
14. PROCEDURE FOR APPLICATION AND ACCEPTANCE

14.1 Opening and Closing of Application Lists

The Application Lists will open at 10.00 am on 18 December 2000 and will remain open until 8.00 pm on the same day or for such further period or periods as the Directors of HRB in their absolute discretion may decide.

14.2 Procedure For Application

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. 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 Form or Notes and Instructions printed therein or which are illegible will not be accepted.

Only one application can be made by each applicant. Multiple applications will not be accepted.

The Directors and employees of MIDF Consultancy and Corporate Services Sdn Bhd and their immediate family are strictly prohibited from applying for the Public Issue Shares.

(i) Application by Malaysian Public

Application for the 4,945,000 ordinary shares made available for application by the Malaysian public must be made on the “**White**” Applications Forms provided.

(ii) Application by eligible employees and entitled customers of the Group

Applications for the 1,055,000 ordinary shares reserved for the eligible employees and entitled customers of the HRB Group must be made on the special “**Pink**” Application Forms provided.

EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCES IN RINGGIT MALAYSIA FOR THE FULL AMOUNT BY EITHER:

- (1) 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
- (2) CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCED COMPANIES IN MALAYSIA AND DRAWN IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
- (3) MONEY ORDER OR POSTAL ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
- (4) GUARANTEED GIRO ORDER ("GGO") FROM BANK SIMPANAN NASIONAL MALAYSIA (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR

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

(5) ATM STATEMENT OBTAINED ONLY FROM ANY OF THE FOLLOWING:

- ARAB-MALAYSIAN BANK BERHAD;
- ARAB-MALAYSIAN FINANCE BERHAD;
- ASIA COMMERCIAL FINANCE (M) BERHAD;
- BAN HIN LEE BANK BERHAD;
- BSN COMMERCIAL BANK BERHAD;
- BANK UTAMA (MALAYSIA) BERHAD;
- BANK MUAMALAT MALAYSIA BERHAD;
- BUMIPUTRA-COMMERCE BANK BERHAD;
- CREDIT CORPORATION MALAYSIA BERHAD;
- EON BANK BERHAD;
- EON FINANCE BERHAD;
- HOCK HUA BANK BERHAD;
- HONG LEONG BANK BERHAD;
- HONG LEONG FINANCE BERHAD;
- INTERNATIONAL BANK MALAYSIA BERHAD;
- MALAYAN BANKING BERHAD;
- MAYBAN FINANCE BERHAD;
- MBf FINANCE BERHAD;
- MULTI-PURPOSE BANK BERHAD;
- ORIENTAL BANK BERHAD;
- ORIENTAL FINANCE BERHAD;
- PHILEO ALLIED BANK (MALAYSIA) BERHAD;
- PUBLIC BANK BERHAD;
- PUBLIC FINANCE BERHAD;
- RHB BANK BERHAD;
- SABAH BANK BERHAD;
- THE PACIFIC BANK BERHAD; OR
- UNITED MERCHANT FINANCE BERHAD

AND MUST BE MADE OUT IN FAVOUR OF "**MIDF SHARE ISSUE ACCOUNT NO "509"** CROSSED "**A/C PAYEE ONLY**" (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT (EXACTLY THE SAME AS THAT ON THE APPLICATION FORM).

THE **FULL NAME** OF THE APPLICANT MUST BE EXACTLY THE SAME AS THAT IN THE APPLICANT'S IDENTITY CARD ("NRIC") OR RESIT PENGENALAN SEMENTARA (JPN 1/9) AND THE **ADDRESS** AS PER THE NRIC OR RESIT PENGENALAN SEMENTARA (JPN 1/9) OR CHANGE OF ADDRESS CARD OR RESIT PENUKARAN KAD PENGENALAN (JPN 1/22), WHERE APPLICABLE, IF ATTACHED TOGETHER WITH THE LEGIBLE PHOTOCOPY OF THE NRIC IN THE CASE OF AN INDIVIDUAL APPLICANT EXCEPT FOR THE ADDRESS OF ARMED FORCES/POLICE PERSONNEL, WHICH SHOULD BE BASED ON THE ADDRESS OF THE APPLICANT'S RESPECTIVE CAMP/BASE/STATION. IN THE CASE OF A CORPORATE/INSTITUTIONAL APPLICANT, THE NAME OF THE APPLICANT MUST BE EXACTLY THE SAME AS THAT IN THE APPLICANT'S CERTIFICATE OF INCORPORATION AND THE ADDRESS MUST BE EXACTLY THE SAME AS THE REGISTERED ADDRESS.

APPLICATIONS ACCOMPANIED BY ANY MODE OF PAYMENTS OTHER THAN THOSE STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES WILL NOT BE ACCEPTED. DETAILS OF THE REMITTANCE MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED IN THE APPLICATION FORM.

