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## 12. STATUTORY AND GENERAL INFORMATION

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### 12.1 SHARE CAPITAL

- (1) No shares will be allotted on the basis of this Prospectus later than twelve (12) months after the date of the issue of this Prospectus.
- (2) There are no founder, management or deferred shares in the Company. There is only one class of shares in the Company being ordinary shares of RM1.00 each, all of which rank *pari passu* with one another.
- (3) Save as disclosed in Section 5.5 of this Prospectus, there are at present no other schemes involving the Directors or employees in the share capital of the Company or its subsidiaries.
- (4) Save as disclosed in Section 5.5, 7.5 and 7.6 of this Prospectus, no shares, stocks or debentures in D'nonce Technology or its subsidiary companies have been issued or are proposed to be issued as fully or partly paid-up for cash or otherwise, within the two (2) years preceding the date of this Prospectus.
- (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.

### 12.2 ARTICLES OF ASSOCIATION

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

#### 12.2.1 Changes in Capital and Variation of Class Rights

*Article 4*

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 the written law and to the conditions, restrictions and limitations expressed in these Articles and to the provisions of any resolution of the Company, and subject to the prior approval of the members of the Company, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms and conditions, with such preferred or deferred or other special rights as they think proper, PROVIDED ALWAYS THAT:

- (a) no shares shall be issued at a discount except in compliance with the provisions of the Act;
- (b) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting.

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

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- (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;
- (d) every issue of shares or options to employees and/or Directors shall be approved by the members in general meeting and -
  - (i) such approval shall specifically detail the number of shares or options to be issued to such employees and/or Directors; and
  - (ii) only Directors holding office in an executive capacity shall participate in such an issue of shares or options PROVIDED ALWAYS that a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue; and
- (e) 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 cent (5%) of the nominal amount of the share.

*Article 5*

Without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, but subject to the Act and these Articles, any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine provided that:-

- (a) the total nominal value of preference shares issued shall not exceed the total nominal value of the issued ordinary shares at any time;
- (b) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and accounts and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up, or sanctioning a sale of the undertaking of the Company or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on such shares is in arrears for more than six (6) months; and
- (c) the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Article 18 hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.

Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

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## 12. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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### *Article 11*

The Company may apply to the Exchange for waiver of the convening of an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issue) where—

- (a) in accordance with the provisions of Section 132D of the Act there is still in effect a resolution approving the issuance of shares by the Company; and
- (b) the aggregate issues of which in any one financial year (other than by way of bonus or rights issues) do not exceed ten per cent (10%) of the issued capital of the Company.

### *Article 15*

Notwithstanding these Articles, the Company shall comply with the provisions of the Central Depositories Act and the Rules in respect of all matters relating to the prescribed securities.

### *Article 16*

The Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the securities accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Securities Industry (Central Depositories) Act, 1991, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose the Company must 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. The Company must allot securities and despatch notices of allotment to the allottees within twenty (20) market days of the final applications closing date for an issue of shares or such other period as may be prescribed by the Exchange.

### *Article 18*

Notwithstanding Article 19 hereof, the repayment of preference share capital other than redeemable preference, or any other alteration of preference shareholder rights, shall only be made pursuant to a special resolution of the preference shareholders concerned Provided Always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths (3/4) of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

### *Article 19*

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths (3/4) 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 meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-tenth (1/10) 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.

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

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*Article 20*

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 as regards to participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

*Article 55*

Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by person entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.

*Article 57*

- (a) The Company may from time to time by ordinary resolution:
- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (ii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act) and so that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. Any resolution whereby any share is sub-divided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards dividends, return of capital voting or otherwise over the other or others of such shares; or
  - (iii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- (b) The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner authorised by the Act and subject to any consent required by the law.

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## 12. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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### 12.2.2 Transfer of Securities

The provision in the Articles of Association of the Company, 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 40*

The transfer of any securities or class of securities of the Company which have been deposited with the Central Depository shall be by way of book entry by the Central Depository and, notwithstanding Sections 103 and 104 of the Act, but subject to Section 107C of the Act and any exemption that may be made from compliance with Section 107C of the Act, the Company shall be precluded from registering and effecting any transfer of securities.

##### *Article 41*

(1) Where—

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

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

- (i) there shall be no change in the ownership of such securities; and
  - (ii) the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder.
- (2) For the avoidance of doubt, no company which fulfils the requirements of paragraphs (a) and (b) of Article 41(1) shall allow any transmission of securities from Malaysian Register into the Foreign Register.

##### *Article 43*

The registration of transfers may be suspended at such time and for such period 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. At least eighteen (18) Market Days' notice or such other period of notice as may be permitted by the Exchange, of such closure shall be given to the Exchange stating the period and the purpose or purposes of such closure. In relation to such closure of the Company shall give notice, in accordance with the Rules, to the Central Depository to prepare appropriate Record of Depositors.

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

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**(II) Companies Act, 1965**

The provision within the Companies Act, 1965 on the transferability of securities are as follows:

*Section 103(1)*

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

*Section 103(1A)*

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

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

*Section 107C(1)*

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

*Section 107C(2)*

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

**(III) Second Board Listing Requirements**

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

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## 12. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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### *Clause 9.5A - Transfer*

The transfer for any securities or class of securities of the company, which have been deposited with the Central Depository, shall be by way of book entry by the Central Depository in accordance with the Rules of Central Depository and notwithstanding sections 103 and 104 of the Companies Act, 1965 but subject to subsection 107C (2) of the Companies Act, 1965 and any exemption that may be made from compliance with subsection 107C(1) of the Companies Act, 1965, the company shall be precluded from registering and effecting any transfer of securities.

### *Clause 9.5B – Transmission of securities from Foreign Register*

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

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

## **(IV) Rules of the MCD**

The rules of the MCD on the transferability of securities are as follows:

### *Rule 8.01(2)*

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

### *Rule 8.05A*

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

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## 12. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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### *Rule 9.03(2) – Documents to lodge*

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

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form 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 provisions of any written law or an order of the court of competent jurisdiction;
  - (ii) rectification of errors;
  - (iii) pledge, charge or mortgage;
  - (iv) mandatory offer pursuant to the provisions of the Malaysian Code on Takeovers and Mergers 1998;
  - (v) any other circumstances as deemed fit by the Central Depository after consultation with the Securities Commission;
- (d) documents to support the reason for the transfer; and
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manuals.

### **12.2.3 Directors’ remuneration**

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

#### *Article 103*

The fees of the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office Provided Always that–



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## 12. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to executive Directors may not include a commission on or percentage of turnover;
- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
- (d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

### *Article 104*

- (1) The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.
- (2) If by arrangement with the Director, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.

### **12.2.4 Voting and borrowings Powers of Directors**

The provisions in the Company's Articles of Association dealing with the voting and borrowing powers of Directors in proposals, arrangements or contracts in which they are interested are as follows:

#### *Article 108(1)*

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any related third party Provided Always that nothing contained in these Articles shall authorise the Directors to borrow any money or mortgage or charge any of the Company's 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.

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

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*Article 112*

A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such term (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 131 and 132E and all other relevant provisions of the Act and these Articles are complied with.

