

VI. INFORMATION ON SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT

1. MAJOR SHAREHOLDERS AND PROMOTERS

Based on the Register of Shareholders as at 15 January 2001 (being the latest practicable date prior to the printing of this Prospectus), the major shareholders and promoters of the Ingress Group and their respective shareholdings after the Flotation will be as follows:

Name	Nationality / Place of Incorporation	No. of Ordinary Shares Held After the IPO			
		Direct Shareholding	%	Indirect Shareholding	%
Ramdawi	Malaysia	23,316,000**	36.4	-	-
Rameli bin Musa	Malaysian	7,159,000	11.2	26,658,000*	41.6
Pedaka Waris	Malaysia	3,342,000	5.2	-	-
PNS	Malaysia	2,988,000	4.7	-	-
Ramli bin Napiah	Malaysian	2,115,000	3.3	-	-
Izham bin Hashim	Malaysian	1,399,000	2.2	-	-
Abdul Malek bin Othman	Malaysian	1,399,000	2.2	-	-
Ab. Rahim bin Husain	Malaysian	1,363,000	2.1	-	-
Dr Ab. Wahab bin Ismail	Malaysian	1,287,000	2.0	23,316,000#	36.4
Ungku Farid bin Ungku Abd. Rahman	Malaysian	466,000	0.7	-	-
Mohamed bin Abdul Wahab	Malaysian	466,000	0.7	-	-

Note:

* Deemed interested by virtue of his substantial shareholdings in Ramdawi and his sister's interest in Ingress through Pedaka Waris

** 4,993,000 of these shares owned by Ramdawi are pledged to Bank Muamalat Malaysia Berhad and held under Syarikat Nominee Bumiputra (Tempatan) Sdn Bhd as collateral for facilities taken by ITSB whilst another 8,547,000 shares are pledged to Bank Pembangunan & Infrastruktur Malaysia Berhad and held under Maju Nominees (Tempatan) Sdn Bhd

Deemed interested by virtue of his substantial shareholdings in Ramdawi

(a) Information on Ramdawi

Ramdawi was incorporated in Malaysia under the Companies Act, 1965 on 10 January 1997. The company is principally an investment holding company.

The directors of Ramdawi and their respective shareholdings are set out below:

Directors	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Rameli bin Musa	7,000,000	70.0	-	-
Dr. Ab Wahab bin Ismail	3,000,000	30.0	-	-
Ungku Farid bin Ungku Abd. Rahman	-	-	-	-

VI. INFORMATION ON SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

The major shareholders of Ramdawi and their shareholdings are set out below:

Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Rameli bin Musa	7,000,000	70.0	-	-
Dr. Ab Wahab bin Ismail	3,000,000	30.0	-	-

(b) Information on Pedaka Waris

Pedaka Waris was incorporated in Malaysia under the Companies Act, 1965 on 8 April 1991. The company is principally and investment holding company.

The directors of Pedaka Waris and their respective shareholdings are set out below:

Directors	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Kamarudin bin Mohd Nor*	650,000	65.0	-	-
Rashidah bte Musa*	350,000	35.0	-	-

* *Rashidah bte Musa is the wife of Kamarudin bin Mohd Nor as well as the sister of Rameli bin Musa, a Director and substantial shareholder of Ingress*

The major shareholders of Pedaka Waris and their shareholdings are set out below:

Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Kamarudin bin Mohd Nor	650,000	65.0	-	-
Rashidah bte Musa	350,000	35.0	-	-

1.1 Knowledge and Experience of the Promoters

Please refer to the profiles of Rameli bin Musa, Ungku Farid bin Ungku Abd. Rahman, Ab. Rahim bin Husain and Izham bin Hashim in Section VI(2) of this Prospectus and the profiles of Ramli bin Napiyah and Dr. Ab. Wahab bin Ismail in Section VI(3) of this Prospectus.

