

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

- (i) The increase of RM26 million or 64.5% in the turnover for the financial year ended 31 December 1999 as compared to 31 December 1998 was mainly due to the new Fabrication Division and higher turnover contribution from the Engineering and Maintenance Services Division in 1999. Accordingly, the profit before tax has increased by RM3.48 million or 50.6% from the previous financial year. Furthermore, there was no provision for tax for the financial year ended 31 December 1999 due to tax waived, hence it has contributed to the higher profit after tax for this financial year.
- (ii) The increase of RM3.2 million or 233.3% in the profit after taxation and minority interest for the financial year ended 31 December 1996 as compared to 31 December 1995 was mainly due to increase in turnover from Engineering and Maintenance Services Division with increased contracts being secured.
- (iii) The decline of RM1.0 million or 22.1% in the profit after taxation and minority interest for the financial year ended 31 December 1997 as compared to 31 December 1996 was mainly due to the lower gross profit margin of Engineering and Maintenance Services Division, higher depreciation charges and write-off of bad debts.
- (iv) There were no extraordinary or exceptional items for the financial years ended under review.

(2) Taxation

	Audited					
	← Year ended 31 December →					
	1994	1995	1996	1997	1998	1999
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Current year tax	349	636	1,803	1,478	1,954	-
Under/(over) provision in prior year	(14)	1	-	8	12	(6)
Deferred taxation	-	-	-	200	74	146
	<u>335</u>	<u>637</u>	<u>1,803</u>	<u>1,686</u>	<u>2,040</u>	<u>140</u>
Effective tax rate (%)	22.03	31.75	28.37	28.25	28.43	-
Standard tax rate (%)	30.00	30.00	30.00	28.00	28.00	-

The effective tax rate for the year ended 31 December 1994 was lower than the statutory tax rate due to the unabsorbed business losses and unabsorbed capital allowances brought forward from previous year whereas, for the year ended 31 December 1996 the effective rate was lower due to the initial allowances given on the substantial capital expenditure incurred on plant and machinery.

The effective tax rate for the years ended 31 December 1995, 1997 and 1998 were higher than the statutory tax rates due to certain expenses which were disallowed for tax purposes.

No taxation charge is provided for the year ended 31 December 1999 due to the waiver granted pursuant to the Income Tax (Amendment) Act, 1999.

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

(3) Earnings per share

The net earnings per share is calculated based on the profit after taxation but before extraordinary items divided by the weighted average number of shares in issue during the financial years under review.

(4) Dividends

No dividend was declared by PRSB in respect of each of the six (6) financial years ended 31 December 1999 except for an interim dividend of RM6,000,000 (net of 30% tax) which was declared and paid in July 1997, and the final dividend of RM9,859,200 declared for the year ended 31 December 1999 which consist of RM9,600,000 (tax exempt) and RM259,200 (net of 28% tax) respectively.

PRPL

The Company was incorporated in Singapore on 26 June 1999 and commenced operations on the same date. Accordingly, the financial results relates to the period from 26 June 1999 to 31 December 1999.

	Audited	
	For the financial period from 26/6/1999 (Date of Incorporation) to 31/12/1999	
	SGD'000	RM'000
Turnover	<u>367</u>	<u>838</u>
Loss before depreciation, interest and taxation	(103)	(238)
Depreciation	(26)	(59)
Interest expenses	(1)	(2)
Loss before taxation	<u>(130)</u>	<u>(299)</u>
Taxation	-	-
Loss after taxation	<u>(130)</u>	<u>(299)</u>
No. of ordinary shares ('000)	200	461
Gross loss per share (sen)	(65)	(65)
Net loss per share (sen)	(65)	(65)

Notes :

(1) Turnover

Turnover represents sales net of returns.

(2) Earnings per share

The earnings per share is calculated based on the profit before and after taxation respectively but before extraordinary items divided by the enlarged share capital.

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

(3) Dividend

No dividend was declared by PRPL in respect of the financial period under review.

(4) Loss Before Taxation

As the Company commenced operations on 26/6/1999, the Company had written off all of the costs of setting-up of its business operations during the period.

(5) Extraordinary and Exceptional Items

There were no extraordinary or exceptional items that had affected the results of the Company for the period under review.