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## 12. STATUTORY AND GENERAL INFORMATION (Cont'd)

### 12.3 DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND PROMOTERS

1. The names, addresses and occupations of the Directors are set out in Section 2 of this Prospectus.
2. A Director is not required to hold any qualification shares in the Company.
3. No Directors, key management and technical personnel of the Company or its subsidiary companies as set out in Section 7.9.1 and 7.9.4 respectively, is or was involved in the following events:-
  - (a) a petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he was or is a partner or any corporation of which he was a Director or senior executive officer;
  - (b) a conviction in a criminal proceeding or is named subject of a pending criminal proceeding; or
  - (c) the subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or governmental 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.
4. Based on the Register of Directors as at 14 February 2001, the Directors and their respective shareholdings, direct and indirect, in the shares of the Company immediately before and after the Public and Special Issues are as follows:

Directors	Before Public and Special Issues				After Public and Special Issues			
	Direct		Indirect		Direct		Indirect	
	No. of Shares (‘000)	%	No. of Shares (‘000)	%	No. of Shares (‘000)	%	No. of Shares (‘000)	%
Goh Hong Lim	<sup>1</sup> 11,510	38.4	-	-	<sup>1</sup> 11,510	28.8	-	-
Law Kim Choon	1,800	6.0	-	-	1,800	4.5	-	-
Lim Teik Hoe	1,800	6.0	-	-	1,800	4.5	-	-
Chan Seng Sun	1,800	6.0	-	-	1,800	4.5	-	-
Chin Yam Sin	-	-	-	-	-	-	-	-
Emeri bin Johari	-	-	-	-	-	-	-	-
Roslant bin Abu	-	-	-	-	-	-	-	-
Dato’ Haji Ahmad bin Hj Ibnihajar	-	-	-	-	-	-	-	-
Dato’ Oon Choo Eng @ Oon Choo Khye	-	-	-	-	-	-	-	-

<sup>1</sup> Of which, 1,800,000 Shares are registered under HDM Nominees (Tempatan) Sdn Bhd and are held in trust for Goh Hong Lim who is the beneficial owner.

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

5. Based on the Register of Substantial Shareholders as at 14 February 2001, the substantial shareholders of the Company and their respective interests, direct and indirect, in the shares of the Company immediately before and after the Public and Special Issues are as follows:

Shareholder	← Before Public and Special Issues →				← After Public and Special Issues →			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Goh Hong Lim	<sup>1</sup> 11,510	38.4	-	-	<sup>1</sup> 11,510	28.8	-	-
Khazanah	9,000	30.0	-	-	9,000	22.5	-	-
Pan Asia	<sup>2</sup> 2,290	7.6	-	-	<sup>2</sup> 2,290	5.7	-	-
Law Kim Choon	1,800	6.0	-	-	1,800	4.5	-	-
Lim Teik Hoe	1,800	6.0	-	-	1,800	4.5	-	-
Chan Seng Sun	1,800	6.0	-	-	1,800	4.5	-	-
Khor Chee Kong	1,800	6.0	-	-	1,800	4.5	-	-

- 1 Of which, 1,800,000 Shares are registered under HDM Nominees (Tempatan) Sdn Bhd and are held in trust for Goh Hong Lim who is the beneficial owner.
- 2 The Shares are registered under Cartaban Nominees (Asing) Sdn Bhd and are held in trust for Pan Asia which is the beneficial owner.

6. Save as disclosed in Section 7.11, none of the Directors or major shareholders of the Company has any interest, direct or indirect, in the promotion of, or in any assets acquired or proposed to be acquired or disposed of or proposed to be disposed of or leased to or proposed to be leased to the Company or its subsidiary companies within the two (2) years preceding the date of this Prospectus.
7. Save as disclosed in Section 7.11, none of the Directors has any interest in any contract or arrangement, which is in relation to the business of the Group, subsisting at the date of this Prospectus.
8. Save as disclosed below, none of the Directors have any existing or proposed service contracts with the Company or its subsidiaries:-

Director	Service Agreement
Goh Hong Lim	Employment contract with D'nonce Technology to provide services as Managing Director dated 22 December 2000
Law Kim Choon	Employment contract with D'nonce Technology to provide services as Executive Director dated 22 December 2000
Lim Teik Hoe	Employment contract with D'nonce Technology to provide services as Executive Director dated 22 December 2000
Chan Seng Sun	Employment contract with D'nonce Technology to provide services as Executive Director dated 22 December 2000
Chin Yam Sin	Employment contract with D'nonce Technology to provide services as Executive Director dated 22 December 2000

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## 12. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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9. Save for Khazanah, none of the Directors or major shareholders of the Company has any involvement or equity interest, direct or indirect, in any business carrying on a similar or related trade that could be in competition with the Company or its subsidiary companies; and whether is quoted or not quoted on a recognised stock exchange.
10. For the financial year ended 31 August 2000, the aggregate remuneration paid to the Directors for services rendered in all capacities to the Company and its subsidiary companies for the was RM1,637,604. For the financial year ending 31 August 2001, the amount payable to the Directors for services rendered in all capacities to the Company and its subsidiary companies is estimated at RM2,276,214.

### 12.4 GENERAL

1. The nature of the business of the Company is as described under Section 7 of this Prospectus. The corporations which are deemed to be related to the Company by virtue of Section 6 of Act have been disclosed in Section 7.6 of this Prospectus.
2. The date and time of the opening of the Application Lists of the Public and Special Issues are as set out under Section 5.2 of this Prospectus.
3. The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is as set out in Section 13.4 of this Prospectus.
4. Save for the remuneration as set out in Section 7.9.2 of this Prospectus and golf club memberships, no amount or benefit has been paid or given to any of the Promoters within the two (2) years preceding the date of this Prospectus.
5. Save for the representative office in the Republic of Philippines for D'nonce (M), the Company and its subsidiaries have not established a place of business outside Malaysia.
6. Save as disclosed in this Prospectus, the Directors are not aware of any material information including trading factors or risks which are not stated elsewhere in the Prospectus and which are unlikely to be known or anticipated by the general public and which could materially affect the profits of D'nonce Technology or its subsidiary companies.
7. Save as disclosed in this Prospectus, the financial conditions and operations of D'nonce Technology and its subsidiary companies are not affected by any of the following:
  - (a) known trends or known demands, commitments, events or uncertainties that will result in or are reasonably likely to result in D'nonce Technology's or the Group's liquidity increasing or decreasing in any material way;
  - (b) material commitments for capital expenditure;
  - (c) unusual or infrequent events or transactions or any significant economic changes that materially affected the amount of reported income from operations; and
  - (d) known trends or uncertainties that have had or that D'nonce Technology or the Group reasonably expects will have a material favourable or unfavourable impact on revenues or operating income.

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## 12. STATUTORY AND GENERAL INFORMATION *(Cont'd)*

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8. Save as disclosed in this Prospectus, as far as the Directors are aware, D'nonce Technology and its subsidiary companies are not vulnerable to any specific factors or events of a particular nature other than normal commercial risk experienced during the normal course of business.
9. Save for Public and Special Issues, there is no intention on the part of the Directors of the Company to issue any part of the authorised but unissued share capital of the Company as at the date of this Prospectus.
10. Save as disclosed in Sections 5.7 and 5.8, no commissions, discounts, brokerages or other special terms has been granted by the Company within two (2) years immediately preceding the publication of this Prospectus in connection with the issue or sale of shares in the Company or its subsidiary companies.
11. No person has been or is entitled to be given an option to subscribe for any shares or debentures of the Company or its subsidiary companies.
12. Save as disclosed in Section 9.2.2 of this Prospectus, D'nonce Technology and its subsidiary companies, as at the date of this Prospectus, do not have any loan capital outstanding or created but unissued, convertible debt securities, mortgages or charges.

### 12.5 EXPENSES AND COMMISSIONS

1. Underwriting commission is payable by the Company to the Underwriter(s) at the rate of 1.25% of the Issue Price of RM2.00 per Share for the Public and Special Issues being underwritten.
2. Brokerage at the rate of 1.00% of the Issue Price of RM2.00 is payable by the Company in respect of successful applications bearing the stamp of Hwang-DBS, member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia or MIH.
3. An estimated RM1.5 million in respect of expenses and fees incidental to the listing of and quotation for the entire issued and paid-up shares of D'nonce Technology on the Second Board of the KLSE will be borne by the Company.