VI. INFORMATION ON SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

2. DIRECTORS

The background of the Directors of Ingress is as follows:

Dato' Haji Nasir bin Yusoff, aged 66, is the Chairman of Ingress. He was appointed to the Board on 23 October 2000. He obtained his Bachelor of Arts (Economics) Degree with Honours from Universiti Malaya in 1958. He then furthered his studies at the London School of Economics and Political Science, University of London obtaining a Diploma in Economics and Social Administration in 1960. He also underwent a Senior Management Programme in Harvard University, USA in 1978. He began his career in 1958 as a civil servant in the Kelantan State Government rising to the post of Assistant State Secretary. He left the civil service in 1967 to join Majlis Amanah Rakyat (MARA) as Head of Planning and Evaluation Unit, before resigning in 1969. From 1969 to 1997 he worked in the Federal Land Development Authority (FELDA) serving in various posts including as a Finance Director. His last two positions whilst in FELDA were the Group Managing Director and Business Advisor. He currently sits on Board of Directors of Royal & Sun Alliance (M) Bhd and BKF Berhad as well as several private companies.

Rameli bin Musa, aged 54, is the Vice Executive Chairman of Ingress. He was appointed to the Board on 23 October 2000. He obtained a Bachelor Degree in Telecommunications Engineering from University of Sheffield, United Kingdom in 1970 and a Masters Degree in Microwave Communications in 1971 from the same University. He was a lecturer in electronics and microwave telecommunications at Universiti Teknologi Malaysia from 1972 to 1975. He joined Pernas NEC Telecommunications Sdn Bhd, a company which manufactures and supplies switching systems and transmission equipment for the telecommunication industry, in 1976 and in 1980, he joined Sapura Holdings Sdn Bhd rising to the post of Executive Vice Chairman. In 1997, he joined Tap Resources Berhad as its Executive Chairman before resigning in 1998. Currently, he is a director of Sapura Holdings Sdn Bhd. He also holds directorships in several private companies.

Vaseehar Hassan bin Abdul Razack, aged 49, is an Independent Director of Ingress. He was appointed to the Board on 23 October 2000. He obtained a Degree in Bachelor of Commerce from Loyola University, India in 1975. He also holds a Diploma in Industrial Administration and Master of Business Administration, both of which were obtained from Aston University in 1976 and 1979 respectively. He has 20 years experience in the financial sector. Currently he holds directorships in the Utama Banking Group Berhad, Bank Utama (Malaysia) Berhad, Utama Merchant Bank Berhad, Utama CMS Trust Management Berhad (formerly known as SSSB Trust Management Berhad) as well as several private companies.

Ungku Farid bin Ungku Abd. Rahman, aged 46, is the Executive Director of Corporate Services of Ingress. He was appointed to the Board on 23 October 2000. He is a fellow of the Chartered Institute of Management Accountants and a member of the Malaysian Institute of Accountants. He obtained his Master of Business Administration in 1986 from Ohio University in collaboration with Institut Teknologi MARA (ITM). Upon graduation, he joined Pernas NEC Telecommunications Sdn Bhd in 1980. In 1981, he joined Sapura Holdings Sdn Bhd and held several positions before being promoted as Group General Manager, Finance & Accounting in 1989. He left Sapura Holdings Sdn Bhd in 1995 to join TIME Telecommunications Sdn Bhd and left in 1996. In 1997, he joined TAP Resources Bhd as Executive Director, Finance. He left TAP Resources Bhd to join IESB in 1998. Presently, Ungku Farid also holds directorships in several private limited companies.

Ab. Rahim bin Husain, aged 43, is the Executive Director of Operation – Automotive of Ingress. He was appointed to the Board on 23 October 2000. He obtained his Bachelor in Business Administration from Institut Teknologi Mara in collaboration with Ohio University, USA in 1980. After graduation, he worked in Petroliam Nasional Berhad for four years between 1980 and 1984. He joined Proton in 1984 assuming various positions with his last being the Deputy General Manager of Procurement and Vendor Development. He joined IESB in 1996 as an Executive Director in charge of Door Business and Engineering Services. Currently, he is also Managing Director of ITSB and TSSB.