4 SUMMARISED BALANCE SHEETS

The summarised balance sheets of PPB and its subsidiary companies based on their respective audited accounts are set out below :

The Company

The summarised balance sheets of PPB since 28 December 1995, the date of incorporation are as follows :

	< ----- Audited ----- >			
	<-- Year ended 31 March -->			Period from
	1997	1998	1999	1/4/1999 to 31/12/1999
	RM	RM	RM	RM
Current Asset	152	152	152	152
Current Liabilities	(4,170)	(9,373)	(13,057)	(15,958)
Net Current Liabilities	(4,018)	(9,221)	(12,905)	(15,806)
Preliminary & Pre-operating Expenses	4,020	9,223	12,907	15,808
	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>
Financed by :				
Share Capital	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>
N.T.A per share (RM)	<u>1.00</u>	<u>1.00</u>	<u>1.00</u>	<u>1.00</u>

Notes :

The Company's financial year end had been changed from 31 March to 31 December so as to be co-terminous with the financial year end of the PPB Group.

The Company was incorporated on 28 December 1995 and the audited accounts for the year ended 31 March 1997 is the first set of accounts been prepared by the Company for the fifteen (15) months period from the date of incorporation.

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

PRSB

The balance sheets for the six (6) financial years ended 31 December 1999 are as follows:-

	Audited					
	<----- Year ended 31 December ----->					
	1994	1995	1996	1997	1998	1999
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Fixed assets	581	660	2,420	4,023	3,862	4,588
Investment in Subsidiary	-	-	-	-	-	1,501
Deferred Expenditure	-	-	-	-	175	445
Current assets	8,684	7,635	12,797	23,588	26,750	41,112
Less : Current liabilities	(8,595)	(4,959)	(6,827)	(15,475)	(13,661)	(29,454)
Net Current Assets	89	2,676	5,970	8,113	13,089	11,658
	670	3,336	8,390	12,136	17,126	18,192
Financed by :-						
Share capital	200	1,500	2,000	8,000	8,000	8,000
Revenue Reserve	470	1,836	6,390	3,936	8,852	9,200
Shareholders' funds	670	3,336	8,390	11,936	16,852	17,200
Deferred taxation	-	-	-	200	274	420
Hire Purchase Creditor	-	-	-	-	-	552
Finance Lease Creditors	-	-	-	-	-	20
	670	3,336	8,390	12,136	17,126	18,192
NTA per share (RM)	3.35	2.22	4.20	1.49	2.08	2.09

PRPL

	Audited	
	As at 31/12/1999	
	SGD'000	RM'000
Fixed Assets	106	245
Current Assets	653	1,506
Less : Current Liabilities	(639)	(1,473)
Net Current Assets	14	33
	120	278
Finance by :		
Share Capital	200	461
Accumulated loss	(130)	(299)
Shareholders' funds	70	162
Hire purchase creditor	50	116
	120	278
NTA per share (sen)	70	35

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

5 DETAILED PROFORMA STATEMENT OF ASSETS AND LIABILITIES

The following are the detailed proforma statements of assets and liabilities of PPB Group as at 31 December 1999 based on the audited accounts of the PPB, PRSB and PRPL, should be read in conjunction with the notes set thereto. The detailed proforma statement of assets and liabilities of the PPB Group has been prepared for illustrative purposes only incorporating the effects of the Acquisition, Rights Issue and the Public Issue as though they were effected on 31 December 1999.

	Notes	Company RM'000	PPB Group	
			Before Public Issue RM'000	After Public Issue RM'000
Fixed Assets	5.3	-	4,831	4,831
Intangible Assets		16	-	-
Current Assets				
Stocks	5.4	-	16,363	16,363
Trade Debtors		-	18,728	18,728
Other Debtors, Deposit and Prepayment		-	1,245	1,245
Fixed Deposits with licensed bank	5.5	-	3,276	3,276
Cash and Bank Balances		-	25,172	35,762
		-	64,784	75,374
Current Liabilities				
Trade Creditors		-	15,782	15,782
Other Creditors & Accruals		16	2,927	2,927
Hire Purchase Creditors	5.6	-	452	452
Finance Lease Creditors	5.7	-	20	20
Provision for Taxation		-	842	842
Proposed Dividend		-	9,859	9,859
		16	29,882	29,882
Net Current Assets/(Liabilities)		(16)	34,902	45,492
		-	39,733	50,323
Financed by :				
Share Capital	5.8	- *	33,355	40,000
Share Premium	5.9	-	5,043	8,988
Other Reserves	5.10	-	227	227
Shareholders' Funds		-	38,625	49,215
Long-term Liabilities	5.11	-	687	687
Deferred Taxation		-	421	421
		-	39,733	50,323
NTA per share (RM)	5.12	-	1.16	1.23