### 12.6 PUBLIC TAKE-OVERS

During the last financial year and the current financial year up to the date of this Prospectus, 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 companies' shares.

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## 12. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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### 12.7 MATERIAL LITIGATION

Save as disclosed below, neither the Company nor any of its subsidiary companies are engaged in any material litigation, either as plaintiff or defendant, which has a material effect on the financial position of D'nonce Technology or its subsidiary companies and the Directors have no knowledge of any proceedings pending or threatened against the Group, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the position or business of D'nonce Technology and its subsidiary companies.

1. D'nonce (M) v. Applied Magnetic Sdn Bhd ("Defendant")

D'nonce (M) as landlord took action against the Defendant for arrears of rental of a warehouse known as Plot 285, Phase III, Bayan Lepas Free Industrial Zone, 11900 Penang amounting to RM218,977.60. The Defendant has applied to the court to set aside Writ of Distress and for damages for wrongful distress. The Defendant's application was heard on 16 June 2000 and on 21 June 2000. The court decided to set aside the Distress Order and fixed 4 August 2000 for assessment of damages. D'nonce (M) filed an appeal to the High Court against the Sessions Court's decision on 28 June 2000 but the appeal has yet to be fixed for hearing. The hearing for the assessment of damages has been adjourned from 4 August 2000 to 8 December 2000 for mention and adjourned again from 8 December 2000 to 16 March 2001 for mention pending the outcome of the appeal.

### 12.8 MATERIAL CONTRACTS

Save as disclosed below, there are no contracts which are or may be material, not being contracts entered into in the ordinary course of business, which have been entered into by D'nonce Technology and its subsidiary companies during the two (2) years immediately preceding the date of this Prospectus:

1. A Deed of Agreement dated 7 May 1999 made between D'nonce (M) and Red Box (Malaysia) Berhad ("RBMB") whereby RBMB undertakes to enter into a corporate restructuring exercise which includes inter alia, a capital reduction exercise, an informal or a formal scheme of compromise and arrangement with creditors and members of RBMB, a disposal of all the assets and businesses of RBMB, a share-swap whereby the issued and paid-up shares in RBMB shall be exchanged for an allotment of shares in a newly incorporated company ("Newco") and the transfer of the listing status of RBMB on the main Board of the KLSE to Newco, and D'nonce (M) undertakes to procure all its shareholders to transfer all their shares in D'nonce (M) to Newco in exchange for an allotment of shares in Newco upon the restructuring exercise aforementioned being approved by SC;
2. A Deed of Release and Discharge Agreement dated 5 July 1999 made between D'nonce (M) and RBMB whereby both parties agree to revoke and rescind the Deed of Agreement mentioned in paragraph one (1) above;
3. An Agreement dated 10 September 1999 made between Bunga Development Sdn. Bhd. and AV (JB) for the acquisition by AV (JB) of a 1 1/2 storey light industrial factory known as No. 1273 Jalan Sri Putri 3/4 Taman Putri Kulai 81000 Kulai Johor erected on all that piece of land held under Geran 62978 Lot 28373 Mukim of Senai-Kulai District of Johor Bahru State of Johor for a cash consideration of RM268,888;

## 12. STATUTORY AND GENERAL INFORMATION *(Cont'd)*

4. Shares Sale Agreement dated 11 October 2000 between D'nonce Technology and the vendors of D'nonce (M), namely Goh Hong Lim, Khazanah, Pan Asia, Khor Chee Kong, Law Kim Choon, Lim Teik Hoe and Chan Seng Sun for the acquisition by D'nonce Technology of the entire equity interest in D'nonce (M) comprising 7,000,000 ordinary shares of RM1.00 each for a total purchase consideration of RM27,062,723 to be satisfied by the issue of 23,062,723 new Shares in D'nonce Technology at an issue price of approximately RM1.17 per Share;
5. Shares Sale Agreement dated 11 October 2000 between D'nonce Technology and D'nonce (M) for the acquisition by D'nonce Technology of the entire equity interests in AV Industries, AV, D'nonce Electronics, AV Innovation and AV (KL), 75% equity interest in D'nonce (KL), 60% equity interest in AV (JB), 55% equity interests in D'nonce (Johore) and D'nonce (Kelantan) for a total cash consideration of RM4,374,000, satisfied via inter-company balances between D'nonce Technology and D'nonce (M);
6. A Deed of Rescission dated 18 October 2000 between D'nonce Technology and D'nonce (M) whereby both parties agree to revoke and rescind the Shares Sale Agreement mentioned in paragraph five (5) above.
7. Shares Sale Agreement dated 19 October 2000 between D'nonce Technology and D'nonce (M) for the acquisition by D'nonce Technology of the entire equity interests in AV Industries, AV, D'nonce Electronics, AV Innovation and AV (KL), 75% equity interest in D'nonce (KL), 60% equity interest in AV (JB), 55% equity interests in D'nonce (Johore) and D'nonce (Kelantan) for a total cash consideration of RM4,374,000, satisfied via inter-company balances between D'nonce Technology and D'nonce (M);
8. Underwriting agreement dated 29 November 2000 between D'nonce Technology, the Managing Underwriter and the Underwriters mentioned herein for the underwriting of 7,000,000 of the Public Shares for an underwriting commission of 1.25% of the issue price of RM2.00 per Share; and

### 12.9 MATERIAL AGREEMENTS

Save as disclosed below, there are no agreements which are or may be material, being agreements entered into in the ordinary course of business, which have been entered into by D'nonce Technology and its subsidiary companies during the two (2) years immediately preceding the date of this Prospectus:

1. Service agreements dated 22 December 2000 entered between D'nonce Technology separately with Goh Hong Lim, Law Kim Choon, Lim Teik Hoe, Chan Seng Sun and Chin Yam Sin;
2. Insurance Policy by D'nonce (Kelantan), D'nonce (Johore), D'nonce (M), AV Innovation and D'nonce Electronics with the insurer, Lonpac Insurance Berhad.

<b>Policy No.</b>	<b>Type of Policy Terms &amp; Nature of Assets insured</b>	<b>Insured Amount</b>	<b>Period</b>
P/00/PG00/00182	Death/permanent disablement due to accidental injuries incurred by certain employees and directors.	RM4,250,000	1.9.2000 to 31.8.2001



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

## 3. Insurance Policies by AV Industries with the insurer, Lonpac Insurance Berhad.

<b>Policy No.</b>	<b>Type of Policy Terms &amp; Nature of Assets insured</b>	<b>Insured Amount</b>	<b>Period</b>
Fire Policy P/00/FF10/018799	Fire and lightning including special peril. Location: Plot 425, MK1, Tingkat Perusahaan 6A, Prai Free Trade Zone, 13600 Penang. Assets including building, moveable & immovable properties and stock.	RM10,050,000	1.9.2000 to 31.8.2001
P/00/FF10/018820	Fire consequential loss – Location: Plot 425, MK1, Tingkat Perusahaan 6A, Prai Free Trade Zone, 13600 Penang. of business interruption due to fire, lightning or other perils insured under Fire Policy No.P/00/FF10/018799	RM8,390,000	1.9.2000 to 31.8.2001
P/00/GA00/000435	Fire, lightning, accidental damage and theft to machineries. Location: 1652, Mk11, Lorong Perusahaan Maju 7, Taman Perindustrian Bukit Tengah Prai IV, S.P.T., 13600 Penang.	RM3,299,087	10.11.2000 to 31.8.2001

## 4. Insurance Policies by AV with the insurer, Lonpac Insurance Berhad.

<b>Policy No.</b>	<b>Type of Policy Terms &amp; Nature of Assets insured</b>	<b>Insured Amount</b>	<b>Period</b>
P/00/FF10/017512	Fire, lightning including special peril. Location: Perusahaan 1, Kaw MIEL Phase IV, Prai, 13600 Penang. Assets including building, stock and office equipment	RM2,250,000	1.9.2000 to 31.8.2001
P/00/FF10/019013	Fire, lightning including special peril. Location: Perusahaan Maju 7, Taman Perindustrian Bukit Tengah Seberang Prai, 13600 Penang. Building is the asset covered.	RM6,000,000	1.9.2000 to 31.8.2001

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## **12. STATUTORY AND GENERAL INFORMATION (Cont'd)**

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### **12.10 CONSENTS**

1. The written consents of the Adviser, Managing Underwriter, Underwriters, Solicitors, Principal Bankers, Share Registrars, Company Secretary and Issuing House to the inclusion in this Prospectus of their names in the manner and form in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
2. The written consent of the Company's Auditors and Reporting Accountants to the inclusion in this Prospectus of their name, Accountants' Report and letters relating to the consolidated profit forecast for the year ending 31 August 2001 and the proforma consolidated balance sheets as at 31 August 2000 in the manner and form in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.