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

Each completed Application Form must be despatched by ORDINARY POST or DELIVERED BY HAND in the official envelopes provided to the following address:

MIDF Consultancy and Corporate Services Sendirian Berhad
195A, Jalan Tun Razak
P.O. Box 11122
50736 Kuala Lumpur

so as to arrive not later than 8.00 p.m. on 18 December 2000 or delivered by hand to Oriental Bank Berhad branches based on the following addresses:

- | | | |
|---|---|--|
| 1. Klang Branch
No. 2, Jalan Kapar
41400 Klang
Selangor Darul Ehsan | 5. Taman Sungai Besi Branch
No. 38, Jalan 7/108C
Jalan Sungai Besi
68100 Kuala Lumpur | 9. Segambut Branch
No. 36-38 Jalan
Segambut Utara
51200 Kuala Lumpur |
| 2. Kepong Branch
No. 60, Jalan 2
52100 Kuala Lumpur | 6. Bukit Bintang Branch
Ground Floor, Wisma KLIH
126, Jalan Bukit Bintang
55100 Kuala Lumpur | 10. SS2 Branch
No. 2, Jalan SS2/61
47300 Petaling Jaya
Selangor Darul Ehsan |
| 3. Kuala Lumpur Main
Branch
Bangunan Oriental Bank
No. 1, Jalan Hang Lekiu
50100 Kuala Lumpur | 7. Wangsa Maju Branch
No.10, Jalan 1/27B
Bandar Baru Wangsa Maju
53300 Kuala Lumpur | 11. Bandar Park Branch
152, Jalan Mega Mendung
Kompleks Bandar
Batu 5, Jalan Klang Lama
58000 Kuala Lumpur |
| 4. Selayang Branch
No. 141-143, Jalan 2/3A
Kompleks Pasar Borong
68100 Kuala Lumpur | 8. Balakong Branch
No.S-7, Jalan 1/6
Taman Indah
Batu 11, Jalan Balakong
43200 Cheras
Selangor Darul Ehsan | |

during banking hours (9.30 a.m. to 3.30 p.m. from Monday to Friday and 9.30 a.m. to 12.00 p.m. on Saturday).

No acknowledgement of the receipt of Application Forms or application monies will be made by the Company.

Copies of this Prospectus together with **White** Application Forms may be obtained, subject to availability, from Aseambankers Malaysia Berhad, member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia and MIDF Consultancy and Corporate Services Sendirian Berhad.

14. PROCEDURE FOR APPLICATION AND ACCEPTANCE (*Cont'd*)

14.3 Applications And Acceptances

The Directors of HRB reserve the right to reject any application or to accept any application in part only without assigning any reason thereof. The submission of an Application Form does not necessarily mean that the application will be successful.

ONLY ONE APPLICATION FORM FROM EACH APPLICANT WILL BE CONSIDERED AND ALL APPLICATIONS MUST BE FOR 1,000 ORDINARY SHARES OR MULTIPLES THEREOF. MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED

In the event of an over-subscription, acceptance of applications may be subject to ballot to be conducted in the manner as approved by the Directors. Due consideration will be given to the desirability of distributing the ordinary shares to a reasonable number of applicants with a view to broadening the shareholding base of the Company. To ensure compliance with the public shareholding spread requirements of the Second Board of the SC's Policies and Guidelines on Issue/Offer of Securities, the final allocation to any single applicant will be in the hands of 500 public shareholders (excluding the employees of HRB Group) holding not less than 1,000 shares. Applications will be selected in a manner to be determined by the Directors of HRB.

In the event of an under-subscription by the Malaysian public, all the Public Issue Shares not applied for will be made available for subscription proportionately by the Underwriters in the proportions specified in the underwriting agreement dated 1 November 2000.

WHERE AN APPLICATION IS NOT ACCEPTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES AS THE CASE MAY BE, WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANT WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS BY ORDINARY POST OR REGISTERED POST RESPECTIVELY AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

THE ISSUING HOUSE RESERVES THE RIGHT TO BANK IN ALL APPLICATION MONIES FROM UNSUCCESSFUL BUMIPUTERA APPLICANTS AND FROM PARTIALLY SUCCESSFUL BUMIPUTERA APPLICANTS WHICH WOULD SUBSEQUENTLY BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED 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.

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

14.4 CDS Account

Pursuant to Section 29 of the Securities Industry (Central Depositories) Act 1991, all dealings in these shares will be by book entry through CDS Accounts. No share certificates will be issued to the successful applicants.

An applicant should state his CDS Account number in the space provided in the Application Form if he presently has such account. Where an applicant does not presently have a CDS Account, he should state in the Application Form his preferred ADA Code. A list of the ADA Codes is given below. Where an applicant already has a CDS Account, he **should not** complete the preferred ADA Code. If a successful applicant fails to state either his CDS Account number or the preferred ADA Code, the Company may in the exercise of its absolute discretion instruct its Issuing House to insert a preferred ADA Code on the Application Form and further instruct the MCD to open a CDS Account on his behalf at the specified ADA and credit the shares allotted to him into his CDS Account.

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

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 applications.

14.5 Notices of Allotment

Shares allotted to all successful applicants will be credited to their respective CDS Accounts. Notices of successful allotment will be despatched by ordinary post to the successful applicants to their addresses shown in the Application Form at the applicant's own risk within thirty (30) days after the final ballot of the application lists. This is the only acknowledgement of acceptance of the application.

14.6 Formalising Of CDS Account

Successful applicants whose CDS Accounts have been opened by MCD at their preferred ADA are required to formally open their account in person by submitting to the ADA the necessary documents and the account opening fee. No transaction of shares credited to the CDS Account can be effected until the account has been formally opened.

