

**12. VALUATION CERTIFICATE**

*(Prepared for inclusion in this Prospectus)*

**Raine & Horne  
International  
Zaki + Partners** Sdn  
Bhd

Suite 2-43, 2nd Floor,  
Kompleks Bagan,  
Jalan Jetty Lama,  
12200 Butterworth, Pulau Pinang.

Tel. No : 04-3324396 04-3325072  
04-3237048 04-3237051  
Fax No : 604-3317452  
e-mail : rhizpbw@po.jaring.my  
http : www.jaring.my/rhizp



(Company No: 99440-T)

Chartered Surveyors, Registered Valuers, Property Consultants, Project Managers, Estate Agents & Auctioneers.  
Jurukur Berkanun, Juru-Juru Nilai Berdaftar, Perunding Hartanah, Pengurus Projek, Agen-Agen Hartanah & Juru-Juru Lelong.

Our Ref: VBW(KD) 99.414(SC)

**PRIVATE & CONFIDENTIAL**

17<sup>th</sup> September 2001  
28 Jamadilakhir 1422

The Board of Directors,  
**Acoustech Berhad**,  
Suite 1701, 17<sup>th</sup> Floor,  
Wisma Hamzah-Kwong Hing,  
No. 1, Leboh Ampang,  
50100 KUALA LUMPUR

Dear Sirs,

**ACOUSTECH BERHAD ("Acoustech")  
Prospectus in relation to the listing and quotation of the entire issued and paid-up capital  
of Acoustech on the Second Board of the Kuala Lumpur Stock Exchange**

This letter has been prepared for the inclusion in the prospectus to be dated 27 September 2001 in connection with the public issue of 12,000,000 new ordinary shares of RM1.00 each in Acoustech at an issue Price of RM1.60 per ordinary share.

In accordance with your instructions, we have assessed the Market Value of the landed properties set out herewith vide our Valuation Report under reference VBW (KD) 99.414(SC).

We have inspected the properties and have taken the date of inspection as at 16 December 1999 as the date of valuation.

The Valuation report has been prepared based on the Guidelines on Assets Valuation For Submission to the Securities Commission and professional standards prescribed by the Board of Valuers, Appraisers & Estate Agents and other professional bodies.

The basis of the valuation is the Market Value of the subject properties. The Comparison Method has been adopted as the main approach in arriving at the Market Value. The Market Value is the best estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties has each acted knowledgeably, prudently and without compulsion.

Having inspected the properties and conducted the necessary investigations, we are of the opinion that the Market Value of the leasehold interest with an unexpired term of 50 years in the properties with the benefit of vacant possession and subject to their titles being free from all encumbrances is **RM4,100,000** (Ringgit Malaysia Four Million And One Hundred Thousand Only).



Zaid N. Said JP BSc (London), FISM, Wong Yin Fook BSc (London), MISM, ARICS, Chou Yee Seng BSc (Singapore), MISM, Tan Lee Kang BSc, MISM, FRICS, IRRV, MIMgr. (UK), Izzan Hamzah Omar Hamzah BSc (London) MISM, Beok Chek Hai FISM, FRICS, IRRV, Tajul Ariffin Mohd Idris MBS (Dubai), Adv. Dip. Est. Mgr. MISM, Jacob Lim Hoong Teong MBA (UK), MISM, ARICS, Ganesh Chinnappan B. Surv. (Hons) Prop. Mgt., MISM, Lim Lian Heng B. Land Econ. (UK), FISM, Ho Sak Chuan Assoc. Dip. Valuation (Aust.), MISM, Michael Gan Thuan Peng B. Sc. Valuation & Land Econ., MISM, Joseph Chei Thiam Hoo BSc (Hons), MISM, ARICS, Azmi Omar BSc (Hons), Land Mgt. (Reading), MISM, Ramli Osman B. Sc. (Hons) Land Mgt. (Reading), FISM, Stephen Ng Kho Yui MISM

KUALA LUMPUR (03) 2980911	ALOR SETAR (04) 7315078	PULAU PINANG (04) 2638093	BUTTERWORTH (04) 3324336	IPCH (05) 2532804	KLANG (03) 33420193	PETALING JAYA (03) 7055451	SUBANG JAYA (03) 7319668
SEREMBAN (06) 7839510	MELAKA (06) 2848322	KUANTAN (09) 5157100	JOHOR BAHRU (07) 3863791	K. KINABALU (083) 266520	MIRI (085) 428713	KUCHING (082) 235226	
SYDNEY (02) 92585400	HONG KONG 27308212	JAPAN (3) 32970661	SINGAPORE (02) 3387668	NEW ZEALAND (4) 8017739	FIJI 300371		

Associate & Representative offices throughout Asia Pacific, Europe, Canada, U.S.A and South Africa

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**12. VALUATION CERTIFICATE**

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**RAINE & HORNE  
INTERNATIONAL  
ZAKI + PARTNERS**



The Summary of Value is attached in the Schedule of Properties. This valuation certificate is to be read in conjunction with Section 9.2 of this Prospectus.

Yours faithfully,  
for and on behalf of  
**RAINE & HORNE INTERNATIONAL  
ZAKI + PARTNERS SDN. BHD.**



**AZMIN H. OMAR**  
B.Sc.(Hons) Land Man. (Reading), MISM  
Registered Valuer – V400

**12. VALUATION CERTIFICATE**

Raine & Horne  
International  
Zaki + Partners


**SCHEDULE OF PROPERTIES**

Properties held for owner occupation						
Property details	Title No.	Provisional Land Area (sq. feet.)	Present usage	Age of subject property	Tenure	Valuation (RM)
Factory cum office bearing address Jalan PKNK 2, Kawasan Perusahaan Sungai Petani, 08000 Sungai Petani, Kedah Darulaman	Lot No. P.T. 18939 H.S.(D) 161/92, Mukim of Sungai Petani, District of Kuala Muda, State of Kedah Darulaman.,	87,644	Factory cum Office Building	-	60 year leasehold land expiring 31/5/2050	872,931
	Lot No. P.T. 18940 H.S.(D) 162/92, Mukim of Sungai Petani, District of Kuala Muda, State of Kedah Darulaman.	87,295	Factory cum Office Building	-	60 year leasehold land expiring 31/5/2050	869,455
	Lot No. P.T. 18941 H.S.(D) 163/92, Mukim of Sungai Petani, District of Kuala Muda, State of Kedah Darulaman.	249,949	Factory cum Office Building	-	60 year leasehold land expiring 31/5/2050	2,352,020
					Total	4,094,406
					<b>MARKET VALUE</b>	<b>RM4,100,000*</b>

\* Valuation is based on "value of land" before taking into consideration any valuation of the completed factory cum office building.