### **12.11 DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents may be inspected at the registered office of D'nonce Technology during normal business hours for a period of not less than twelve (12) months from the date of this Prospectus:

1. Memorandum and Articles of Association of the Company;
2. The Accountants' Report and Directors' Report as included in Sections 10 and 11 of this Prospectus respectively;
3. The Reporting Accountants' letter relating to the consolidated profit forecast for the year ending 31 August 2001 and the proforma consolidated balance sheets as at 31 August 2000 as included under Sections 9.4 and 9.9 herein respectively;
4. The material contracts referred to in Section 12.8 of this Prospectus;
5. The material agreements referred to in Section 12.9 of this Prospectus;
6. The material litigation referred in Section 12.7 of this Prospectus;
7. The audited accounts of D'nonce Technology for the period from 20 January 2000 to 31 August 2000;
8. The audited accounts of D'nonce (M) for the past five (5) financial years from 31 August 1996 to 31 August 2000;
9. The audited accounts of AV Industries for the financial year ended 31 March 1996, period from 1 April 1996 to 31 August 1997 and for the past three (3) financial years from 31 August 1997 to 31 August 2000;
10. The audited accounts of AV for the past five (5) financial years from 31 August 1996 to 31 August 2000;
11. The audited accounts of D'nonce Electronics for the financial period from 7 November 1995 to 31 December 1996, financial period from 1 January 1997 to 31 August 1997 and three (3) financial years from 31 August 1998 to 31 August 2000;

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## 12. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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12. The audited accounts of D'nonce (KL) for the past five (5) financial years from 31 August 1996 to 31 August 2000;
13. The audited accounts of D'nonce (Johore) for the year ended 31 December 1996, period from 1 January 1997 to 31 August 1997 and three (3) financial years from 31 August 1998 to 31 August 2000;
14. The audited accounts of D'nonce (Kelantan) for the period from 4 April 1995 to 31 August 1996, four (4) financial years from 31 August 1997 to 31 August 2000;
15. The audited accounts of AV Innovation for the period from 12 March 1998 to 31 August 1998, the two (2) financial years from 31 August 1999 and 31 August 2000;
16. The audited accounts of AV (KL) for the financial period from 22 October 1998 (date of incorporation) to 31 August 1999 and the financial year ended 31 August 2000;
17. The audited accounts of AV (JB) for the period from 14 September 1996 to 31 August 1997 and three (3) financial years from 31 August 1998 to 31 August 2000; and
18. The letters of consent referred to herein under Section 12.10 of this Prospectus.

### 12.12 RESPONSIBILITY

This Prospectus (including the profit forecast for the financial year ending 31 August 2001) has been seen and approved by the Directors and Promoters of the Company and they collectively and individually 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 false or misleading statement or other facts the omission of which would make any statement herein false or misleading.

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## 13. PROCEDURE FOR APPLICATION AND ACCEPTANCE

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### 13.1 OPENING AND CLOSING OF APPLICATION LISTS

The application lists for the Public and Special Issue will open at 10.00 a.m. on 12 March 2001 and will remain open until 8.00 p.m. on the same day or for such further period or periods as the Directors of D'nonce Technology in their absolute discretion may decide.

### 13.2 METHODS OF APPLICATION

Application for the Issue Shares may be made using either of the following ways:

- (i) Application Form; or
- (ii) Electronic Share Application.

### 13.3 GENERAL CONDITIONS FOR APPLICATION

The applications shall be made in connection with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of D'nonce Technology.

(i) ***Application by eligible employees and business associates of D'nonce Group***

Applications for the 2,000,000 Issue Shares reserved for eligible employees and business associates of the D'nonce Group must be made only on the **Pink** Application Forms provided and **NOT on any other Application Form or by way of Electronic Share Application.**

(ii) ***Application by the Bumiputra Investors approved by MITI***

Applications for the 3,000,000 Issue Shares reserved for the Bumiputra investors approved by the MITI must be made only on the **White** Application Forms provided and **NOT on any Application Form or by way of Electronic Share Application.**

(iii) ***Application by Malaysian Public***

Applications for the 5,000,000 Issue Shares made available for applications by the Malaysian public must be made on the **White** Application Forms provided or by way of Electronic Share Application.

Directors and employees of MIH and their immediate families are strictly prohibited from applying for the Issue Shares in this exercise.

Only one (1) Application can be made by each applicant. **Multiple applications will not be accepted.**

Each Application must be for 1,000 shares or multiples thereof. The amount payable in full on application is RM 2.00 per Issue Share.

Persons submitting applications by way of Application Forms may not submit applications by way of Electronic Share Applications and vice versa.

A corporation or institution cannot apply for shares by way of Electronic Share Application.

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

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

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

- (a) (i) THE APPLICANT’S NRIC;
  - (ii) CHANGE OF ADDRESS CARD (“RESIT” PENUKARAN KAD PENGENALAN (JPN 1/22); OR
  - (iii) THE APPLICANT’S RESIT PENGENALAN SEMENTARA (JPN 1/9) ISSUED PURSUANT TO PERATURAN 5(5), PERATURAN-PERATURAN PENDAFTARAN NEGARA 1990; AND
- (b) THE RECORDS OF THE MCD; if any

WHERE THE APPLICANT IS A MEMBER OF THE ARMED FORCES OR POLICE, THE NAME AND THE ARMED FORCES OR POLICE PERSONNEL NUMBER, AS THE CASE MAY BE, OF THE APPLICANT MUST BE EXACTLY THE SAME AS STATED IN HIS/HER AUTHORITY CARD AND THE ADDRESS OF THE APPLICANT MUST BE THE ADDRESS OF THE APPLICANT’S RESPECTIVE CAMP/BASE/STATION.

IN THE CASE OF A CORPORATE/INSTITUTIONAL APPLICANT, THE NAME AND THE CERTIFICATE OF INCORPORATION NUMBER OF THE APPLICANT MUST BE EXACTLY THE SAME AS THE APPLICANT’S CERTIFICATE OF INCORPORATION AND THE ADDRESS MUST BE EXACTLY THE SAME AS THE REGISTERED ADDRESS

#### 13.4 APPLICATIONS USING APPLICATION FORMS

##### (i) Application Forms

The following relevant Application Forms issued with their notes and instructions are enclosed with this Prospectus and are deemed to form part hereof:

- (a) **Pink** Application Forms for application by eligible employees and business associates of the D’nonce Group; and
- (b) **White** Application Forms for application by Bumiputera investors approved by the MITI and Malaysian citizens, companies societies, co-operatives and institutions of which at least 30% is to be set aside strictly for Bumiputera individuals, companies, societies, co-operatives and institutions.

**White** Applications Forms together with copies of this Prospectus may be obtained, subject to availability, from Hwang-DBS, member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia or MIH.

The Prospectus together with the Application Forms and the official envelopes are also printed in the 26 February 2001 issue of The Star and Utusan Malaysia.