14.7 List of Authorised Depository Agents

The list of ADA (Broker) Codes is as follows:

Name	Address And Telephone Number	Broker Code
KUALA LUMPUR		
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
Arab-Malaysian Securities Sdn Bhd (92977-U)	15th Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No. 03-2382788	086-001
BBMB Securities Sdn Bhd (16453-K)	Level 2,3, 4 & 17 Letter Box No.2 Menara Olympia 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel No. 03-2019900	099-001
BIMB Securities Sdn Bhd (290163-X)	1st & 2nd Floor Podium Block, Bangunan AMDB No. 1 Jalan Lumut 50350 Kuala Lumpur Tel No. 03-4433533	024-001
CIMB Securities Sdn Bhd (163712-V)	9th Floor, Bangunan Commerce Square Jalan Semantan, Damansara Heights 50490 Kuala Lumpur Tel No. 03-2532288	065-001
FIMA Securities Sdn Bhd (210959-K) <i>(formerly known as Capitalcorp Securities Sdn Bhd.)</i>	45-14, Plaza Level and Level One Plaza Damansara Jalan Medan Setia 1 Bykit Damansara 50490 Kuala Lumpur Tel No. 03-2549966	018-001

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

Name	Address And Telephone Number	Broker Code
HLG Securities Sdn Bhd (12855-D)	21st Floor, Wisma HLA Jalan Raja Chulan 50200 Kuala Lumpur Tel No. 03-2022778	066-001
Inter-Pacific Securities Sdn Bhd (12738-U)	Level 7, Menara Shahzan-Insas 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No. 03-2441888	054-001
Jupiter Securities Sdn Bhd (48703-W)	Level 7,8 & 9 Menara Olympia No. 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No. 03-2041888	055-001
Kuala Lumpur City Securities Sdn Bhd (126994-W)	Lot 3.07, Level 3 Bangunan Angkasaraya Jalan Ampang 50450 Kuala Lumpur Tel No. 03-2449322	076-001
K & N Kenanga Berhad (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	098-001
MGI Securities Sdn Bhd (682-X)	1 st & 2 nd 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 Berhad (14152-V)	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No. 03-21624388	056-001
PB Securities Sdn Bhd (20027-W)	27 th Floor, Bangunan Public Bank 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel. No. 03-2013011	051-001
PM Securities Sdn Bhd (66299-A)	1st Floor, Menara Pengkelan No. 2, Jalan Changkat Ceylon 50200 Kuala Lumpur Tel No. 03-2448055	064-001

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

Name	Address And Telephone Number	Broker Code
Rashid Hussain Securities Sdn Bhd (95060-A)	Level 9, Tower One, RHB Centre Jalan Tun Razak 50400 Kuala Lumpur Tel No. 03-9852233	087-001
KAF-Seagroatt & Campbell Sdn Bhd (134631-V)	26th - 30th Floor, The Weld Tower 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No. 03-2081600	053-001
TA Securities Berhad (16029-V)	13th Floor, Menara TA One 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel No. 03-2321277	074-001
Sime Securities Sdn Bhd (165878-V)	21st Floor, Bangunan Sime Bank Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No. 03-2749288	097-001
SELANGOR DARUL EHSAN		
Amsteel Securities (M) Sdn Bhd (51253-A)	2 nd , 3 rd & 4 th Floor, Wisma Amsteel Securities No. 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No. 03-3439999	080-001
JF Apex Securities Bhd (Petaling Jaya Branch) (47680-X)	Tingkat 15 & 16 Menara Fook On 1B Jalan Yong Shook Lin Selangor Darul Ehsan Tel. No. 03-76201118	079-002
Hwang-DBS Securities Berhad (Shah Alam Branch) (14389-U)	16 th , 18 th -20th Floor Plaza Masalam 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 40100 Shah Alam Selangor Darul Ehsan Tel. No. 03-5533288	068-002
JF Apex Securities Bhd (47680-X)	3rd Floor, Wisma Apex 145A-C, Jalan Bukit P.O.Box 16 43007 Kajang Selangor Darul Ehsan Tel No. 03-87361118	079-001
Mohaiyani Securities Sdn Bhd (140238-A)	1 st , 2nd & 3rd Floors Plaza Damansara Utama No. 2, Jalan SS21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No. 03-7197345	095-001

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

Name	Address And Telephone Number	Broker Code
SJ Securities Sdn Bhd (141671-T)	Level 3, Holiday Villa No. 9 Jalan SS12/1, Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No. 03-7340202	096-001
MELAKA		
Malacca Securities Sdn Bhd (16121-H)	No.1, 3 & 5, Jalan PPM9 Plaza Pandan Malim (Business Park) Balai Panjang P. O. Box No. 248 75250 Melaka Tel. No. 06-3371533	012-001
O.S.K. Securities (Melaka) Sdn Bhd <i>(formerly known as OCBC Securities (Melaka) Sdn Bhd)</i> (18884-P)	No. 579, 580-581 A&B Taman Melaka Raya 75000 Melaka Tel. No. 06-2825211	072-001
Straits Securities Sdn Bhd (74070-T)	Lot 9 & 10, 1st Floor Bangunan Tabung Haji Jalan Bandar Kaba P.O. Box 209 75740 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 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