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**Raine & Horne  
International  
Zaki + Partners** SDN BHD  
(Company No. 99440-T)

Perpetual 99,  
Jalan Raja Muda Abdul Aziz,  
50300 Kuala Lumpur,  
Malaysia.

Tel No. : (03) 26980911  
Fax No. : (03) 26911959  
E-mail : (03) rhizpkl@po.jaring.my  
Website : http://www.rhizp.com



Chartered Surveyors, Registered Valuers, Property Consultants, Project Manager, Estate Agents & Auctioneers.  
Juruukur Berkanun, Juru-Juru Nilai Berdaftar, Perunding Hartanah, Pengurus Projek, Agen-Agen Hartanah & Juru-Juru Lelong.

Our Ref: VKL00.231.04

20th September 2001

The Board of Directors  
Acoustech Berhad  
Suite 1701, 17th Floor  
Wisma Hamzah-Kwong Hing  
No. 1 Leboh Ampang  
50100 Kuala Lumpur

Dear Sirs

### ACOUSTECH BERHAD ("Acoustech")

**Prospectus in relation to the listing and quotation of the entire issued and paid-up-capital of Acoustech on the Second Board of the Kuala Lumpur Stock Exchange**

This letter has been prepared for the inclusion in the prospectus to be dated 27 September 2001 in connection with the public issue of 12,000,000 new ordinary shares of RM1.00 each in Acoustech at an Issue Price of RM1.60 per ordinary share.

In accordance with your instructions, we have assessed the Market Value of the landed property set out herewith vide our Valuation Report under reference VKL00.231.04.

We have inspected the property and have taken the date of inspection as at 17 April 2000 as the date of valuation.

The Valuation Report has been prepared based on the Guidelines On Assets Valuation For Submission to the Securities Commission and professional standards prescribed by the Board of Valuers, Appraisers & Estate Agents and other professional bodies.

The basis of the valuation is the Market Value of the subject property. The Comparison Method and the Cost Method of valuation has been used in arriving at the Market Value. The Market Value is the best estimated amount which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties has each acted knowledgeably, prudently and without compulsion.



Zaki H. Said JP, BSc (London), FISM, Wong Yin Fook BSc (London), MISM, ARICS, Chou Yee Seng BSc (Soores), MISM, Tan Lee Kang BSc, MISM, FRICS, IRRV, MIMgt, (UK), Izren Hamzah Omar Hamzah BSc (London), MISM, Bock Chek Hai FISM, FRICS, IRRV, Tajul Ariffin Mohd Idris MBS (Dublin), Adv. Dip. Est. Mgt, MISM, Jacob Lim Hoong Teong MBA (UK), MISM, ARICS, Ganesh Chinnappan B Surv (Hons) Prop. Mgt, MISM, Lim Lian Hong B Land Econ (UK), FISM, Ho Sek Chuen Assoc. Dip. Valuation (Aust.), MISM, Michael Goh Thuan Peng B Bs (Valuation & Land Econ.), FISM, Joseph Chai Thiam Hee BSc (Hons), MISM, ARICS, Azmi Omar BSc (Hons) Land Mgt (Reading), MISM, Ramli Osman BSc (Hons) Land Mgt (Reading), FISM, Stephen Ng Kho Vui MISM

#### GROUP OFFICES

KUALA LUMPUR (03) 26980911	ALOR SETAR (04) 7315078	PULAU PINANG (04) 2638093	BUTTERWORTH (04) 3324396	IPOH (05) 2532804	KLANG (03) 33420193	PETALING JAYA (03) 7055451	SUBANG JAYA (03) 56319668
SEREMBAN (06) 7639510	MELAKA (06) 2848322	KJANTAN (09) 5157100	JOHOR BAHRU (07) 3863791	K. KINABALU (088) 266520	MIRI (085) 428713	KUCHING (082) 235236	
SYDNEY (02) 92585400	HONG KONG 27306212	JAPAN (3) 32970661	SINGAPORE (02) 3387666	NEW ZEALAND (4) 8017799	FUJI 300371		

Representative offices throughout Asia, Australia, New Zealand, Europe, Americas & Africa

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**12. VALUATION CERTIFICATE**

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**Raine & Horne  
International  
Zaki + Partners** 

Having inspected the property and conducted the necessary investigations, we are of the opinion that the Market Value of the property in its existing use, free from all encumbrances and with the benefit of vacant possession is RM13,500,000 (Ringgit Malaysia Thirteen Million Five Hundred Thousand Only).

The Summary of Value is attached in the Schedule of Properties. This valuation certificate is to be read in conjunction with Section 9.2 of this Prospectus.