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

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**(ii) Terms and Conditions of Applications Using Application Forms**

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

- (a) Application for the Issue Shares must be made on the Application Form issued together with this Prospectus and must be completed in accordance with the notes and instructions printed on the reverse side of the Application Form and this Prospectus. In accordance with Section 44 of the Securities Commission Act 1993, 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.
- (b) EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCES IN RINGGIT MALAYSIA FOR THE FULL AMOUNT PAYABLE BY:-
  - (A) BANKER'S DRAFT OR CASHIER'S ORDER PURCHASED WITHIN MALAYSIA ONLY AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
  - (B) CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES IN MALAYSIA AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
  - (C) MONEY ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
  - (D) GUARANTEED GIRO ORDER ("GGO") FROM BANK SIMPANAN NASIONAL MALAYSIA BERHAD (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR

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

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(E) ATM STATEMENT OBTAINED FROM:-

- ALLIANCE BANK MALAYSIA BERHAD;
- ARAB-MALAYSIAN BANK BERHAD;
- ARAB-MALAYSIAN FINANCE BERHAD;
- ASIA COMMERCIAL FINANCE (M) BERHAD;
- BUMIPUTERA-COMMERCE BANK BERHAD (*formerly known as Bank of Commerce (M) Berhad*);
- BANK UTAMA (MALAYSIA) BERHAD;
- EON BANK BERHAD;
- EON FINANCE BERHAD;
- HOCK HUA BANK BERHAD;
- HOCK HUA FINANCE CORPORATION BERHAD;
- HONG LEONG BANK BERHAD;
- HONG LEONG FINANCE BERHAD;
- MALAYAN BANKING BERHAD;
- MAYBAN FINANCE BERHAD;
- MBF FINANCE BERHAD;
- PHILEO ALLIED BANK (MALAYSIA) BERHAD;
- PUBLIC BANK BERHAD;
- PUBLIC FINANCE BERHAD;
- RHB BANK BERHAD;
- SOUTHERN BANK BERHAD; OR
- UNITED MERCHANT FINANCE BERHAD.

AND MUST BE MADE OUT IN FAVOUR OF

**MIH SHARE ISSUE ACCOUNT NUMBER 195**

AND CROSSED “A/C PAYEE ONLY” (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM).

APPLICATIONS ACCOMPANIED BY ANY MODE OF PAYMENT 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 ON THE APPLICATION FORMS.

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

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

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- (e) The Directors of D'nonce Technology reserve the right to require any successful applicant to appear in person at the registered office of MIH within fourteen (14) days of the date of the notice issued to him/her to ascertain the regularity or propriety of the application. The Board of the Company shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (f) The Directors of D'nonce Technology reserve the right to reject applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.
- (g) The Directors of D'nonce Technology reserve the right not to accept any application or to accept any application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the Issue Shares to a reasonable number of applicants with a view to establishing an adequate market for the Shares.
- (h) Where an application is not accepted in full or in part, the full amount or the balance of the application monies, without interest, will be returned 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 by registered post at the address shown on the Application Form at the applicant's own risk.
- (i) MIH reserves the right to bank in all application monies from unsuccessful Bumiputera applicants and partially successful applicants, which would subsequently be refunded without interest by registered post.
- (j) Each completed Application Form accompanied by the appropriate remittance and legible photocopy of the relevant documents must be despatched by **ORDINARY POST** in the official envelopes provided, to the following address:

Malaysian Issuing House Sdn. Bhd.  
27<sup>th</sup> Floor, Menara Multi-Purpose  
Capital Square, No. 8 Jalan Munshi Abdullah,  
50100 Kuala Lumpur  
P.O. Box 13239  
50804 Kuala Lumpur

or **DELIVERED BY HAND AND DEPOSITED** in the Drop-In-Boxes provided at the back portion of Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur so as to arrive not later than 8.00 p.m. on 12 March 2001.

Applications may also be delivered in a drive-in manner at Stadium Hoki Tun Razak, Jalan Duta, Kuala Lumpur on 12 March 2001 between 8.30 a.m. to 8.00 p.m. only.

- (k) PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE FORM OF APPLICATION TO MIH.



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


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**13.5 APPLICATIONS VIA ELECTRONIC SHARE APPLICATIONS**
**(i) Steps for Electronic Share Application through a Participating Financial Institution's ATM**

- (a) An applicant must have an account with a Participating Financial Institution (as detailed in Section 13.5(ii) below) and an ATM card issued by that Participating Financial Institution to access the account;
- (b) An applicant must have a CDS account;
- (c) An applicant is to apply for the Issue Shares via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application is set out on Section 13.5(iii) under the terms and conditions for Electronic Share Applications. An applicant is to enter at least the following information through the ATM where the instructions on the ATM screen at which he/she enters his/her Electronic Share Application requires him/her to do so:
  - Personal Identification Number (PIN);
  - **MIH Share Issue Account Number 195;**
  - CDS account number;
  - Number of Issue Shares applied for and/or the Ringgit amount to be debited from the account; and
  - Confirmation of several mandatory statements.

**(ii) Participating Financial Institutions**

Electronic Share Application may be made through an ATM of the following Participating Financial Institutions and their branches:

- ARAB-MALAYSIAN BANK BERHAD;
- ARAB-MALAYSIAN FINANCE BERHAD;
- BUMIPUTRA-COMMERCE BANK BERHAD  
(formerly known as Bank of Commerce (M) Berhad)  
(at selected branches in Klang Valley only);
- EON BANK BERHAD (at selected branches only);
- HSBC BANK MALAYSIA BERHAD;
- MALAYAN BANKING BERHAD;
- MAYBAN FINANCE BERHAD;
- OCBC BANK (MALAYSIA) BERHAD; or
- STANDARD CHARTERED BANK MALAYSIA BERHAD;  
(at selected branches only)

**(iii) Terms and Conditions for Electronic Share Applications**

The procedures for Electronic Share Applications at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions (the “**Step**”). For illustration purposes, the procedures for Electronic Share Applications at ATMs are set out in “**Steps for Electronic Share Application through a Participating Financial Institution's ATM**” in Section 13.5(i) of this Prospectus. The Steps set out the actions that the applicant must take at the ATM to complete an Electronic Share Application. Please read carefully the terms of this Prospectus, the Steps and the terms and conditions for Electronic Share Applications set out below before making an Electronic Share Application. Any reference to the “**applicant**” in the terms and conditions for Electronic Share Applications and the Steps shall mean the applicant who applies for shares through an ATM of any of the Participating Financial Institutions.

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

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In the case of Electronic Share Applications, only an applicant who is an individual with a CDS Account is eligible to utilise the facility.

The applicant must have an existing bank account with, and be an ATM cardholder of, one of the Participating Financial Institutions before he/she can make an Electronic Share Application at an ATM of the Participating Financial Institution. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for shares at an ATM belonging to other Participating Financial Institutions. Upon the completion of his/her Electronic Share Application transaction, the applicant will receive a computer-generated transaction slip ("**Transaction Record**"), confirming the details of his/her Electronic Share Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Share Application or any data relating to such an Electronic Share Application by the Company or MIH. The Transaction Record is for retention by the applicant and should not be submitted with any Application Form.

Upon the closing of the offer for the application for the Issue Shares on 12 March 2001 at 8.00 p.m. ("**Closing Date and Time**"), the Participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the Issue Shares to MIH as soon as practicable but not later than 12.00 p.m. of the 2<sup>nd</sup> business day after the Closing Date and Time.

An applicant will be allowed to make an Electronic Share Application for shares via an ATM that accepts the ATM cards of the Participating Financial Institution with which he/she has an account and its branches, subject to the applicant making only one (1) application.