VI. INFORMATION ON SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Hassan bin Abd Rahman, aged 40, is the Director of Ingress. He was appointed to the Board on 23 October 2000. He is also a senior manager in PNS since November 1997. He obtained his Bachelor in Applied Sciences majoring in Polymer Science and Technology from Universiti Sains Malaysia in 1984. From 1985 to 1996 he worked in SIRIM starting as a research officer before progressing to become the Manager of the Industrial Incubator Scheme. Whilst still in SIRIM, during 1993 and 1994, he furthered his study and obtained a Master of Science Degree in Engineering with Management from the Sheffield Hallam University, United Kingdom. He left SIRIM in 1996 to join Hong Leong Assurance Berhad (Life Division) as the Operations and Methods Manager. In November 1997, he joined PNS and assumed his current position.

Izham bin Hashim, aged 39, is the Executive Director of Operation – Power Engineering and Railway Electrification of Ingress. He was appointed to the Board on 23 October 2000. He graduated with a Bachelor of Science (Hons) in Civil Engineering degree from University of Newcastle Upon-Tyne, United Kingdom in 1984. In 1996, he graduated from Universiti Malaya with the Master in Business Administration degree. He is a registered professional engineer with the Board of Engineers Malaysia and became a corporate member of the Institution of Engineers Malaysia in 1990. He started his career as a Site Engineer in 1984 with TNB. He was a Senior Design Engineer from 1989 until 1993 handling transmission projects before assuming the position of Senior Executive, Business Management Unit of TNB in 1993. Currently, he is the Managing Director of MDSB.

2.1 Shareholdings of the Directors in Ingress

According to the Register of Directors' shareholding of Ingress as at the date of this Prospectus, the names and the respective interests of the Directors of the Company after the Public Issue and Offer are as follows:

Directors	Direct Interest		Indirect Interest	
	No. of shares	%	No. of shares	%
Dato' Haji Nasir bin Yusoff	-	-	-	-
Rameli bin Musa	7,159,000	11.2	26,658,000*	41.6
Vaseehar Hassan bin Abdul Razack	-	-	-	-
Ungku Farid bin Ungku Abd. Rahman	466,000	0.7	-	-
Ab. Rahim bin Husain	1,363,000	2.1	-	-
Hassan bin Abd Rahman	-	-	-	-
Izham bin Hashim	1,399,000	2.2	-	-

* Deemed interested by virtue of his substantial shareholdings in Ramdawi and his sister's interest in Ingress through Pedaka Waris

2.2 Directorships and Major Shareholdings in Other Public Limited Companies

The directorships and major shareholdings of the Directors of Ingress for the past five (5) years preceding the date of this Prospectus are as follows:

Name of Director	Name of Company	Designation	Date Appointed / (Resigned)	No. of Shares Held			
				Direct	%	Indirect	%
Dato' Haji Nasir bin Yusoff	Royal & Sun Alliance (M) Bhd	Director	1985	-	-	-	-
	Rheem (M) Bhd	Director	1988	-	-	-	-
	BKF Berhad	Chairman	1995	-	-	-	-

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Name of Director	Name of Company	Designation	Date Appointed / (Resigned)	No. of Shares Held			
				Direct	%	Indirect	%
Rameli bin Musa	Uniphone Telecommunication Bhd	Director	1984/ (1995)	-	-	36,313,272*	26.0
	Sapura Telecommunication Bhd	Director	1990/ (1996)	-	-	18,061,999*	12.1
	Sapura Motors Berhad	Director	1993/ (1998)	-	-	21,613,594*	54.0
	Tap Resources Berhad	Executive Chairman	1997/ (1998)	2,300,000	5.2	-	-
Vaseehar Hassan bin Abdul Razack	Utama Banking Group Berhad	Director	1994	786,000	0.1	-	-
	Bank Utama (Malaysia) Berhad	Director	1994	-	-	-	-
	Utama Merchant Bank Berhad	Chairman	1994	-	-	-	-
	CMS Trust Management Berhad	Director	1994	-	-	-	-
	Kewangan Utama Berhad	Director	1994 / (1999)	-	-	-	-
Ungku Farid bin Ungku Abd. Rahman	Tap Resources Berhad	Executive Director	1997/ (1998)	-	-	-	-
Dr. Ab. Wahab bin Ismail	Sapura Motors Berhad	Managing Director	1993/ (1997)	189,186	0.5	-	-
	Uniphone Telecommunication Bhd	Managing Director	1995/ (1996)	-	-	-	-

* deemed interested by virtue of his shareholdings in Sapura Holdings Sdn Bhd.