Yours faithfully,  
**RAINE & HORNE INTERNATIONAL  
ZAKI + PARTNERS SDN BHD (99440-T)**



**HO SEK CHUEN, MISM  
REGISTERED VALUER  
(REG. NO. V-373)**

**12. VALUATION CERTIFICATE**

Raine & Home  
International  
Zaki + Partners


**SCHEDULE OF PROPERTIES**

Properties held for owner occupation						
Property details	Title No.	Provisional Land/Building Area (sq. feet)	Present usage	Age of subject property	Tenure	Valuation (RM)
Speaker Manufacturing Factory cum Headoffice Bearing address Jalan Sultan Mohamed 1, Taiwanese Industrial Park, Bandar Suleiman, Klang, Selangor Darul Ehsan	Part of Lot No. 34017 (formerly Lot 19324), Mukim of Kapar, District of Klang, State of Selangor	188,127	Land	-	Leasehold (99 years expiring on 21 September 2093)	4,515,048
		37,168	4 storey office building	4 years	-	4,677,280
		21,700	Old factory	8 years	-	1,421,784
		21,700	New factory	5 years	-	1,523,340
		13,078	Sport hall	6 years	-	805,605
		11,036	Canteen	6 years	-	511,984
		1,259	TNB Station	6 years	-	44,317
		123	Guard house	6 years	-	4,330
					Total	13,503,688
					<b>MARKET VALUE</b>	<b>RM13,500,000</b>

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### Raine & Horne International Zaki + Partners

SDN  
BHD

(Company No. 99440-T)

Perpetual 99,  
Jalan Raja Muda Abdul Aziz,  
50300 Kuala Lumpur,  
Malaysia.

Tel No. : (03) 26980911  
Fax No. : (03) 26911959  
E-mail : (03) rhizpkl@po.jaring.my  
Website : http://www.rhizp.com



Chartered Surveyors, Registered Valuers, Property Consultants, Project Manager, Estate Agents & Auctioneers.  
Jurukur Berkanun, Juru-Juru Nilai Berdaftar, Perunding Hartanah, Pengurus Projek, Agen-Agen Hartanah & Juru-Juru Lelong.

Our Ref: VKL00.230.04

17th September 2001

The Board of Directors  
Acoustech Berhad  
Suite 1701, 17th Floor  
Wisma Hamzah-Kwong Hing  
No. 1 Leboh Ampang  
50100 Kuala Lumpur

Dear Sirs

#### ACOUSTECH BERHAD ("Acoustech")

#### Prospectus in relation to the listing and quotation of the entire issued and paid-up-capital of Acoustech on the Second Board of the Kuala Lumpur Stock Exchange

This letter has been prepared for the inclusion in the prospectus to be dated 27 September 2001 in connection with the public issue of 12,000,000 new ordinary shares of RM1.00 each in Acoustech at an Issue Price of RM1.60 per ordinary share.

In accordance with your instructions, we have assessed the Market Value of the landed property set out herewith vide our Valuation Report under reference VKL00.230.04.

We have inspected the property and have taken the date of inspection as at 27 April 2000 as the date of valuation.

The Valuation Report has been prepared based on the Guidelines On Assets Valuation For Submission to the Securities Commission and professional standards prescribed by the Board of Valuers, Appraisers & Estate Agents and other professional bodies.

The basis of the valuation is the Market Value of the subject property. The Comparison Method and the Cost Method of valuation has been used in arriving at the Market Value. The Market Value is the best estimated amount which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties has each acted knowledgeably, prudently and without compulsion.



Zaki H. Saad JP BSc (London), FISM, Wong Yin Fook BSc (London), MISM, ARICS, Chou Yee Seng BSc (Spore), MISM, Tan Lee Kang BSc, MISM, FRICS, IRRV, MIMgt. (UK), Izran Hamzah Omar Hamzah BSc (London), MISM, Boock Chai Hai FISM, FRICS, IRRV, Tajul Ariffin Mohd Idris MBS (Dublin), Adv. Dip. Est. Mgt., MISM, Jacob Lim Hoong Teong MBA (UK), MISM, ARICS, Ganesh Chinnappa B Surv. (Hons) Prop. Mgt., MISM, Lim Lian Hong B Land Econ. (UK), FISM, Ho Sze Chuen Assoc. Dip. Valuation (Aust.), MISM, Michael Goh Thuan Peng B Bs (Valuation & Land Econ.), FISM, Joseph Chai Thiam Hee BSc (Hons), MISM, ARICS, Azmi Omar BSc (Hons) Land Mgt. (Reading), MISM, Ramli Osman BSc (Hons) Land Mgt. (Reading), FISM, Stephen Ng Kho Yui MISM

#### GROUP OFFICES

KUALA LUMPUR (03) 26980911	ALOR SETAR (04) 7315078	PULAU PINANG (04) 2638093	BUTTERWORTH (04) 3324396	IPOH (05) 2532804	KLANG (03) 33420193	PETALING JAYA (03) 7055451	SUBANG JAYA (03) 56319668
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SYDNEY (02) 92585400	HONG KONG 27308212	JAPAN (3) 32970661	SINGAPORE (02) 3387566	NEW ZEALAND (4) 8017799	FIJI 300371		

Representative offices throughout Asia, Australia, New Zealand, Europe, Americas & Africa

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**12. VALUATION CERTIFICATE**

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Raine & Horne  
International  
Zaki + Partners



Having inspected the property and conducted the necessary investigations, we are of the opinion that the Market Value of the property in its existing use, free from all encumbrances and with the benefit of vacant possession is RM2,600,000 (Ringgit Malaysia Two Million Six Hundred Thousand Only).

The Summary of Value is attached in the Schedule of Properties. This valuation certificate is to be read in conjunction with Section 9.2 of this Prospectus.

Yours faithfully,  
**RAINE & HORNE INTERNATIONAL**  
**ZAKI + PARTNERS SDN BHD (99440-T)**



**HO SEK CHUEN, MISM**  
**REGISTERED VALUER**  
**(REG. NO. V-373)**



**12. VALUATION CERTIFICATE**

Raine & Horne  
International  
Zaki + Partners


**SCHEDULE OF PROPERTIES**

Properties held for owner occupation						
Property details	Title No.	Provisional Land/Building Area (sq. feet)	Present usage	Age of subject property	Tenure	Valuation (RM)
No 2, Jalan 1, Bandar Sultan Suleiman, Taiwanese Industrial Park, 42000 Port Klang, Selangor Darul Ehsan	Part of Lot No. 34017 (formerly Lot 19324), Mukim of Kapar, District of Klang, State of Selangor	55,684	Land	-	Leasehold (99 years expiring on 21 September 2093)	1,392,100
		15,113	Factory	10 years	-	967,232
		3,358	2 storey office building	10 years	-	228,344
		333	Porch	10 years	-	11,322
		340	Guard house	10 years	-	14,080
					Total	2,613,078
					<b>MARKET VALUE</b>	<b>RM2,600,000</b>