AN APPLICANT MUST ENSURE THAT HE/SHE USES HIS/HER OWN CDS ACCOUNT NUMBER WHEN MAKING AN ELECTRONIC SHARE APPLICATION. AN APPLICANT OPERATING A JOINT ACCOUNT WITH ANY PARTICIPATING FINANCIAL INSTITUTION MUST ENSURE THAT HE/SHE ENTERS HIS/HER OWN CDS ACCOUNT NUMBER WHEN USING AN ATM CARD ISSUED TO HIM/HER IN HIS/HER OWN NAME. HIS/HER APPLICATION WILL BE REJECTED IF HE/SHE FAILS TO COMPLY WITH THE FOREGOING.

The Electronic Share Application shall be made on, and subject to, the terms and conditions contained in Section 13.3 and Section 13.5 as well as the terms and conditions appearing below:-

- (a) The Electronic Share Application shall be made in connection with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of the Company.
- (b) The applicant is required to confirm the following statements (by depressing pre-designated keys or buttons on the ATM keyboard) and undertake that the following information given is true and correct:-
  - I have attained 18 years of age as at the closing date of the share application;
  - I am a Malaysian citizen residing in Malaysia;
  - I have read the relevant Prospectus and understood and agreed with the terms and conditions of this application;
  - This is the only application that I am submitting; and
  - I hereby give consent to the Participating Financial Institution and MCD to disclose information pertaining to myself and my account with the Participating Financial Institution and MCD to MIH and other relevant authorities.

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

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The application will not be successfully completed and cannot be recorded as a completed transaction at the ATM unless the applicant completes all the steps required by the Participating Financial Institution. By doing so, the applicant shall be treated as signifying his/her confirmation of each of the above statements as well as giving consent in accordance with the relevant laws of Malaysia including Section 97 of the Banking and Financial Institutions Act 1989 and Section 45 of the Securities Industry (Central Depositories) Act 1991 to the disclosure by the relevant Participating Financial Institution or MCD, as the case may be, of any of the applicant's particulars to MIH, or any relevant regulatory bodies.

- (c) THE APPLICANT CONFIRMS THAT HE/SHE IS NOT APPLYING FOR SHARES AS NOMINEE OF ANY OTHER PERSON AND THAT ANY ELECTRONIC SHARE APPLICATION THAT HE/SHE MAKES IS MADE BY HIM/HER AS BENEFICIAL OWNER. THE APPLICANT SHALL ONLY MAKE ONE (1) ELECTRONIC SHARE APPLICATION AND SHALL NOT MAKE ANY OTHER APPLICATION FOR THE SAID SHARES, WHETHER AT THE ATMS OF ANY PARTICIPATING FINANCIAL INSTITUTION OR ON THE PRESCRIBED APPLICATION FORMS.
- (d) The applicant must have sufficient funds in his/her account with the relevant Participating Financial Institution at the time he/she makes his/her Electronic Share Application, failing which his/her Electronic Share Application will not be completed. Any Electronic Share Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Share Application is being made will be rejected.
- (e) The applicant agrees and undertakes to subscribe for or purchase and to accept the number of shares applied for as stated on the Transaction Record or any lesser number of shares that may be allotted or allocated to him/her in respect of his/her Electronic Share Application. In the event that the Company decides to allot or allocate any lesser number of such shares or not to allot or allocate any shares to the applicant, the applicant agrees to accept any such decision as final. If the applicant's Electronic Share Application is successful, his/her confirmation (by his/her action of pressing the designated key on the ATM) of the number of shares applied for shall signify, and shall be treated as, his/her acceptance of the number of shares that may be allotted or allocated to him/her and to be bound by the Memorandum and Articles of Association of D'nonce Technology.
- (f) The Company reserves the right to reject any Electronic Share Application or accept any Electronic Share Application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the Issue Shares to a reasonable number of applicants with a view to establishing an adequate market for the D'nonce Technology Shares.
- (g) Where an Electronic Share Application is not successful or successful in part only, the relevant Participating Financial Institution will be informed of the non-successful or partially successful applications. Where an Electronic Share Application is not successful, the relevant Participating Financial Institution will credit the full amount of the application monies without interest into the applicant's account with that Participating Financial Institution within two (2) market days after the receipt of confirmation from MIH. MIH shall inform the Participating Financial Institutions of the non-successful or partially successful applications within two (2) market days after the balloting date. The applicant may check his/her account on the fifth (5<sup>th</sup>) market day from the balloting date.

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


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Where an Electronic Share Application is successful in part only, the relevant Participating Financial Institution will credit the balance of the application monies without interest into the applicant's account with the Participating Financial Institution within two (2) market days after the receipt of confirmation from MIH. A number of applications will, however, be held in reserve to replace any successfully balloted applications which are subsequently rejected. For such applications which are subsequently rejected, the application monies without interest will be refunded to applicants by MIH by way of cheques issued by MIH. The cheques will be issued not later than 21 days from the day of the final ballot of the application list.

Should applicants encounter any problems in their applications, they may refer to the Participating Financial Institutions.

- (h) The applicant requests and authorises the Company:-
- to credit the shares allotted or allocated to the applicant into the CDS account of the applicant; and
  - to issue share certificate(s) representing such shares allotted or allocated in the name of MCD Nominees Sdn Bhd and send the same to MCD.
- (i) The applicant, acknowledging that his/her Electronic Share Allocation is subject to the risks of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond the control of D'nonce Technology, MIH or the Participating Financial Institution, irrevocably agrees that if:-
- D'nonce Technology or MIH does not receive the applicant's Electronic Share Application; and
  - data relating to the applicant's Electronic Share Application is wholly or partially lost, corrupted or not otherwise accessible, or not transmitted or communicated to the Company or MIH,
- the applicant shall be deemed not to have made an Electronic Share Application and the applicant shall not claim whatsoever against the Company, MIH or the Participating Financial Institutions for the shares applied for or for any compensation, loss or damage.
- (j) All particulars of the applicant in the records of the relevant Participating Financial Institution at that time he/she makes his/her Electronic Share Application shall be deemed to be true and correct and the Company, MIH and the relevant Participating Financial Institution shall be entitled to rely on the accuracy thereof.
- (k) The applicant shall ensure that his/her personal particulars as recorded by both MCD and the relevant Participating Financial Institution are correct and identical. Otherwise, his/her Electronic Share Application is liable to be rejected. The applicant must inform MCD promptly of any change in address failing which the notification letter of successful allotment or allocation will be sent to his/her registered address last maintained with MCD.
- (l) By making and completing an Electronic Share Application, the application agrees that:-
- (i) in consideration of the Company agreeing to allow and accept the making of any application for Issue Shares via the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, his/her Electronic Share Application is irrevocable;

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

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- (ii) the Company, the Participating Financial Institutions, MCD and MIH shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his/her Electronic Share Application to the Company due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
  - (iii) notwithstanding the receipt of any payment by or on behalf of the Company, the acceptance of the offer made by the applicant to subscribe and purchase the shares for which the applicant's Electronic Share Application has been successfully completed shall be constituted by the issue of notices of successful allotment for prescribed securities, in respect of the said shares;
  - (iv) the applicant irrevocably authorises MCD to complete and sign on his/her behalf as transferee or renounee any instrument of transfer and/or other documents required for the issue or transfer of the shares allotted or allocated to the applicant; and
  - (v) the Company agrees that, in relation to any legal action or proceedings arising out of or in connection with the contract between the parties and/or Electronic Share Application Scheme and/or terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that the Company irrevocably submits to the jurisdiction of the Courts of Malaysia.
- (m) The Directors of D'nonce Technology reserve the right to require any successful applicant to appear in person at the registered office of MIH within fourteen (14) days of the date of the notice issued to him/her to ascertain the regularity or propriety of the application. The Directors of D'nonce Technology shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (n) The Directors of D'nonce Technology reserve the right to reject applications which do not conform to these instructions.
- (o) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institution.