2.3 Aggregate Remuneration and Benefits of Directors

For the financial year ended 31 January 2000, the remuneration and fees paid to the Directors for services to the Company and its subsidiary companies was RM1,287,900. For the financial year ending 31 January 2001, the amount of remuneration and fees proposed to be paid to Directors for services to the Company and its subsidiary companies is estimated to be RM 1,668,000.

2.4 Audit Committee

Details of the members of the audit committee are as follows:

Name	Responsibility	Directorship
Dato' Haji Nasir bin Yusoff	Chairman	Independent and non-executive director
Vaseehar Hassan bin Abdul Razack	Member	Independent and non-executive director
Ungku Farid bin Ungku Abd. Rahman	Member	Executive Director

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3. KEY MANAGEMENT

The day-to-day operation of the Ingress Group is undertaken by Rameli bin Musa as the Executive Vice Chairman. He is assisted by the three executive directors named above as well as the following management team:

Ramli bin Napiiah, aged 48, is the Executive Director of Sash and Moulding Business. He holds a number of directorships in the Ingress Group of companies namely IESB, IPSB, IAV, IRSB and TSSB. He obtained his Bachelor of Engineering with Honours in Mechanical & Management Sciences from Sheffield University, United Kingdom in 1979. He started his career as a technical assistant in 1973 in Jabatan Kerja Raya, Melaka. In 1975, he was a trainee manager in Heightsway Limited, United Kingdom. He left Heightsway Limited in 1981 to work in Saudi Arabia. In 1982, he returned to Malaysia and worked for several years in Pemas NEC Kedah, serving in various managerial positions prior to joining IESB in 1991 as a Director. He was also the Managing Director in IAV from 1997 to 1999.

Abd Rahim bin Hitam, aged 38, is the Managing Director of IAV. He obtained his Bachelor of Science degree from Loughborough University of Technology, United Kingdom in Production Engineering and Management in 1984. He has 14 years experience in automotive and automotive parts manufacturing industries ranging from production engineering before assuming management positions. He joined Proton in 1985 and served in various capacities throughout a 5-year stint, the last being Production Planning & Control Assistant Manager. He joined Sapura Machining Corporation Sdn Bhd in 1990 as a Project Manager and was the Deputy Managing Director in Sapura Motors Bhd prior to joining IAV in 1999 as the Managing Director.

Dr. Ab. Wahab bin Ismail, aged 46, is the Managing Director of IPSB. He obtained a Bachelor degree in Mechanical Engineering since 1978 and a Doctor of Philosophy ("PhD") in Mechanical Engineering from Leeds University, United Kingdom in 1982. He was a lecturer in Mechanical Engineering at Universiti Kebangsaan Malaysia from 1982 to 1984. He joined Proton from 1985 to 1989 and served in various positions such as Manager of R&D Department, Manager of UK Export Project Team and Manager of Special Functions Department. He moved to Sapura Holdings Sdn Bhd in 1990 as Group General Manager for the metal-based industries of Sapura Holdings Group. Dr Ab. Wahab subsequently held several key positions, including as the Managing Director of Sapura Motors Berhad (1990 to 1997), Executive Director of Sapura Holdings Berhad Group (1995 to 1996) and as the Managing Director of Uniphone Telecommunication Berhad (1995 to 1997). He also holds directorships in several private limited companies.

Zamzuary bin Ahamad Zaini, aged 49, is the Group Financial Controller of IESB. He is a registered member of Malaysian Institute of Accountants. He is also a fellow member of the Chartered Association of Certified Accountants since 1984. He started his career as a Project Accountant in Lembaga Kemajuan Ikan Malaysia in 1975. He later joined Dunlop Malaysian Industries Malaysia Berhad as an Assistant Management Accountant in 1979. He joined Proton in 1984 as an Assistant Manager assumed various positions before promoted as a manager in 1993. He left Proton in December 1996 after more than 12 years of service. In January 1997, he joined IESB and assumed his current position.