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**13. DIRECTORS' REPORT**

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**Registered Office:**  
Suite 1701, 17<sup>th</sup> Floor  
Wisma Hamzah-Kwong  
Hing  
No. 1 Leboh Ampang  
Kuala Lumpur

**17 SEP 2001**

The Shareholders  
**ACOUSTECH BERHAD (Co. No. 496665-W)**

Dear Sir/Madam,

On behalf of the Directors of Acoustech Berhad (Co. No. 496665-W), I report after due inquiry that during the period from 31 March 2001 (being the date to which the last audited accounts of Acoustech Berhad (Co. No. 496665-W) and its subsidiary subsidiary companies ("Group") have been made) to 17 September 2001 (being a date not earlier than fourteen (14) days before the issue of this Prospectus), that:

- a) the business of the Group has in the opinion of the Directors, been satisfactorily maintained;
- b) in the opinion of the Directors, no circumstances have arisen subsequent to the last audited accounts of the Group which have adversely affected the trading or the value of the assets of the Group;
- c) the current assets of the Group appear in the books at values which are believed to be realisable in the ordinary course of business;
- d) no contingent liabilities have arisen by reason of any guarantees given by the Group; and
- e) saved as disclosed in the Accountant's Report and Proforma Consolidated Balance Sheets in this Prospectus, there have been no changes in the published reserves or any unusual factors affecting the profits of the Group.

Yours faithfully,  
For and on behalf of  
the Board of Directors of  
**ACOUSTECH BERHAD (Co. No. 496665-W)**



Huang Huai Son  
Executive Director

## **14. ADDITIONAL INFORMATION**

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### **14.1 Share Capital**

- (i) No ordinary shares shall be allotted on the basis of this Prospectus later than twelve (12) months after the date of issue of this Prospectus.
- (ii) There are no founder, management or deferred shares in the Company. There is only one class of shares in the Company namely ordinary shares of RM1.00 each, all of which rank pari passu with one another.
- (iii) Save for the 2,400,000 ordinary shares of RM1.00 each reserved for eligible employees, directors and business associates of the Acoustech Group, there is no other scheme for or involving the employees of the Group in the capital of the Company or its subsidiary companies.
- (iv) Save as disclosed under Section 5 of this Prospectus, no share and debenture of Acoustech and its subsidiary companies have been issued or proposed to be issued as fully or partly paid-up for cash or otherwise than for cash within the two (2) years preceding the date hereof.

### **14.2 Articles of Association**

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

#### **14.2.1 Changes in Capital and Variation of Class Rights**

The provisions in the Company's Articles dealing with the changes in capital and variations of class rights, which are as stringent as those provided in the Companies Act, 1965 are as follows:

##### ***Authorised Share Capital***

##### **Article 3**

The authorised share capital of the Company at the date of the adoption of these Articles is RM100,000,000 divided into 100,000,000 ordinary shares of RM1.00 each.

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**14. ADDITIONAL INFORMATION (Cont'd)**

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***Variation of Rights***

**Article 54**

If at any time the share capital of the Company by reason of the issue of preference shares or otherwise is divided into different classes of shares the repayment of such preference capital other than redeemable preference or all or any of the rights and privileges attached to each class may subject to the provision of the Act be varied, modified, commuted, dealt with, affected or abrogated with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class but not otherwise. To every such separate general meetings of the Company and to proceedings thereat shall mutatis mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy three-fourths of the issued shares of the class. Provided however that in the event of the necessary majority not having been obtained in the manner aforesaid consent in writing may be secured from Members holding at least three-fourths of the issued shares of the class and such consent if obtained within two months from the date of the separate general meeting shall have the force and validity of a special resolution duly carried by a vote in person or by proxy.

***Stock***

**Article 45**

The Directors may with the sanction of the Company previously given in general meeting convert any paid-up shares into stock, and may with the like sanction re-convert any stock into paid-up shares of any denomination.

**Article 46**

The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to these Articles, as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

**Article 47**

The holders of stock shall according to the amount of the stock held by them have the same rights, privileges, and advantages as regards dividends, voting at meetings of the Company, and other matters as if they held the shares, from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such part of stock which would not, if existing in shares, have conferred that privilege or advantage.

**14. ADDITIONAL INFORMATION (Cont'd)**

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***Alteration of Capital***

**Article 52**

The Company may by ordinary resolution:

- (a) Consolidate and divide all of its share capital into shares of larger amounts than its existing shares.
- (b)
  - (i) 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 or which have been forfeited and diminish the amount of its capital by the amount of shares so cancelled.
  - (ii) Cancel any shares that have been purchased by the Company and extinguish all rights attaching to the shares including suspended rights in accordance with section 67A of the Act and the Guidelines.
- (c) Sub-divide 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 the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred special rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

**Article 53**

- (a) The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required by law.
- (b) The Company shall reduce its issued share capital by the cancellation of shares purchased by the Company and the amount by which the Company's issued capital is diminished shall be dealt with in accordance with Section 67A of the Act and the Guidelines.

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**14. ADDITIONAL INFORMATION (Cont'd)**

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***Increase of Capital***

**Article 48**

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

**Article 49**

Subject to any direction to the contrary that may be given by the Company in general meeting all new shares or other convertible securities shall, before issue, 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 or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted or renounced 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 or securities offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this article.

**THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK**

## **14. ADDITIONAL INFORMATION (Cont'd)**

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### **14.2.2 Remuneration of Directors**

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

#### **Article 84**

The Company in general meeting shall from time to time determine the fees of the Director. Unless otherwise directed by the resolution by which it is voted, any such fees shall be divided amongst the Directors as they may agree or failing agreement equally. Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of proposed increase has been given in the notice convening the meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses properly incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from meetings of Directors or general meetings or which he may otherwise incur on or about the business of the Company. If by arrangement with the Directors, any Director shall perform or render any special duties or service outside his ordinary duties as a director, in particular without being limited 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. PROVIDED THAT no Directors (non-executive or executive) shall be remunerated by a commission on or percentage of revenue and that nothing herein shall prejudice the power of the Directors to appoint any of their number to be the employee or agent of the Company at such remuneration which shall not include a commission on or percentage of revenue. The fee payable to non-executive Directors shall be fixed sums as shall be determined by the Company in general meeting.

### **14.2.3 Voting and Borrowing Powers of Directors**

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

**14. ADDITIONAL INFORMATION (Cont'd)**

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***Powers of the Directors***

***Article 85***

The Directors may from time to time appoint any one of or more of their body to be the Managing Director of the Company and may from time to time (subject to the provisions of any contract between him and the Company) remove or dismiss him from office and appoint another in his place. The period of appointment of the Managing Director shall be for a fixed term not exceeding three years with powers to the Directors to re-appoint thereafter, and upon such terms as they think fit. The Company may vest in the Managing Director such of the powers hereby vested in the Directors generally as they may think fit and such powers may be made exercisable for such period or periods upon such conditions and subject to such restrictions and generally upon such terms to remuneration and otherwise as they may determine and may from time to time revoke, withdraw, alter or vary all or any of such powers and subject thereto, shall always be under the control of the Board of Directors.

***Article 91***

The Directors may from time to time and any time by power of attorney under the Seal appoint any company, firm or person or any body or persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions, (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney or attorneys as the Directors may think fit and may also authorise any such attorney or attorneys to sub-delegate all or any of the powers, authorities and discretion vested in him.

***Borrowing Powers of Directors***

***Article 96***

The Directors may exercise all the powers of the Company to borrow money and to 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 third party.

***Article 98***

The Directors shall not borrow any money or mortgage or charge any of the Company or the subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of an unrelated third party.



## **14. ADDITIONAL INFORMATION (Cont'd)**

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### **14.2.4 Transfer of Securities**

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

#### **Article 24**

The transfer of any Securities or class of Securities of the Company shall be by way of book entry by the Central Depository in accordance with the Rules and notwithstanding Sections 103 and 104 of the Act but subject to Section 107C(2) of the Act and any exemption that may be made from compliance with Section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of Securities. No securities shall be transferred to any infant, bankrupt or person of unsound mind.

#### **Article 25**

Subject to the Act, the Central Depositories Act and the Rules, the instrument of transfer of a security lodged with the Company must be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the security until the name of the transferee is entered in the Record of Depositors.

#### **Article 27**

The Company shall maintain a book called a "Register of Transfers" which shall be kept by the Secretary or such other person authorised by the directors. Particulars of the transfer or transmission of every security shall be entered into the Register of Transfer.

#### **Article 28**

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 twelve (12) market days' notice of such closure shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Stock Exchange stating the period and purpose or purposes of such closure.

#### **Article 29**

For the purpose of general meetings the Company shall request the Central Depository, in accordance with the Rules to prepare a Record of Depositors as at a date not less than three (3) market days before the meeting PROVIDED THAT where the Record of Depositors is required in respect of corporate actions at least seven (7) Market days' prior notice shall be given to the Central Depository.

#### **14. ADDITIONAL INFORMATION (Cont'd)**

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##### **Rules of the MCD**

##### **Rules 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 as stipulated under Rule 8.03 (1)(c).

##### **Rules 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.

##### **Rules 9.03(2)**

It shall be the responsibility of the authorised depository agent, in processing the transfer between two securities accounts belonging to different depositors (hereinafter the transfer is referred to as the inter-account transfer), to check and ensure 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 on the said form duly witnessed by another person (other than the Depositor's spouse);
- (c) the Transferring Depositor has stated his reason for the transfer and that the reason is or are amongst any of the approved reasons as stated herein below-
  - (i) transmission and transfer of securities arising from the provisions of any written law or an order of court of competent jurisdiction;
  - (ii) rectification of errors;
  - (iii) pledge, charge or mortgage;
  - (iv) mandatory offer pursuant to the provisions of the Malaysian Code On Takeovers And Mergers 1987;
  - (v) any other circumstances as deemed fit by the Central Depository after consultation with the Securities Commissions;
- (d) documents to support the reason for the transfer;

**14. ADDITIONAL INFORMATION (Cont'd)**

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- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manual

**Listing Requirements of the KLSE**

**Section 7.13**

*Transfers of securities*

The transfer of any listed security or class of listed security of the company, shall be by way of book entry by the Central Depository in accordance with the rules of the Central Depository and, notwithstanding sections 103 and 104 of the Companies Act 1965, but subject to subsection 107C(2) of the Companies Act 1965 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 the listed securities.

**Section 7.14**

- (1) Where:
- (a) the securities of a company are listed on an Approval Market Place; and
  - (b) such company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Central Depository in respect of such securities, such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of 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") provided that there shall be no change in the ownership of such securities.
- (2) For the avoidance of doubt, no company which fulfils the requirements of subparagraphs (1)(a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.

**14. ADDITIONAL INFORMATION (Cont'd)****14.3 Directors and Substantial Shareholders**

- (i) The names, addresses and occupations of the Directors are set out in Section 1.0 of this Prospectus.
- (ii) A Director is not required to hold any qualification share in the Company.
- (iii) No Director, senior executive officer or person nominated to become a Director or senior executive officer is or was involved in the following events:
- (a) A petition under any bankruptcy laws filed against such person or any partnership in which he was a partner or any corporation of which he was an executive officer;
- (b) Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; or
- (c) The subject of any order, judgement or ruling of any court of competent jurisdiction 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.
- (iv) Based on the Register of Directors' shareholdings in the Company as at 22 September 2001, the direct and indirect interests of the Directors in the issued and paid-up share capital of the Company before and after the Public Issue are as follows:

Directors	Before the Public Issue *				After the Public Issue <sup>3</sup>			
	←---Direct-----→		←-----Indirect----→		←-----Direct-----→		←-----Indirect-----→	
	No of shares	%	No of shares	%	No of shares	%	No of shares	%
Huang Huai-Son	8,486,366	12.86	-	-	8,486,366	10.88	-	-
Ropli Bin Ishak	12,392,569	18.78	-	-	12,392,569	15.89	-	-
Chen Po Hsiung	6,029,878	9.14	30,123 <sup>1</sup>	0.05	6,029,878	7.73	30,123 <sup>1</sup>	0.04
Chang Song Hai	-	-	15,738,791 <sup>2</sup>	23.85	-	-	15,738,791 <sup>2</sup>	20.18
Su Cheng Tao	1,115,378	1.69	-	-	1,115,378	1.43	-	-
Soon Kwai Choy	-	-	-	-	-	-	-	-
Dato' Nik Abdul Aziz bin Mohamed Kamil	3,711,137	5.62	-	-	3,711,137	4.76	-	-

\* After Restructuring Scheme including the Acquisition of FPT and Acquisition of FPC

<sup>1</sup> Indirect interest by virtue of his wife's shareholding

<sup>2</sup> Deemed interest by virtue of his substantial shareholding in FPH

<sup>3</sup> Excludes Public Issue Shares to be offered under the Employee Share Allocation

**14. ADDITIONAL INFORMATION (Cont'd)**

- (i) Based on the Register of Substantial Shareholders of Acoustech as at 17 September 2001 (being the latest practicable date prior to the printing of this Prospectus), the direct and indirect interest of the substantial shareholders in the issued share capital of the Company before and after the Public Issue are as follows:

Substantial shareholders	Before the Public Issue *				After the Public Issue <sup>2</sup>			
	←-----Direct-----→		←----Indirect----→		←-----Direct-----→		←-----Indirect-----→	
	No of shares	%	No of shares	%	No of shares	%	No of shares	%
FPH	15,738,791	23.85	-	-	15,738,791	20.18	-	-
Ropli Bin Ishak	12,392,569	18.78	-	-	12,392,569	15.89	-	-
Huang Huai-Son	8,486,366	12.86	-	-	8,486,366	10.88	-	-
Chen Po Hsiung	6,029,878	9.14	30,123 <sup>1</sup>	0.04	6,029,878	7.73	30,123 <sup>1</sup>	0.04
Dato' Nik Abdul Aziz bin Mohamed Kamil	3,711,137	5.62	-	-	3,711,137	4.76	-	-

\* After Proposed Restructuring Scheme including the Acquisition of FPT and FPC

<sup>1</sup> Indirect interest by virtue of his wife's shareholding

<sup>2</sup> Excludes Public Issue Shares to be offered under the Employee Share Allocation

- (vi) Save as disclosed below, no Director or substantial shareholder of the Company was or is interested directly or indirectly, in the promotion of any assets which have, within the two (2) preceding years of the date of the Prospectus, been acquired or proposed to be acquired or disposed or proposed to be disposed of by or leased or proposed to be leased to the Company or its subsidiary companies:

- (a) The Directors and substantial shareholders of Acoustech who are deemed interested in the Acquisition of FPT and Acquisition of FPC as disclosed in Section 5.3 are as follows:

Name	Nature of Interest
Huang Huai-Son	Director/Substantial shareholder
Chen Po Hsiung	Director/Substantial shareholder
Ropli Bin Ishak	Director/Substantial shareholder
Dato' Nik Abdul Aziz bin Mohamed Kamil	Director/Substantial shareholder
Chang Song Hai	Director*
Su Cheng Tao	Director*
FPH	Substantial shareholder

\* Mr Chang Song Hai and Mr Su Cheng Tao represents the interest of FPH

- (b) Sale and Purchase Agreement dated 30 September 1999 between FPH and FPT in respect of a piece of leasehold land (99 years lease expiring on 21 September 2093) known as Part of PT No. 19324, Mukim of Kapar, District of Klang, State of Selangor (measuring 17,477 sq. metres) and a factory building erected thereon for a cash consideration of RM5,207,514.

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#### **14. ADDITIONAL INFORMATION (Cont'd)**

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- (vii) No Director was granted or had exercised any option to subscribe for securities of the Company or its subsidiary companies during the last financial year ended 31 March 2001.
- (viii) The aggregate fees, remuneration and emoluments paid to the Directors for services rendered in all capacities to the Company and its subsidiary companies was RM579,454 for the financial year ended 31 March 2001. The amount payable to the Directors of the Company, for services rendered in all capacities to the Company and its subsidiary companies is estimated at RM670,000 for the financial year ending 31 March 2002.
- (ix) Save as disclosed, none of the Directors or substantial shareholders of the Company have any interest, direct or indirect, in any business carrying on a similar trade as the Company and which is not quoted on a recognised stock exchange.
- (x) No directors, senior executive officer or person nominated to become a director or senior executive officer is or has been involved in any of the following events (whether in or outside Malaysia):
  - (a) a petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he/she was a partner or any corporation in which he/she was or is a director or key personnel; or
  - (b) a conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or
  - (c) being the subject of any order, judgement or ruling of any court, tribunal or government body of competent jurisdiction 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 practise activity.

#### **14.4 General**

- (i) The nature of the Company's business is described in Section 5 of this Prospectus. The corporations which are deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 have been disclosed in Section 5 of this Prospectus.
- (ii) As at the date of this Prospectus, the Company has not established a place of business outside Malaysia.
- (iii) The date and times of the opening and closing of the Application Lists of the Public Issue are set out in Section 17 of this Prospectus.
- (iv) The amount payable in full on application is RM1.60 per Issue Share.
- (v) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 17 of this Prospectus.