* The issued and fully paid-up share capital consists of 2 ordinary shares of RM1.00 each.

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

Notes to the Statement of Assets and Liabilities

5.1 Basis of Preparation

- (a) The proforma statement of assets and liabilities of the PPB Group has been prepared based on the audited accounts of PPB and its subsidiary companies made up to 31 December 1999.
- (b) The proforma statement of assets and liabilities of the PPB Group has been prepared based on the acquisition method of accounting in accordance with the requirements of Malaysian Accounting Standard No. 11.
- (c) The accounts were audited by another firm of public accountants and their audit reports for the period under review were not subject to any qualification.

5.2 Significant Accounting Policies

(a) Basis of Accounting

The accounts of the Group and of the Company are prepared under the historical cost convention in compliance with approved accounting standards.

(b) Basis Of Consolidation

The proforma consolidated accounts which have been prepared based on the acquisition method of accounting, incorporates the audited accounts of the Company and its subsidiary companies made up to the financial year end. Inter-company transactions and balances are eliminated on consolidation and the consolidated accounts reflects external transactions only.

(c) Fixed Assets and Depreciation

Fixed assets are stated at cost less accumulated depreciation. Depreciation is on straight line basis to write off the cost or valuation of such assets over their estimated useful lives. The principal annual rates of depreciation used are as follows :

Industrial building	10%
Plant and machinery	10%
Office equipment, furniture and fittings	20%
Motor vehicles	20%
Cabin, field and workshop tools	10% - 20%
Others	20% - 50%

(d) Investment

Investment held on a long-term basis is stated at cost unless in the opinion of the directors there has been a permanent diminution in value, in which case an appropriate provision is made.

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

(e) Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is determined on a first in first out basis. Works in progress consists of cost of materials and direct labour.

(f) Foreign Currency Conversion and Translation

Transaction in foreign currencies are measured and recorded in Ringgit Malaysia by the use of exchange rate approximating those ruling at the date of transaction or at contracted rates, where applicable. Outstanding balance at year end are translated at the rates then ruling or at contracted rates. All exchange differences are included in the profit and loss account on consolidation. The assets and liabilities of foreign incorporated subsidiaries are translated into Ringgit Malaysia at exchange rates approximately those ruling at balance sheet date whilst the operating results are translated into Ringgit Malaysia at the average rate of exchange for the year. The resulting differences arising from such translation is taken to the foreign exchange translation reserve.

(g) Deferred Taxation

Provision for deferred taxation is made under the liability method in respect of all material timing differences between accounting income and taxable income except where there is reasonable evidence that these timing differences will not reverse in the foreseeable future.

5.3 Fixed Assets

At Cost	Addition through acquisition of subsidiary companies RM'000	As at 31/12/1999 RM'000	
Industrial Building	503	503	
Plant & Machinery	4,863	4,863	
Office Equipment, Furniture & Fittings	540	540	
Motor Vehicles	490	490	
Cabin, Field & Workshop Tools	656	656	
Others	1,307	1,307	
	8,359	8,359	
Accumulated Depreciation	Addition through acquisition of subsidiary companies RM'000	As at 31/12/1999 RM'000	NBV 31/12/1999 RM'000
Industrial Building	135	135	368
Plant & Machinery	1,476	1,476	3,387
Office Equipment, Furniture & Fittings	317	317	223
Motor Vehicles	295	295	195
Cabin, Field & Workshop Tools	383	383	273
Others	922	922	385
	3,528	3,528	4,831

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

The net book value of the fixed assets acquired under financing arrangements are as follows :-

	PPB Group RM'000
Hire Purchase	
Motor Vehicles	115
Plant & Machinery	1,385
	<u>1,500</u>
Finance Lease	
Motor Vehicles	18
Plant & Machinery	31
	<u>49</u>

5.4 Stocks

	PPB Group RM'000
Goods in transit	3,616
Work-in-progress	8,658
Finished goods	4,089
	<u>16,363</u>

5.5 Fixed Deposits with licensed bank

The fixed deposit of the Group are lien to the banks for banking facilities.