Naoto Kawai, aged 58, joined the Ingress Group in October 1997 and is presently the General Manager of Manufacturing. He obtained a Bachelor of Mechanical Engineering from Kyushu Kogyo University, Japan in 1966. He started his career with Katayama Kogyo Company Ltd, Japan in 1966 and came through the ranks from Assistant Manager until he was promoted as General Manager of Manufacturing in 1997. He also sits on the board of IAV.

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Mohd Shaari bin Omar, aged 39, is the General Manager of Corporate Services of MDSB. He graduated from the University of Southern California, USA with Bachelor of Science in Electrical Engineering in 1985. Earlier, he obtained his diploma from Ontario Secondary High School in Toronto, Canada. He is registered to the Board of Engineers, Malaysia since 1990. He embarked upon his career as an electrical engineer at Lembaga Letrik Negara in June 1985 where his responsibilities include quality control, inspection and testing, telemetering and precision electronic metering systems. Later, he joined Esso Production Malaysia, Inc in June 1989 as Senior Procurement Engineer. He was also assigned to work in an affiliate's office in Australia i.e. Esso Australia Limited to gain international exposure. In 1995 he joined AMP Inc as Industry Manager (Power Technology Division). He joined RESB in 1997 holding the Managing Director post until 1999. He was made General Manager of MDSB in October 1999, and presently he is responsible in developing new business for the MDSB Group of Companies.

Dr. Che Rosli bin Che Mat, aged 49 is the General Manager of Human Resource Department of IESB He was a lecturer in UKM since 1977 prior to joining IESB late 1999. He obtained a degree in Biology/Chemistry from UKM. He then furthered his studies to obtain his masters in Animal/Physiology/Radiobiology in London and PhD for the same course in Lancaster University, United Kingdom. Throughout his career as a lecturer, he served many positions. He once headed the Nuclear Science Department in UKM, served as Safety Officer of UKM, Committee member of Atomic Energy Licence Board, Principal of the Jengka Pusat UNIKEB College in Pahang and Director of Industrial Safety Graduate Diploma Program. He was also actively involved in research related to his field, which he later publicised for educational benefits.

Surin Wungcharoen, aged 45, joined IAV in January 1998 and is presently the General Manager. He graduated with degree in Industrial Engineering from Kingmongkut Institute of Technology, Thailand in 1978. He has an MBA from Chulalongkorn University, Thailand, which he obtained in 1995. After graduation he worked as an engineer at Tanin Industrial Co Ltd. and was then appointed as General Manager of Bangkok Spring Industrial Co. Ltd.

Abdul Halim bin Abdul Samad, aged 36, is the General Manager – Operation of MDSB. He graduated from Loyalist Collegiate and Vocational Institute, Ontario, Canada with High School Diploma in 1983. He obtained his Bachelor of Science in Engineering (Civil) from University of Manitoba, Canada in 1987. His career started in 1988 as assistant engineer of Lembaga Letrik Negara. In 1990, he joined TNB rising to the post of Senior Construction Engineer. He was made responsible for the implementation of transmission line and sub-station (civil works) projects in the central and northern area. He joined Multi Discovery Sdn Bhd in March 1997 holding Project Manager post. He was responsible for Transmission Line Section. In October 1999 he assumed his current position.

Mohd Haizad bin Hussain, aged 32, is the General Manager of RESB. He obtained a degree in Bachelor of Electrical and Computing from Monash University, Australia. He started his career as a Project Engineer at Tenaga Nasional Berhad in 1993. In 1995, he joined MDSB as a Project Manager until 1999. He is registered as a Professional Engineer with the Board of Engineers Malaysia and is a corporate member of the Institute of Engineers Malaysia.

Mohamad Sorihan bin Mohamad, aged 38, is the General Manager of ITSBS. He obtained a degree in Production Technology & Production Management from Aston University, UK. He began his career as an Assistant Manager in Proton from 1985 to 1989. He left to join one of the Proton vendors and was involved in automotive component supplies until 1993. He was the Managing Director for Lembah Setia Sdn Bhd and Rantau Setia Sdn Bhd, the companies he co-founded with three others partners, involving in two diverse businesses namely manufacturing of electrical devices for TNB and civil engineering and construction. He spent one year as a contract lecturer with the German Malaysian Institute in 1999 whilst serving as the Managing Director for his two companies. He joined ITSBS in November 1999 and assumed his current position.