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**14. ADDITIONAL INFORMATION (Cont'd)**

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- (vi) Save as disclosed in Section 6.5, there are no significant changes in the direct and indirect shareholdings of the major shareholders or promoters of Acoustech for the past three (3) years from the date of this Prospectus.
- (vii) Save as disclosed in this Prospectus, the financial conditions and operations of the Group are not affected by any of the following:
  - (a) Known trends or known demands, commitments, events or uncertainties that have had or that the corporation reasonably expects to have, a material favourable or unfavourable impact on the financial performance, positions and operations of the Acoustech Group;
  - (b) Material commitments for capital expenditure;
  - (c) Unusual or infrequent events or transactions or any significant economic changes that have materially affected the financial performance, positions and operations of the Acoustech Group;
  - (d) Known events, circumstances, trends, uncertainties and commitments which are reasonably likely to make the historical financial statements not indicative of future financial performance and position.
- (viii) As far as the Directors are aware, the Group is not vulnerable to any specific factors or events of a particular nature other than those normal commercial risks experienced in the normal course of business.
- (ix) In addition, save as disclosed above and in the Accountants' Report set out in Section 11 there has not been any substantial increase in revenue, which is attributable to fluctuations in the price and volume of products sold.
- (x) The Directors are not aware of any material information including trading factors or risks, which are not mentioned elsewhere in this Prospectus, which are unlikely to be known or anticipated by the general public and which could materially affect the profit of the Group.
- (xi) Save as disclosed in the Accountants' Report and Section 11 of this Prospectus, as at the date of this Prospectus, there is no loan capital outstanding or mortgages or charges in relation to the Group.
- (xii) As at the date of this Prospectus, neither Acoustech nor its subsidiaries has any outstanding convertible debt securities.
- (xiii) Save for the 2,400,000 ordinary share reserved for the Directors, employees and business associates of the Group pursuant to this Prospectus, there are at present no schemes involving the staff on the exercise of any capital of the Company or its subsidiaries.
- (xiv) The name and address of the Auditors and Reporting Accountants are set out in Section 1 of this Prospectus.

## **14. ADDITIONAL INFORMATION (Cont'd)**

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### **14.5 Public Take-overs**

During the last financial year and the current financial year to-date, there were no:

- (i) public take-over offers by third parties in respect of the Company's shares; and
- (ii) public take-over offers by Company in respect of other companies' shares.

### **14.6 Material Litigation**

As at the date of this Prospectus, neither Acoustech nor its subsidiaries are engaged in any litigation, either as plaintiff or defendant, which has a material effect on the financial position of Acoustech or its subsidiaries and the Directors of Acoustech do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially affect the financial position or business of Acoustech or its subsidiaries.

### **14.7 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 the Company or its subsidiary companies within the two (2) years immediately preceding the date of this Prospectus.

- (i) Underwriting Agreement dated 18 September 2001 between Acoustech and the underwriters mentioned earlier in this Prospectus for the underwriting of 8,400,000 Public Issue Shares for an underwriting commission of RM184,800;
- (ii) Sale and Purchase Agreement dated 30 September 1999 between FPH and FPT in respect of a piece of leasehold land known as Part of PT No. 19324, Mukim of Kapar, District of Klang, State of Selangor (measuring 17,477 sq. metres) and a factory building erected thereon for a cash consideration of RM5,207,514;
- (iii) Share Sale Agreement dated 28 December 1999 between Guoguang Electric Company Limited, Shinhint Industries Ltd. of Hong Kong and FPT for the acquisition of a 21% existing equity interest in GGSEC for a purchase consideration of HKD5,880,000;
- (iv) Sale and Purchase Agreement dated 17 September 1999 between FPT and Davex Holdings Berhad for a lease over an industrial land known as Lot No P.T. 18940, Mukim Sungai Petani, Kedah Darul Aman, held under Qualified Title No. H.S.(D) No 162/92 measuring approximately 8,110 sq metres and Lot No P.T. 18941, Mukim Sungai Petani, Kedah Darul Aman, held under Qualified Title No. H.S.(D) No 163/92 measuring approximately 23,221 sq meters, for a cash consideration of RM2,359,829;



#### **14. ADDITIONAL INFORMATION (Cont'd)**

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- (v) Sale and Purchase Agreement dated 17 September 1999 between FPT and Precico Sdn Bhd for a lease over an industrial land known as P.T. No. 18939, Mukim of Sungai Petani, Kedah Darul Aman held under Qualified Title No. H.S.(D) No 161/92 measuring approximately 8,142 sq meters, for a cash consideration of RM609,840;
- (vi) Sale and Purchase Agreement dated 15 June 2001 between FPT and FPIB in respect of a four-storey office building, a single storey canteen building, sports hall and a single storey guardhouse building situated on a portion of land held under land Title No. PM761 Lot No.34017 (formerly H.S.(M) 15811 P.T. No. 19324) Bandar Sultan Suleiman, Mukim Kapar, Negeri Selangor, for a cash consideration of RM6,500,000;

#### **14.8 Material Agreements**

- (i) Fire insurance with Malaysian Assurance Alliance Berhad by FPC for the period between 15 May 2001 and 14 May 2002. The coverage is against losses or damages arising from fire on building, office equipments furniture, fixtures and fittings, plant, machinery, stocks and utensils, factory equipment and laboratory. The total amount insured is RM3,563,156;
- (ii) Fire consequential loss insurance with Malaysian Assurance Alliance Berhad by FPC for the period between 15 May 2001 and 14 May 2002. This insurance is issued in conjunction with the Fire Insurance described in (a) above and the total amount insured is RM1,000,000;
- (iii) Fire insurance with Malaysian Assurance Alliance Berhad by FPT (Sungai Petani) for the period between 15 May 2001 and 14 May 2002. The coverage is against losses or damages arising from fire on building, office equipments, furniture fixtures and fittings, plant, machinery, stocks and utensils. The total amount insured is RM16,300,000;
- (iv) Fire insurance with Malaysian Assurance Alliance Berhad by FPT (Port Klang) for the period between 15 May 2001 and 14 May 2002. The coverage is against losses or damages arising from fire on building, office equipments, furniture fixtures and fittings, plant, machinery, stocks and utensils. The total amount insured is RM20,000,001;
- (v) Fire consequential loss insurance with Malaysian Assurance Alliance Berhad by FPT for the period between 15 May 2001 and 14 May 2002. The coverage is against losses or damages arising from fire on building, office equipments, furniture fixtures and fittings, plant, machinery, stocks and utensils. The total amount insured is RM8,000,000;