5.6 Hire Purchase Creditors

	PPB Group RM'000
Total hire purchase obligations	1,458
Less : Interest in suspenses	(340)
Principal portion of hire purchase	<u>1,118</u>
Repayable within next twelve months	452
Repayable after next twelve months	666
	<u>1,118</u>

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

5.7 Finance Lease Creditor

	PPB Group RM'000
Liability outstanding	47
Less : Interest in suspense	6
Principal portion of leasing creditor	<u>53</u>
Repayable within next twelve months	20
Repayable after next twelve months	21
	<u>41</u>

5.8 Share Capital

	PPB Group RM'000
Authorised : 50,000,000 ordinary shares of RM1.00 each	<u>50,000</u>
Issued and fully paid-up :	
16,677,209 ordinary shares of RM1.00 each issued as consideration for the Acquisition	16,677
16,677,789 ordinary shares of RM1.00 each issued pursuant to the Rights Issue	16,678
6,645,000 new ordinary shares of RM1.00 each issued pursuant to the Public Issue	6,645
	<u>40,000</u>

5.9 Share Premium

	PPB Group RM'000
Rights issue of 16,677,789 ordinary shares of RM1.00 each at an issue price of RM1.33 per share	5,504
Public issue of 6,645,000 new ordinary shares of RM1.00 each at an issue price of RM1.75 per share	4,984
Less : Listing expenses	(1,500)
	<u>8,988</u>

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

5.10 Reserves

	PPB Group RM'000
i) Distributable	
- Retained profits	-
ii) Non-Distributable	
- Foreign currency translation reserves	-
- Reserves on consolidation	227
	<u>227</u>
	<u><u>227</u></u>

5.11 Long Term Liabilities

	PPB Group RM'000
Hire purchase creditors	666
Finance lease creditors	21
	<u>687</u>
	<u><u>687</u></u>

5.12 Capital Commitments

As at 23 June 2000 (being the latest practicable date), the PPB Group has capital commitments amounting to approximately RM18.705 million in respect of the Group's capital expenditure which represents the amount to be utilised by the Group from the proceeds of the flotation exercise.

5.13 Proforma Net Tangible Assets ("NTA")

Based on the proforma statement of assets and liabilities of the PPB Group as at 31 December 1999 the net tangible assets cover per share (after the Acquisition, Rights and Public Issue) is calculated as follows :

	PPB Group RM'000
(i) NTA	
NTA of the PPB Group as at 31 December 1999 before Public Issue	39,086
Add : Proceeds from Public Issue	11,629
Less : Estimated Listing Expenses	(1,500)
Proforma NTA	<u>49,215</u>
	<u><u>49,215</u></u>
(ii) Share Capital	
Issued and fully paid-up share capital as at 31 December 1999 after Acquisition and Rights Issue	33,355
Public Issue	6,645
Enlarged issue and paid-up share capital	<u>40,000</u>
	<u><u>40,000</u></u>
NTA per share	<u>RM1.23</u>
	<u><u>RM1.23</u></u>

13. ACCOUNTANTS' REPORT (Cont'd)
(Prepared for inclusion in this Prospectus)

Based on the proforma NTA of RM49,215 million and the enlarged issued and paid-up share capital of 40,000,000 ordinary shares of RM1.00 each, the proforma NTA per share is RM1.23.

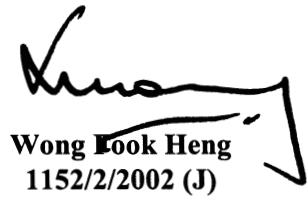
6 ACCOUNTS

No audited accounts have been prepared in respect of any period subsequent to 31 December 1999.