#### 13.6 APPLICATION AND ACCEPTANCE

The Directors of D'nonce Technology reserve the right not to accept any application which, does not strictly comply with the instructions, or to accept any application in part only without assigning any reason therefor.

THE SUBMISSION OF AN APPLICATION DOES NOT NECESSARILY MEAN THAT THE APPLICATION WILL BE SUCCESSFUL.

In the event of over-subscription, acceptance of applications will be subject to ballot to be conducted in the manner as approved by the Directors of D'nonce Technology. Due consideration will be given to the desirability of distributing the Public Issue to a reasonable number of applicants with a view to broadening the shareholding base of the Company and to establish an adequate market in the Shares of the Company.

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

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In the event of an under-subscription by the Malaysian public, the Public Issue Shares not applied for will be made available for subscription by the Underwriters in proportions stipulated in the Underwriting Agreement dated 29 November 2000.

Acceptance of application will be made in a manner so as to comply with the SC's shareholding spread requirements that at least 25% of the issued and paid-up share capital is in the hands of public shareholders and a minimum number of 750 public shareholders (at least 500 of which shall not be employees of the D'nonce Group) holding not less than 1,000 shares each. Applicants will be selected in a manner to be determined by the Directors of D'nonce Technology. In the event the shareholding spread is not met, the Company may not be allowed to proceed with its listing.

WHERE AN APPLICATION IS REJECTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, WILL BE RETURNED WITHOUT INTEREST AND SHALL BE DESPACHED 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.

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

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

#### 13.7 CDS ACCOUNT

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

In the case of an application by way of an Application Form, an applicant should state his/her CDS Account number in the space provided on the Application Form if he/she presently has such an account. Where an applicant does not presently have a CDS Account, he/she should state in the Application Form his/her preferred ADA Code in the space provided. Where an applicant already has a CDS Account he/she should not complete the preferred ADA Code.

If a successful applicant fails to state either his/her CDS Account number or his/her preferred ADA code, the Company may, in the exercise of its absolute discretion, instruct MIH to insert a preferred ADA Code on the Application Form and further instruct MCD to open a CDS Account on the applicant's behalf at the specified ADA and credit the shares allotted to the successful applicant into the successful applicant's CDS Account.

In the case of an application by way of Electronic Share Application, only an applicant who has a CDS Account can make an Electronic Share Application and the applicant shall furnish his/her CDS Account Number to the Participating Financial Institution or by way of keying in his/her CDS Account Number if the instructions on the ATM screen at which he/she enters his/her Electronic Share Application requires him/her to do so.

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

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Failure to comply with these specific instructions as the Electronic Share Application requires or inaccuracy in the CDS account number or the preferred ADA Code may result in the application being rejected. The Directors of D'nonce Technology reserves the right to reject any incomplete or inaccurate application. Applications may also be rejected if the applicant's particulars provided in their Application Forms, or in the case of Electronic Share Applications, if the records of the Participating Financial Institutions at the time of making the Electronic Share Applications differ from those in MCD's records, such as the identity card number, names and nationalities.

**13.8 NOTICE OF ALLOTMENT**

Issue Shares allotted to all successful applicants will be credited to their respective CDS Accounts. A notice of successful allotment will be despatched to the successful applicant at his/her address shown in the Application Form at the applicant's own risk within thirty (30) days after the final ballot of the application list.

For Electronic Share Applications, the notice of allocation will be dispatched to the successful or partially successful applicant at his/her address last maintained with the MCD at the applicant's own risk within thirty (30) days after the final ballot of the application list. This is the only acknowledgement of acceptance of the application.

**13.9 FORMALISING OF CDS ACCOUNTS**

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

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**14. LIST OF AUTHORISED DEPOSITORY AGENTS**


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**List of ADA**

A list of the ADA (Broker) Codes is as follows:-

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
<b><u>KUALA LUMPUR</u></b>		
AFFIN-UOB SECURITIES SDN BHD	Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No.: 03-2438668	028-001
ARAB-MALAYSIAN SECURITIES SDN BHD	15 <sup>th</sup> Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2382788	086-001
BBMB SECURITIES SDN BHD	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	1 <sup>st</sup> & 2 <sup>nd</sup> Floor, Podium Block Bangunan AMDB 1, Jalan Lumut 50350 Kuala Lumpur Tel No.:03-40433533	024-001
CIMB SECURITIES SDN BHD	9 <sup>th</sup> Floor, Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel No.: 03-2532288	065-001
FIMA SECURITIES SDN BHD	No 45-14 Plaza Level & Level 1 Plaza Damansara Jalan Medan Setia Satu Damansara Heights 50490 Kuala Lumpur Tel No.: 03-2549966	018-001
HLG SECURITIES SDN BHD	Level 5, Wisma Kia Peng No. 3, Jalan Kia Peng 50450 Kuala Lumpur Tel No.: 03-21681168	066-001
INTER-PACIFIC SECURITIES SDN BHD	Level 7, Menara Shahzan-Insas Tower 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No.: 03-2441888	054-001



**14. LIST OF AUTHORISED DEPOSITORY AGENTS (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
JUPITER SECURITIES SDN BHD	7 <sup>th</sup> -9 <sup>th</sup> Floor, Menara Olympia 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2041888	055-001
K & N KENANGA BERHAD	8 <sup>th</sup> Floor, Pemas International Building 801, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No.: 03-21649080	073-001
KAF SEAGROATT & CAMPBELL SECURITIES SDN BHD	26 <sup>th</sup> – 30 <sup>th</sup> Floor The Weld Tower 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-2081600	053-001
KUALA LUMPUR CITY SECURITIES SDN BHD	Lot 3.07, Level 3 Bangunan Angkasaraya Jalan Ampang 50450 Kuala Lumpur Tel No.: 03-2449322	076-001
LEONG & COMPANY SDN BHD	Level 18, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No.: 03-2928899	061-001
MAYBAN SECURITIES SDN BHD	30 <sup>th</sup> Floor, Menara Maybank 100, Jalan Tun Perak 50050 Kuala Lumpur Tel No.: 03-2323822	098-001
MGI SECURITIES SDN BHD	1 <sup>st</sup> & 2 <sup>nd</sup> Floor Wisma MGIC 38, Jalan Dang Wangi 50100 Kuala Lumpur Tel No.: 03-2911889	052-001
MIDF SISMA SECURITIES SDN BHD	17 <sup>th</sup> & 18 <sup>th</sup> Floor, Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-21668888	026-001
OSK SECURITIES BERHAD	10 <sup>th</sup> Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No.: 03-21624388	056-001
PB SECURITIES SDN BHD	27 <sup>th</sup> Floor, Bangunan Public Bank 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No.: 03-2013011	051-001

**14. LIST OF AUTHORISED DEPOSITORY AGENTS (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
PM SECURITIES SDN BHD	Ground Mezzanine & 1 <sup>st</sup> Floor Menara Pengkalen No. 2, Jalan Changkat Ceylon 50200 Kuala Lumpur Tel No.: 03-2448055	064-001
RASHID HUSSAIN SECURITIES SDN BHD	Level 9, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-9852233	087-001
SIME SECURITIES SDN BHD	21th Floor, Bangunan Sime Bank 4 Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No.: 03-22749288	097-001
TA SECURITIES BERHAD	TA One Tower 22, Jalan P.Ramlee 50250 Kuala Lumpur Tel No.: 03-2321277	074-001
<b><u>SELANGOR DARUL EHSAN</u></b>		
AMSTEEL SECURITIES (M) SDN BHD	2 <sup>nd</sup> , 3 <sup>rd</sup> & 4 <sup>th</sup> Floor Wisma Amsteel Securities 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No.: 03-33439999	080-001
HWANG-DBS SECURITIES BERHAD (Shah Alam Branch)	16 <sup>th</sup> , 18 <sup>th</sup> – 20 <sup>th</sup> Floor, Plaza Masalam 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No.: 03-55133288	068-002
JF APEX SECURITIES BERHAD (Petaling Jaya Branch)	68, Jalan 52/6, New Town Centre Po.box 561 46770 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7555777	079-002
JF APEX SECURITIES BERHAD	3 <sup>rd</sup> Floor, Wisma Apex 145A-C, Jalan Bukit 43007 Kajang Selangor Darul Ehsan Tel No.: 03-87361118	079-001
MOHAIYANI SECURITIES SDN BHD	2 <sup>nd</sup> & 3 <sup>rd</sup> Floor Plaza Damansara Utama No. 2 Jalan SS 21/60 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-77297345	095-001