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

Name	Address And Telephone Number	Broker Code
Hwang DBS Securities Bhd (113521-K) (Taiping Branch)	21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No. 05-8060888	092-001
O.S.K. Securities Bhd (14152-V) (Ipoh branch)	21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel. No. 05-2415100	056-002
PULAU PINANG		
A.A. Anthony & Company Sdn Bhd (13622-K)	No 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No. 04-363388	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)	1st-4th Floor, Wisma Ke-Zan 64, Bishop Street 10200 Pulau Pinang Tel No. 04-2634222	085-001
Mercury Securities Sdn Bhd (113193-W)	Ground, 1 st , 2 nd & 3 rd Floor, Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Pulau Pinang Tel No. 04-3322123	093-001
Smith Zain Securities Sdn Bhd (13901-H)	7th & 8th Floor, 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)	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 Kedah Darul Aman Tel No. 04-7317088	094-001

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

Name	Address And Telephone Number	Broker Code
PERLIS INDRA KAYANGAN		
Upen Securities Sdn Bhd (254920-D)	2 nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel No. 04-9766315	023-001
NEGERI SEMBILAN DARUL KHUSUS		
Pan Malaysian 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		
Eng Securities Sdn Bhd (53333-T)	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel. No. 07-2231211	081-001
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
Kestrel Securities Sdn Bhd (97150-U)	57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel. No. 07-9532222	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-OUB 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 Johore Securities Sdn Bhd (53647-D)	3rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No. 07-4317033	069-001

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

Name	Address And Telephone Number	Broker Code
PAHANG DARUL MAKMUR		
Kuala Lumpur City Securities Sdn Bhd (<i>formerly known as WK Securities Sdn Bhd</i>) (126994-W)	A-397, A-399 & A-401 Taman Sri Kuantan III, Jalan Beserah 25300 Kuantan Pahang Darul Makmur Tel No. 09-5660800	076-002
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 (42537-T)	1 st , 2 nd & 3 rd Floors 61, Jalan Sultan Ismail P.O.Box 151 Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Iman Tel No. 09-6235767	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
Borneo Securities Sdn Bhd (444034-M)	12G, Jalan Kampong Datu 96000 Sibu Sarawak Tel No. 085-319998	030-001
SABAH		
Innosabah Securities Sdn Bhd (194990-K)	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

15 STATUTORY AND GENERAL INFORMATION

15.1 Share Capital

- (1) No ordinary shares will be allotted or sold on the basis of this Prospectus later than twelve (12) months after the date of issue of this Prospectus.
- (2) There are no founder, management or deferred shares in the Company.
- (3) 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.
- (4) Save for the 577,000 ordinary shares of RM1.00 each reserved for the eligible employees of the Group, pursuant to this Prospectus, there are at present no other schemes involving the employees in the share capital of the Company or its subsidiaries.
- (5) As at the date of this Prospectus, 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.
- (6) Save as disclosed in Section 9 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.

15.2 Articles Of Association**15.2.1 Transfer of Securities**

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

(i) Articles Of Association**Article 27**

The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and such person may be required by the Exchange subject to the Central Depositories Act and the Rules, an instrument of transfer in respect of which the transferee is Central Depository shall be effective although not signed by or on behalf of the Central Depository if it has been certified by an authorised depository agent pursuant to Section 18 of the Central Depositories Act. Subject to the Act and the Central Depositories Act and the Rules the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Record of Depositors in respect thereof.

Article 28

The transfer of any shares or class of shares 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 Section 103 and 104 of the Act, but subject to subsection 107C of the Act and any exemption that may be made from compliance with subsection 107C of the Act, the Company shall be precluded from registering and effecting any transfer of such shares.

15. STATUTORY AND GENERAL INFORMATION (Cont'd)

Article 29

Subject to these Articles, the Central Depositories Act and the Rules, the instrument of transfer of a share presented for registration to the Company shall be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Record of Depositors. There shall be no restriction on the transfer of fully paid shares (except where required by law) but no share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind (but without responsibility on the Company to make any inquiries before effecting a transfer and without affecting the title of a bona fide purchaser for value obtained from or through an infant, bankrupt or person of unsound mind).

Article 30

The Central Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules.

Article 31

The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year. The Company shall give the Exchange prior written notice and publication in a daily newspaper circulating in Malaysia of the period of the intended suspension or closure and the purposes thereof, which notice shall be eighteen (18) market days or such number of days as may be prescribed by the Exchange. In relation to the closure, the Company shall give written notice in accordance with the Rules to the Central Depository to prepare the appropriate Record of Depositors.

(ii) Second Board Listing Requirements of the KLSE

The provisions of the Second Board Listing Requirements of the KLSE on the transferability of securities and any restrictions on their free transferability are as follows:-

Section 9.5A – Transfer of securities

The transfer of any securities or class 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, but subject to subsection 107C(2) of the Companies Act, 1965, the Company shall be precluded from registering and affecting any transfer of securities.

Section 9.5B – Transmission of securities from Foreign Register

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;

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 such 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:-

15. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (i) there shall be no change in the ownership of such securities; and
- (ii) the transaction shall be executed by causing such securities to be credited directly into the securities account of such holder.

(iii) Companies Act, 1965

The provisions within the Companies Act, 1965, on the transferability of securities and any restrictions on their free transferability 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 in 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 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 affecting any transfer of securities.

Section 107C(2)

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

(iv) Rules of MCD

The rules within Malaysian Central Depository on the transferability of securities and any 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).

15. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

Rule 8.05A

Transfers made by the authorised depository agent from the agent's principal or nominee account shall be subject to the Rules of 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 document lodged as follows:-

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form FTF015 (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 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 of securities arising from the provision 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 provision 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 transfer; and
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manual.

15.2.2 Changes in the Capital and Variation of Class Rights

The provisions of the Articles of Association of the Company in relation to the changes in capital or variation of class rights which are no less stringent than those required by law are as follows:-

Article 6

No shares may be issued by the Directors without the prior approval of the Company by Ordinary Resolution in General Meeting but subject thereto and to the Act and to Article 53, the Directors may issue shares in the Company at such times as they may think fit and any such shares may be issued either at a premium or at par or (subject to the provisions of the Act) at a discount and with such preferred, deferred, or to other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors may determine and may give by agreement to any person the right or option of requiring at a future date that an allotment shall be made to him of any shares at par or at such premium as may be agreed.

15. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

Article 7

- (1) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of these Articles and the Act and to the provisions of any Resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions :
- (a) no shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
 - (b) in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than five per centum (5%) of the nominal amount of the share;
 - (c) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles and in the resolution creating the same;
 - (d) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the members of the Company in General Meeting;
 - (e) the Company must not cause or authorise its registrars to cause the securities accounts of the allottees to be credited with the additional shares until after the Company has filed with the Exchange an application for listing of such additional shares and been notified by the Exchange that they have been authorised for listing;
 - (f) every issue of shares or options to employees and/or Directors of the Company and/or its related Companies shall be approved by the members in General Meeting and no Director shall participate in such issues of shares or option unless :-
 - (i) the members in General Meeting have approved of the specific allotment to be made to such Director; and
 - (ii) he holds office in the Company and/or its related Companies in an executive capacity Provided Always that a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public issue or public offer or special issue, such participation to be approved by the relevant authorities.
- (2) Save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, all new issues of shares or securities shall be made by way of crediting the securities accounts of the allottees with such shares or securities, and for this purpose, the Company shall notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities accounts of such allottees.

15. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

Article 11

If at any time the share capital is divided into different classes of shares, the rights attached to any class shall be expressed (unless otherwise provided by the terms of issue of the shares of that class) and may subject to the provisions of the Act whether or not the Company is being wound up, be varied or abrogated 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 that class. To every such separate General Meetings the quorum shall be two (2) persons at least holding or representing by proxy one-tenth 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 Act shall with such adaptations as are necessary apply. 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 issued shares of the class concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution, carried at the meeting. A resolution in writing signed by all the holders of a class or if all the shares in a class are held by one sole holder a resolution in writing signed by such sole holder shall have the same effect and validity as a Special Resolution of the holders of that class passed at a separate General Meeting of the holders of that class duly convened held and constituted and may consist of several documents in the like form each signed by one or more of such holders and if a holder is a corporation, then such resolution shall be signed by its representative.

Article 12

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 issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally therewith.

15.2.3 Remuneration of Directors

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

Article 88

- (a) The fees payable to the Directors shall from time to time be determined by a resolution of the Company in General Meeting provided that such fees 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.
- (b) Save as provided in Article 88(a) hereof, an executive Director shall, subject to the terms of any agreement (if any) 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 provided that salaries payable to executive Directors may not include a commission on or percentage of turnover.
- (c) Fees payable to non-executive Directors shall be a fixed sum, and not by a commission on or a percentage of profits or turnover.
- (d) Salaries payable to executive Directors may not include a commission on or a percentage of turnover.
- (e) Any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

15. STATUTORY AND GENERAL INFORMATION (Cont'd)

15.2.4 Voting and Borrowing Powers of Directors

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

Articles 97

The management of the business of the Company shall be vested in the Directors who (in addition to the powers and authorities granted by these Articles or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and of these Articles and to any regulation from time to time made by the Company in General Meeting provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made provided however that the Directors shall not carry into effect any proposals or execute any transaction for :-

- (a) the acquisition of an undertaking or property of a substantial value; or
- (b) the disposal of a substantial portion of the Company's undertaking or property, unless the proposal or transaction has been approved by the Company by Ordinary Resolution in General Meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article. Any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by shareholders in General Meeting; or
- (c) enter into any arrangement or transaction with a Director of the Company or its holding company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value PROVIDED THAT nothing contained in this paragraph (c) shall preclude the Company from seeking ratification of such arrangement or transaction in accordance with Section 132E(2) of the Act.

Articles 98

- (1) The Directors may exercise all the powers of the Company to borrow and to mortgage or charge its undertaking, property and uncalled capital as they think necessary, or any part thereof for the purposes of the Company or its subsidiaries, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its subsidiaries. But the Directors shall not borrow any money or mortgage or charge any of the Company or 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.
- (2) 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 requirements of Section 108 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.

15. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

- (3) If the Directors or any of them, or any other person, 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.