Yours faithfully



Lawrence Wong & Co.
Public Accountants (Malaysia)
AF : 0490



Wong Fook Heng
1152/2/2002 (J)

Kuala Lumpur

14. VALUER'S LETTER

(Prepared for inclusion in this Prospectus)



APPRAISAL PROPERTY CONSULTANTS (M) SDN BHD (329681-D)

CHARTERED SURVEYORS & REGISTERED VALUERS

No. 160-4-8 & 9, Kompleks Maluri Business Centre, Jalan Jejaka, 55100 Kuala Lumpur.

P.O. Box 13499, 50812 Kuala Lumpur. Tel: 03-9853988 (8 Lines) Fax: 03-9816731



26 June 2000

The Board of Directors
Petra Perdana Berhad
7A-9A, Jalan SS21/56B
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ensan

Dear Sirs

RE : VALUATION OF PROPERTIES OF PETRA PERDANA BERHAD

This letter is prepared for inclusion in the Prospectus to be dated 30 June 2000 in relation to the Public Issue of 6,645,000 new ordinary shares of RM1.00 each at an Issue price of RM1.75 per share.

We were instructed by Petra Perdana Berhad to value the properties listed below. We confirm we have valued the properties based on the Valuation Basis stated below. The Valuation had been carried out in accordance with the Guidelines on Asset Valuations for Submission to the Securities Commission (1995) issued by the Securities Commission, in compliance with the Valuation Standards issued by the Board of Valuers, Appraisers and Estate Agents, Malaysia and with the necessary professional responsibility and due diligence.

We are of the opinion that the Market Value of the properties are as follows :-

Date of Valuation	Ref. No.	Property Location	Description of Property/ Existing Use	Tenure	Market Value
30/09/1999	SC 99-1394/ ZAM/hsc	P.T. Nos. 5074 5075, Mukim of Damansara District of Petaling, State of Selangor Darul Ehsan	2 adjoining plots of vacant industrial land	Perpetuity	RM3,460,000 (Comparison Method)

Yours faithfully

APPRAISAL PROPERTY CONSULTANTS (M) SDN BHD

TAN LOY FAT

FRICS, MISM

Managing Director

Registered Valuer V0104

- Chartered Valuation Surveyors, Plant & Machinery Appraisers, Estate Agents, Project & Property Managers & International Property Consultants.
- Jurukur Berkanun, Jurunilai, Penilai Loji & Jentera, Ejen Harta, Pengurus Projek & Harta Dan Perunding Harta Antarabangsa.
- 地產及機械特許估價師·地產代理·財產管理及產業顧問。

14. VALUER'S LETTER (Cont'd)
(Prepared for inclusion in this Prospectus)

HASMI, SAMAT & ASSOCIATES SDN. BHD. (215226-V)

Registered Valuers & Estate Agents
Property Managers & Project Consultants
Penilai & Ejen Hartatanah Berdaftar
Perunding & Pengurus Harta

Our Ref: V/HSA/2828/1/2000

Hasmi, Samat & Associates Sdn. Bhd.
Lot 674, 1st Floor, Jalan Permaisuri,
98000 Miri, Sarawak.

Your Ref:

26th June, 2000

The Board of Directors
Petra Perdana Berhad
7A-9A SS21/56B,
Damansara Utama,
47400 Petaling Jaya,
Selangor.

Dear Sirs,

RE : VALUATION OF PROPERTY OF PETRA PERDANA BERHAD

This letter is prepared for inclusion in the Prospectus to be dated 30th June, 2000 in relation to the Public Issue of 6,645,000 new ordinary shares of RM1.00 each at an Issue price of RM1.75 per share.

We were instructed by Petra Perdana Berhad to value the property listed below. We confirm we have valued the property based on the Valuation Basis started below. The Valuation had been carried out in accordance with the Guidelines on Asset Valuations for Submission to the Securities Commission (1995) issued by the Securities Commission, in compliance with the Valuation Standards issued by the Board of Valuers, Appraisers and Estate Agent, Malaysia and with the necessary professional responsibility and due diligence.

