 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 in this Prospectus misleading.



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