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Hillmee bin Lockman, aged 42, is the General Manager of Internal Audit of IESB. He graduated with Diploma in Accounting from Institut Teknologi MARA (ITM) and a Bachelor Degree in Finance from Indiana State University, USA. He also holds a Master of Business Administration. From January 1980 until December 1981, he was with the accounting firm, Azman Wong Salleh & Co as an Audit Assistant. Subsequently, he moved to Khidmaturus Pahang Sdn Bhd to assume the position of Internal Audit Supervisor. He was also the Assistant Manager of the Internal Audit Department at Kewangan Usaha Bersatu Berhad from 1987 to end 1989. Subsequently, he worked in Uniphone Cable Sdn Bhd from 1990 until 1997 as a senior manager. Prior to joining IESB in 1999, he was given the post of a consultant in Hana Setia Sdn Bhd.

Jamaludin bin Maarof, aged 43, joined IESB in November 2000 as the General Manager in the Manufacturing Division for IESB and IPSB. His other responsibility is to synergise IRSB. He earned his Masters in Business Administration from Arizona State University, USA and Bachelor of Science in Mechanical Engineering from Northern Arizona University, USA. He has a total of 19 years of working experiences in the industry, including 16 years with Motorola. He was involved in a variety of areas including Manufacturing, Quality & Reliability Assurance, Technology Transfer, New Product Development, Process Engineering and Component Engineering.

Azhari bin Ahmad, aged 32, is the Legal Manager of IESB. He obtained a degree in Bachelor of Laws (LLB) from International Islamic University (IIU) in 1991. He was called to the Bar in 1992 and acted as an advocate and solicitor from 1992 to 1998. In 1999, he left the legal practice to join DiGi Telecommunications Sdn Bhd as an Assistant Manager prior to joining IESB on August 2000.

3.1 Shareholdings of the Key Management

According to the Register of Members of Ingress as at the date of this Prospectus, the shareholdings of the members of the Key Management after the Public Issue and Offer are as follows:

	Direct Interest		Indirect Interest	
	No. of shares	%	No. of shares	%
Ramli bin Napiah	2,115,000	3.3	-	-
Abd Rahim bin Hitam	-	-	-	-
Dr. Ab. Wahab bin Ismail	1,287,000	2.0	23,316,000 [#]	36.4
Zamzuary bin Ahamad Zaini	-	-	-	-
Naoto Kawai	-	-	-	-
Mohd Shaari bin Omar	-	-	-	-
Dr. Che Rosli bin Che Mat	-	-	-	-
Surin Wungcharoen	-	-	-	-
Abdul Halim bin Abdul Samad	-	-	-	-
Mohd Haizad bin Hussain	-	-	-	-
Mohd Sorihan bin Mohamad	-	-	-	-
Hillmee bin Lockman	-	-	-	-
Jamaludin bin Maarof	-	-	-	-
Azhari bin Ahmad	-	-	-	-

[#] Deemed interested by virtue of his substantial shareholding in Ramdawi

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4 DECLARATION BY THE DIRECTORS, SUBSTANTIAL SHAREHOLDERS/PROMOTERS AND KEY MANAGEMENT

No Director, substantial shareholder/Promoter, key management or person nominated to become a Director or key management 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;
- (ii) a conviction in a criminal proceeding or is named as the subject of a pending criminal proceeding; or
- (iii) the subject of any order, judgement or ruling of any court 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.

5. FAMILY RELATIONSHIP

Save for Rashidah bte Musa and Kamarudin bin Mohd Nor, the substantial shareholders of Pedaka Waris, being husband and wife, and that Rashidah bte Musa being the sister of Rameli bin Musa, none of the Directors, substantial shareholders/Promoters and members of the key management team of the Ingress Group are related to each other.

6. SERVICE CONTRACTS

None of the existing Directors of the Company has any current or proposed service contracts with the Company or any of its subsidiary companies which are not terminable by notice without payment of compensation.

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