15.3 Directors and Substantial Shareholders

- (1) The names, addresses and occupations of the Directors of the Company are set out in Section 5 of this Prospectus.
- (2) Directors are not required to hold any qualification shares in the Company.
- (3) None of the existing Directors of the Company has any service contract with the Company or any of its subsidiary companies.
- (4) For the financial year ended 31 December 1999, remuneration and fees amounting to RM367,300 and ranging from RM12,000 per annum to RM99,300 per annum were paid to the Directors for services to the Company and its subsidiary companies. For the financial year ending 31 December 2000, the amount payable to the Directors for services to the Company and its subsidiary companies is estimated to be RM401,500, ranging from RM12,000 per annum to RM104,300 per annum.
- (5) No Director, senior executive officer or person nominated to become a Director or senior executive officer is or was involved in the following events:
- (1) a petition under any bankruptcy or insolvency laws filed (and not struck out) 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; or
- (2) a conviction in a criminal proceeding or is named subject of a pending criminal proceeding; or
- (3) the subject of any order, judgement 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, director or employee of a financial institution and engaging in any type of business practice or activity.
- (6) Saved as disclosed below, none of the Directors has any interest, 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 or any of its subsidiary companies within the two (2) years preceding the date of this Prospectus.
- (1) Conditional Sale and Purchase Agreement dated 27 March 2000 for the acquisitions of:
- (i) 100,002 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of ABWSB for a purchase consideration of RM631,863 to be satisfied by the issuance of 451,330 new ordinary shares of RM1.00 each in HRB at an issue price of RM1.40 per new ordinary share;

15. STATUTORY AND GENERAL INFORMATION *(Cont'd)*

- (ii) 2,000,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of CNMSB for a purchase consideration of RM7,535,611 to be satisfied by the issuance of 5,382,580 new ordinary shares of RM1.00 each in HRB at an issue price of RM1.40 per new ordinary share;
 - (iii) 51,002 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of FMSB for a purchase consideration of RM49,943 to be satisfied by the issuance of 35,673 new ordinary shares of RM1.00 each in HRB at an issue price of RM1.40 per new ordinary share;
 - (iv) 1,500,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of HSB for a purchase consideration of RM6,771,644 to be satisfied by the issuance of 4,836,888 new ordinary shares of RM1.00 each in HRB at an issue price of RM1.40 per new ordinary share;
 - (v) 2,500,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of HSIISB for a purchase consideration of RM6,058,445 to be satisfied by the issuance of 4,327,461 new ordinary shares of RM1.00 each in HRB at an issue price of RM1.40 per new ordinary share;
 - (vi) 1,320,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of HSSSB for a purchase consideration of RM7,552,147 to be satisfied by the issuance of 5,394,391 new ordinary shares of RM1.00 each in HRB at an issue price of RM1.40 per new ordinary share;
 - (vii) 600,003 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of HSHSB for a purchase consideration of RM8,758,014 to be satisfied by the issuance of 6,255,724 new ordinary shares of RM1.00 each in HRB at an issue price of RM1.40 per new ordinary share;
 - (viii) 250,000 ordinary shares of RM1.00 each representing 50% of the issued and paid-up share capital of IMSB for a purchase consideration of RM195,320 to be satisfied by the issuance of 139,514 new ordinary shares of RM1.00 each in HRB at an issue price of RM1.40 per new ordinary share; and
 - (ix) 2,000,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of RCSB for a purchase consideration of RM3,858,099 to be satisfied by the issuance of 2,755,785 new ordinary shares of RM1.00 each in HRB at an issue price of RM1.40 per new ordinary share.
- (2) On 1 July 1999, HSSSB disposed off one unit of residential building to Ong Chin Yet and Ong Chin Cheong, who are the directors of HSSSB for a cash consideration of about RM347,000.
 - (3) ABWSB currently has rental tenancies of warehouses from companies where its directors have financial interests, namely Beta One Enterprise Sdn Bhd, Richston Sdn Bhd and Setia Radin Sdn Bhd. The warehouses are used by ABWSB for its business operation.

15. STATUTORY AND GENERAL INFORMATION (Cont'd)

The Directors of the Company who are deemed interested in the Acquisitions as disclosed in Section 9.3 are as follows :

Name	Nature of interest
Ong Chin Seng	He is a director and substantial shareholder of FMSB, HSIISB, HSHSB, HSB and HSSSB and substantial shareholder of ABWSB, CNMSB, PIFSB and RCSB
Ong Chin Yet	He is a director and substantial shareholder of ABWSB, CNMSB, FMSB, HSIISB, HSHSB, HSB, HSSSB, RCSB, PIFSB and IMSB
Ong Chin Cheong	He is a director and substantial shareholder of ABWSB, CNMSB, FMSB, HSIISB, HSHSB, HSB, HSSSB, PIFSB and IMSB and substantial shareholder of RCSB
Kamarudin bin Md Derom	He is a director and substantial shareholder of ABWSB, HSIISB and RCSB and a substantial shareholder of HSB and a director of CNMSB
Heng Wah Chong	He is a director and substantial shareholder of HSIISB and a director of CNMSB

(7) According to the Register of Directors' Shareholdings, the Directors' shareholdings in the Company before and after the Public Issue are as follows:

Name	<----- Before ----->				<----- After ----->			
	Direct		Indirect		Direct		Indirect	
	No. Of Shares	%	No. Of Shares	%	No. Of Shares	%	No. Of Shares	%
Ong Chin Seng	346,149	1.02	21,207,667 ⁽¹⁾	62.38	346,149	0.87	21,207,667 ⁽¹⁾	53.02
Ong Chin Yet	346,149	1.02	21,207,667 ⁽¹⁾	62.38	346,149	0.87	21,207,667 ⁽¹⁾	53.02
Ong Chin Cheong	346,148	1.02	21,207,668 ⁽¹⁾	62.38	346,148	0.87	21,207,668 ⁽¹⁾	53.02
Kamarudin bin Md Derom	7,614,484	22.40	-	-	7,614,484	19.04	-	-
Heng Wah Chong	285,007	0.84	-	-	285,007	0.71	-	-
Azman bin Che Onn	-	-	35,312#	-	-	-	35,312#	-
Tan Teng Wee	-	-	-	-	-	-	-	-
Datin Fawziah binti Hussein Sazally	-	-	-	-	-	-	-	-

(1) Deemed interest by virtue of his and his siblings' substantial shareholdings in ACVSB and his siblings' direct shareholdings in HRB

Deemed interested by virtue of his father YB Dato Seri Hj. Onn bin Hj. Ismail's shareholding

15. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (8) Based on the Register of Substantial Shareholders, the substantial shareholders (with 2% or more shareholding, direct and indirect) of the Company before and after the Public Issue are as follows:

Name	<----- Before ----->				<----- After ----->			
	Direct		Indirect		Direct		Indirect	
	No. Of Shares	%	No. Of Shares	%	No. Of Shares	%	No. Of Shares	%
Ong Chin Seng	346,149	1.02	21,207,667 ⁽¹⁾	62.38	346,149	0.87	21,207,667 ⁽¹⁾	53.02
Ong Chin Yet	346,149	1.02	21,207,667 ⁽¹⁾	62.38	346,149	0.87	21,207,667 ⁽¹⁾	53.02
Ong Chin Cheong	346,148	1.02	21,207,668 ⁽¹⁾	62.38	346,148	0.87	21,207,668 ⁽¹⁾	53.02
ACVSB	20,400,000	60.00	-	-	20,400,000	51.00	-	-
Kamarudin bin Md Derom	7,614,484	22.40	-	-	7,614,484	19.04	-	-
Musa bin Hussin	871,492	2.56	-	-	871,492	2.18	-	-
Kamarul Zuhairi bin Muhammad	1,216,034	3.59	-	-	1,216,034	3.04	-	-
Faridah binti Mohd Som	1,871,436	5.50	-	-	1,871,436	4.68	-	-

(1) *Deemed interest by virtue of his and his siblings' substantial shareholdings in ACVSB and his siblings' direct shareholdings in HRB*

- (9) Save as disclosed below, none of the other Directors or the substantial shareholders are materially interested in any contract or arrangement which is significant in relation to the business of the Group:-
- (i) ABWSB currently has rental tenancies of warehouses from companies where its directors have financial interests, namely Beta One Enterprise Sdn Bhd, Richston Sdn Bhd and Setia Radin Sdn Bhd. The warehouses are used by ABWSB for its business operation. The rental charged by Beta One Enterprise Sdn Bhd, Richston Sdn Bhd and Setia Radin Sdn Bhd for financial year 2000 are approximately RM219,240, RM219,240 and RM210,000 respectively. The salient terms of the tenancy agreement are rental for a term of 3 years beginning 1 January 2000 and option to the tenant to extend a further 2 years. The previous and current rentals charged were / are on "arm's length" basis which is reflective of market pricing and the tenancies are based on normal commercial terms.
 - (ii) OST Refrigeration Pte Ltd, a company incorporated in Singapore in which certain of the Group's directors have financial interests is a procurement and marketing agent of refrigeration and engineering equipment for the Group. Save for reimbursement for expenses incurred by OST Refrigeration Pte Ltd on behalf of the Group, there is no other expenses charged to the Group. All transactions between OST Refrigeration Pte Ltd and the Group were / are on "arm's length" basis and on normal commercial terms.
- (10) Save as disclosed below, 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:-

ABWSB currently has rental tenancies of warehouses from companies where its directors have financial interests, namely Beta One Enterprise Sdn Bhd, Richston Sdn Bhd and Setia Radin Sdn Bhd. The warehouses are used by ABWSB for its business operation.

Upon expiry of the tenancies at the end of 2002, if HRB decides to extend the tenancies of the warehouse, the above companies will offer to HRB to acquire the said warehouses at market value. However, if HRB is unable to acquire the warehouses, the above companies will then dispose the warehouses to parties not related to them.

15. STATUTORY AND GENERAL INFORMATION (Cont'd)

The interests of the directors and major shareholders of HRB in the above companies as at the date of this Prospectus are as follows:

Beta One Enterprise Sdn Bhd

Name	<---- Direct ---->		<-- Indirect --->	
	No. of Shares	%	No. of Shares	%
Ong Chin Seng	84,000	24.00	266,000*	76.00
Ong Chin Yet	133,000	38.00	217,000*	62.00
Ong Chin Cheong	133,000	38.00	217,000*	62.00

* Deemed interested by virtue of his siblings' shareholdings

Richston Sdn Bhd

Name	<---- Direct ---->		<-- Indirect --->	
	No. of Shares	%	No. of Shares	%
Ong Chin Seng	74,000	23.12	246,000*	76.88
Ong Chin Yet	123,000	38.44	197,000*	61.56
Ong Chin Cheong	123,000	38.44	197,000*	61.56

* Deemed interested by virtue of his siblings' shareholdings

Setia Radin Sdn Bhd

Name	<---- Direct ---->		<-- Indirect --->	
	No. of Shares	%	No. of Shares	%
Ong Chin Seng	74,000	23.12	246,000*	76.88
Ong Chin Yet	123,000	38.44	197,000*	61.56
Ong Chin Cheong	123,000	38.44	197,000*	61.56

* Deemed interested by virtue of his siblings' shareholdings

- (11) 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.