**14. LIST OF AUTHORISED DEPOSITORY AGENTS (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
SJ SECURITIES SDN BHD	Level 3, Holiday Villa No 9, Jalan SS 12/1 Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-7340202	096-001
<b><u>MELAKA</u></b>		
MALACCA SECURITIES SDN BHD	No. 1, 3, & 5, Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang P. O. Box 248 75250 Melaka Tel No.: 06-3371533	012-001
OSK SECURITIES (MELAKA) SDN BHD	579, 580 – 581 A & B Taman Melaka Raya 75000 Melaka Tel No.: 06-2825211	072-001
STRAITS SECURITIES SDN BHD	Lot 9 & 10, 1 <sup>st</sup> Floor Bangunan Tabung Haji Jalan Bandar Kaba P.O. Box 209 75740 Melaka Tel No.: 06-2833622	011-001
<b><u>PERAK DARUL RIDZUAN</u></b>		
BOTLY SECURITIES SDN BHD	1 <sup>st</sup> Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No.: 05-2531313	058-001
KIN KHOON & CO SDN BHD	23 & 25 Wisma Kota Emas Jalan Dato' Tahwil Azhar P. O. Box 421 30300 Ipoh Perak Darul Ridzuan Tel No.: 05-2543311	017-001
MBf NORTHERN SECURITIES SDN BHD	No. 71, Jalan Lim Bo Seng 30300 Ipoh Perak Darul Ridzuan Tel No.: 05-2548999	067-001
M & A SECURITIES SDN BHD	M & A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No.: 05-2419800	057-001

**14. LIST OF AUTHORISED DEPOSITORY AGENTS (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
PHILEO ALLIED SECURITIES SDN BHD	63, Persiaran Greenhill Wisma Phileo 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2558233	071-001
PREMIER CAPITAL SECURITIES SDN BHD	Wisma Premier Capital 21 – 25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2415100	082-001
SBB SECURITIES SDN BHD	51 – 53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2530888	090-001
HWANG-DBS SECURITIES BERHAD	21, Jalan Stesen 30400 Taiping Perak Darul Ridzuan Tel No.: 05-8066688	068-003
<b><u>PULAU PINANG</u></b>		
AA ANTHONY & COMPANY SDN BHD	No. 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No.: 04- 2299318	014-001
HWANG-DBS SECURITIES BERHAD	Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Penang Tel No.: 04-2636996	068-001
KE-ZAN SECURITIES SDN BHD	1 <sup>st</sup> – 4 <sup>th</sup> Floor Wisma Ke-Zan 64, Bishop Street 10200 Pulau Pinang Tel No.: 04-2634222	085-001
MERCURY SECURITIES SDN BHD	2 <sup>nd</sup> Floor, Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai Pulau Pinang Tel No.: 04-3322123	093-001
SMITH ZAIN SECURITIES SDN BHD	7 <sup>th</sup> & 8 <sup>th</sup> Floors, PSCI Tower 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No.: 04-2283355	016-001
SOON THEAM SECURITIES SDN BHD	No. 111, Jalan Macalister 10400 Pulau Pinang Tel No.: 04-2281868	060-001

**14. LIST OF AUTHORISED DEPOSITORY AGENTS (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
THONG & KAY HIAN SECURITIES SDN BHD	Level 5 & 6, Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No.: 04-2635481	070-001
UT SECURITIES SDN BHD	12 <sup>th</sup> Floor, Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel No.: 04-2626644	059-001
<b><u>KEDAH DARUL AMAN</u></b>		
ALOR SETAR SECURITIES SDN BHD	Lot T-30, 2 <sup>nd</sup> Floor Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No.: 04-7317088	094-001
<b><u>PERLIS INDRA KAYANGAN</u></b>		
UPEN SECURITIES SDN BHD	2 <sup>nd</sup> Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel No.: 04-9766315	023-001
<b><u>NEGERI SEMBILAN DARUL KHUSUS</u></b>		
MALPAC SECURITIES SDN BHD	1 <sup>st</sup> , 2 <sup>nd</sup> and 3 <sup>rd</sup> Floors 19, 20 & 21 Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7623131	063-001
PAN MALAYSIA EQUITIES SDN BHD	2 <sup>nd</sup> , 9 <sup>th</sup> & 10 <sup>th</sup> Floor Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7638999	084-001
<b><u>JOHOR DARUL TAKZIM</u></b>		
ENG SECURITIES SDN BHD	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No.: 07-2231211	081-001
JB SECURITIES SDN BHD	Level 6, 7, & 8 Menara Sarawak Enterprise No.5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No.: 07-3332000	078-001

**14. LIST OF AUTHORISED DEPOSITORY AGENTS (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
KESTREL SECURITIES SDN BHD	No. 57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel No.: 06-9532222	088-001
PENINSULA SECURITIES SDN BHD	Level 2, Menara Pelangi Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3333600	077-001
HWANG-DBS SECURITIES (JOHOR BAHRU) SDN BHD	Podium 2A & 3 Menara Ansar 65 Jalan Trus 80000 Johor Bahru Johor Darul Takzim Tel No.: 07-2222692	027-001
SOUTH JOHOR SECURITIES SDN BHD	3 <sup>rd</sup> Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-4317033	069-001
<b><u>PAHANG DARUL MAKMUR</u></b>		
KUALA LUMPUR CITY SECURITIES SDN BHD	A-397, A-399 & A-401 Taman Sri Kuantan III Jalan Berserah 25300 Kuantan Pahang Darul Makmur Tel No.: 09-5660800	076-002
<b><u>KELANTAN DARUL NAIM</u></b>		
KOTA BHARU SECURITIES SDN BHD	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No.: 09-7433388	075-001
<b><u>TERENGGANU DARUL IMAN</u></b>		
FA SECURITIES SDN BHD	3 <sup>rd</sup> Floor, Wisma UMNO Jalan Masjid Abidin 20100 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-6238128	021-001
PTB SECURITIES SDN BHD	1 <sup>st</sup> , 2 <sup>nd</sup> & 3 <sup>rd</sup> Floor No. 61, Jalan Sultan Ismail P.O. Box 151 Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-6235767	025-001

**14. LIST OF AUTHORISED DEPOSITORY AGENTS (Cont'd)**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
<b><u>SABAH</u></b>		
INNOSABAH SECURITIES BERHAD	11, Equity House, Block K Sadong Jaya, Karamunsing 88100 Kota Kinabalu Sabah Tel No.: 088-234090	020-001
<b><u>SARAWAK</u></b>		
SARAWAK SECURITIES SDN BHD	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No.: 082-338000	019-001
SARAWAK SECURITIES SDN BHD	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri, Sarawak Tel No.: 085-435577	019-002
BORNEO SECURITIES SDN BHD	12G, Jalan Kampung Datuk 96000 Sibu Sarawak Tel.No.:084-319998	030-001
<b><u>WILAYAH PERSEKUTUAN LABUAN</u></b>		
LABUAN SECURITIES SDN BHD	Level 2, Wisma Oceanic Jalan OKK Awang Besar 87007 Wilayah Persekutuan Labuan Tel. No.: 087-410621	022-001

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