In our opinion, we consider the Open Market Value of the following property to be as follows:-

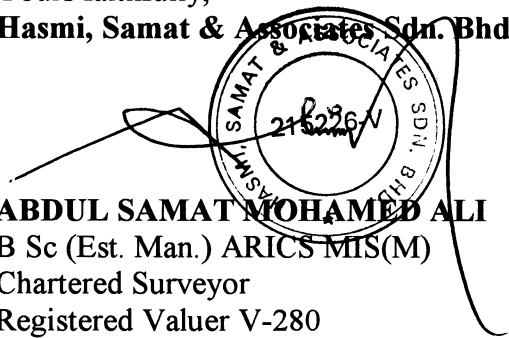
Date of Valuation	Ref. No.	Property Location	Description of Property/Existing Use	Tenure	Open Market Value (RM)
Property held for Operational Purposes					
6.9.1999	V/HSA/2828/99	Situated at Jalan Piasau Utara 4, within the Piasau Industrial Estate, Piasau, Miri, Sarawak. About 5.65 kilometres to the North-West of Miri Town Centre.	Double-storey detached workshop cum office building	Leasehold for 60 years expiring on 21.6.2042	2,525,000.00 (Comparison & Investment)

Lot 674, 1st Floor, Jalan Permaisuri, 98000 Miri, Sarawak. Tel: 085-416746, 419171 Fax: 085-420516

14. VALUER'S LETTER (Cont'd)
(Prepared for inclusion in this Prospectus)

Thank you.

Yours faithfully,
Hasmi, Samat & Associates Sdn. Bhd.



ABDUL SAMAT MOHAMED ALI
B Sc (Est. Man.) ARICS MIS(M)
Chartered Surveyor
Registered Valuer V-280

ASMA/cuu/2000

HASMI, SAMAT & ASSOCIATES SDN. BHD.
(215226-V)

14. VALUER'S LETTER (Cont'd)
(Prepared for inclusion in this Prospectus)

HASMI, SAMAT & ASSOCIATES SDN. BHD. (215226-V)

Registered Valuers & Estate Agents
Property Managers & Project Consultants
Penilai & Ejen Hartatanah Berdaftar
Perunding & Pengurus Harta

Our Ref: V/HSA/2832/1/2000

Hasmi, Samat & Associates Sdn. Bhd.
Lot 674, 1st Floor, Jalan Permaisuri,
98000 Miri, Sarawak.

Your Ref:

26th June, 2000

The Board of Directors
Petra Perdana Berhad
7A-9A SS21/56B,
Damansara Utama,
47400 Petaling Jaya,
Selangor.

Dear Sirs,

RE : VALUATION OF PROPERTY OF PETRA PERDANA BERHAD

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In our opinion, we consider the Open Market Value of the following property to be as follows:-

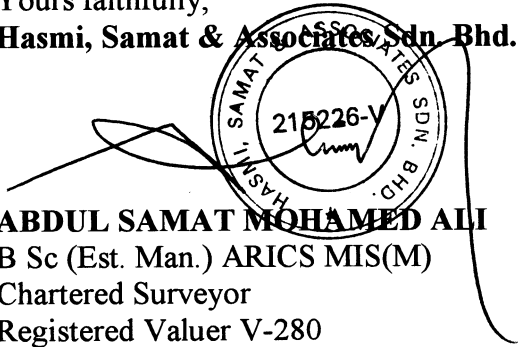
Date of Valuation	Ref. No.	Property Location	Description of Property/Existing Use	Tenure	Open Market Value (RM)
Property held for Operational Purposes					
8.9.1999	V/HSA/2832/99	Situated at Jalan Piasau Utara 4, within the Piasau Industrial Estate, Piasau, Miri, Sarawak. About 5.65 kilometres to the North-West of Miri Town Centre.	Double-storey semi-detached light industrial building	Leasehold for 60 years expiring on 21.6.2042	450,000.00 (Comparison & Investment)

Lot 674, 1st Floor, Jalan Permaisuri, 98000 Miri, Sarawak. Tel: 085-416746, 419171 Fax: 085-420516

14. VALUER'S LETTER (Cont'd)
(Prepared for inclusion in this Prospectus)

Thank you.

Yours faithfully,
Hasmi, Samat & Associates Sdn. Bhd.



ABDUL SAMAT MOHAMED ALI
B Sc (Est. Man.) ARICS MIS(M)
Chartered Surveyor
Registered Valuer V-280

ASMA/cuu/2000