15.4 General Information

- (1) The nature of HRB's business is set out in Section 9 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 same section of this Prospectus.
- (2) The time of the opening of the Application Lists is set out in Section 14.1 of this Prospectus.
- (3) The amount payable in full on application of the Public Issue is RM1.40 per new ordinary share.
- (4) As at the date of this Prospectus, the Company and its subsidiaries do not have any convertible debt securities.
- (5) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 14.2 of this Prospectus.
- (6) The name and address of the Auditors and Reporting Accountants of the Company are set out in Section 5 of this Prospectus.

15. STATUTORY AND GENERAL INFORMATION *(Cont'd)*

- (7) (i) Underwriting commission is payable to the Managing Underwriter and Underwriters at the rate of 1.5% of the issue price of RM1.40 per ordinary share on the ordinary shares being underwritten which form the subject of this Prospectus.
- (ii) Brokerage will be paid by the Company at the rate of 1.00% of the issue price of RM1.40 per ordinary share to the parties in the circumstances specified in Section 6.5 of this Prospectus.
- (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.
- (8) Save for item (7) above, no commission, discounts, brokerages 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.
- (9) Save and except as disclosed in the audited accounts, 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.
- (10) The Company has not established a place of business outside Malaysia.
- (11) Save as disclosed in the proforma consolidated profit estimate and forecast and assumptions of the Company and its subsidiary companies, 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.
- (12) Saved as disclosed in Section 10.2 of this Prospectus, the financial conditions and operations of the Company and its subsidiaries are not affected by any of the following:
- (1) 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;
- (2) material commitments for capital expenditure;
- (3) unusual or infrequent events or transaction or any significant economic changes that materially affected the amount of reported income from the operations; and
- (4) 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.
- (13) During the last financial year and the current financial year, there were no:
- (1) public take-over offers by third parties in respect of the Company's shares; and
- (2) public take-over offers by the Company in respect of other company's shares.
- (14) No property has been acquired or is proposed to be acquired by the Company or its subsidiary companies in contemplation of the Public Issue.
- (15) 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 other than the Public Issue, the subject matter of this Prospectus.

15. STATUTORY AND GENERAL INFORMATION (Cont'd)

15.5 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 Company and its subsidiaries within the two (2) years preceding the date of this Prospectus:

- (1) Conditional Sale and Purchase Agreement dated 27 March 2000 as disclosed in Section 15.3 of this Prospectus; and
- (2) Underwriting Agreement dated 1 November 2000 signed between HRB and the Underwriters for the underwriting of 4,945,000 ordinary shares of RM1.00 each by the Underwriters and such number of unsubscribed shares from the allocation to eligible employees and entitled customers of HRB Group by the Managing Underwriter, pursuant to the Public Issue for an underwriting commission of 1.5% of the issue price of RM1.40 per ordinary share.

15.6 Material Litigation

The HRB Group is presently not engaged whether as plaintiff or defendant in any legal action, proceeding, arbitration (other than those legal actions engaged as plaintiff or defendant arising in the ordinary course of its business) or prosecution for any criminal offence, which has a material effect on the financial position of the HRB Group and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of HRB and its subsidiaries.

15.7 Consents

- (1) The written consents of the Adviser and Managing Underwriter, Underwriters, Auditors and Reporting Accountants, Company Secretary, Principal Bankers, Solicitors, Valuers, Independent Market Research Consultant, Issuing House and Registrars 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.
- (2) The written consent of the Company's Auditors and Reporting Accountants to the inclusion in this Prospectus of their Accountants' Report and their letters relating to the Consolidated Profit Estimate and Forecast and Proforma Consolidated Balance Sheets in the manner and form in which they appear in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.
- (3) The written consent of the Valuers to the inclusion in this Prospectus of their Valuation Certificate in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

15.8 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 twelve (12) months from the date of this Prospectus:

- (1) Memorandum and Articles of Association of the Company;
- (2) Reporting Accountants' Letters relating to the Consolidated Profit Estimate and Forecast and the Proforma Consolidated Balance Sheets of the Company as included herein;
- (3) Audited accounts of the subsidiaries of HRB for the past five (5) years/period ended 31 December 1999, where applicable;

15. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

- (4) Audited accounts of HRB and its subsidiaries for the six (6) months period ended 30 June 2000;
- (5) The letters of consent referred to in Section 15.7 above;
- (6) The material contracts referred to in Section 15.5 above;
- (7) Valuation Reports on the properties of the HRB Group prepared by Jones Lang Wootton;
- (8) Valuer's Certificate as included herein;
- (9) Accountants' Report as included herein;
- (10) Vital Factor Consulting Sdn Bhd's Report referred to in Section 8; and
- (11) Directors' Report as included herein.

15.9 Responsibility

- (1) Aseambankers, 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 HRB, and is satisfied that the Consolidated Profit Estimate and Forecast (for which the Directors of the Company are solely responsible) have been stated by the Directors of the Company after due and careful enquiry.
- (2) 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.