**14. ADDITIONAL INFORMATION (Cont'd)**

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**14.9 Responsibility Statement**

- (i) SIBB acknowledges that to the best of its knowledge and belief, the Prospectus constitutes a full and true disclosure of all material facts about the Public Issue and of the Group, and is satisfied that the consolidated profit forecast of the Group for the year ending 31 March 2002 for which the Directors are solely responsible have been stated by the Directors of the Company after due and careful enquiry.
- (ii) The Reporting Accountants' responsibility with regard to this Prospectus does not extend beyond the Accountants' Report, and apart from the said report, the Reporting Accountants have had no involvement in the preparation of this Prospectus.
- (iii) This Prospectus has been seen and approved by the Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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## 15. CONSENTS

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### Consents

- (i) The consents of the Adviser and Managing Underwriter, Underwriter, Auditors, Principal Bankers, Issuing House, Share Registrar, Valuers and Solicitors to the inclusion in this Prospectus of their names in the manner and form in which their names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (ii) The consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their name, Accountants' Report and their letters relating to the consolidated profit forecast for the financial year ending 31 March 2002 and Proforma Consolidated Balance Sheet as at 31 March 2001 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.
- (iii) The consent of the Valuers to the inclusion in this Prospectus of their name and Valuers' Letters on the landed properties 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.

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## **16. DOCUMENTS FOR INSPECTION**

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### **Documents For Inspection**

Copies of the following document are available for inspection at the registered office of the Company during normal business hours for a period of twelve (12) months from the date of this Prospectus:

- (i) Memorandum and Articles of Association of the Company and its subsidiary companies;
- (ii) Directors' Report and Accountants' Report as included herein;
- (iii) Reporting Accountants' letters relating to the consolidated profit forecast for the financial year ending 31 March 2002 and Proforma Consolidated Balance Sheets as at 31 March 2001 as included herein;
- (iv) Letters of consent referred to under Section 15 of this Prospectus;
- (v) Audited financial statements of Acoustech and its subsidiary companies for each of the past five (5) financial years ended 31 March 2001;
- (vi) Material contracts referred to under Section 14.7 of this Prospectus;
- (vii) Material agreements referred to under Section 14.8 of this Prospectus;
- (viii) Valuers' Certificate on the Group's properties as included herein under Section 12 of this Prospectus; and
- (ix) Declaration of the Advisers referred to under Section 15 of this Prospectus.

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## 17. PROCEDURE FOR APPLICATION AND ACCEPTANCE

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### 17.1 Opening and Closing of Application Lists

The Application Lists will open at 10.00 am on 16 October 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 Acoustech Group and in their absolute discretion may decide.

### 17.2 Procedure 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 the Company.

(i) Application by eligible directors, employees and business associates of Acoustech Group

Applications for the 2,400,000 Shares reserved for eligible directors, employees and business associates of the Acoustech Group must be made only on the special **Pink** Application Forms provided and **NOT** on any other Application form or by way of Electronic Share Application through a Participating Financial Institution's ATM.

(ii) Application by the Malaysian Public

Applications for the 9,600,000 Shares made available for applications by the Malaysian investing public must be made on the **White** Application Forms provided or by way of Electronic Share Application through a Participating Financial Institution's ATM.

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

Application for the Public Issue Shares must be made on the respective Application Forms 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 or by way of Electronic Share Application through a Participating Financial Institution's ATM. In accordance with Section 41 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.

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 RM1.60 per 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.

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

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Each completed Application Form must be despatched by **ORDINARY POST** in the official envelopes provided, to the Issuing House at 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

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 PM** on **16 October 2001**.

Applications may also be delivered in a drive-in manner at Stadium Hoki Tun Razak, Jalan Duta, Kuala Lumpur on 16 October 2001, between 8.30 am to 8.00 pm only.

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

- (a) (i) THE APPLICANT'S IDENTITY CARD (NRIC);
  - (ii) CHANGE OF ADDRESS CARD OR "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 MALAYSIAN CENTRAL DEPOSITORY SDN BHD (MCD).

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 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.

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

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

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### **17.3 Applications and Acceptances**

The Directors of Acoustech Group reserve the right not to accept any application which do not strictly comply with the instructions or to accept any application in part only without assigning any reason thereof.

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. Due consideration will be given to the desirability of distributing the Public Issue Shares 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. 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 capital is in the hands of public shareholders and a minimum number of 1,000 public shareholders holding not less than 1,000 shares each. Applicants will be selected in a manner to be determined by the Directors of Acoustech Group. In the event the shareholding spread is not met, the Company may not be allowed to proceed with its listing.

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 18 September 2001. Any shares not subscribed by the eligible employees and Directors of the Acoustech Group will be made available for application by the Malaysian public.

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 DESPATCHED BY ORDINARY POST OR REGISTERED POST RESPECTIVELY 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.

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

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

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

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### **17.4 CDS Accounts**

Pursuant to Section 29 of the Securities Industry (Central Depositories) Act, 1991, all dealings in the Initial Public Offering (IPO) 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 CDS Account number in the space provided on the Application Form if he presently has such an account. Where an applicant does not presently have a CDS Account, he should state in the Application Form his preferred ADA Code in the space provided. Where an applicant already has a CDS Account he should not complete the preferred ADA Code.

If a successful applicant fails to state either his CDS Account number or his preferred ADA code, the Company may, in the exercise of its absolute discretion, instruct the Issuing House 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 CDS Account Number to the Participating Financial Institution or by way of keying in his CDS Account Number if the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so.

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 the Company reserve 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.

### **17.5 Notice of Allotment**

Shares allotted to all successful or partly successful applicants will be credited to their respective CDS Account. A notice of successful allotment will be despatched to the successful or partially successful applicant at his/her addresses shown in the Application Form at the applicant's own risk within thirty (30) days after the final ballot of the application. For Electronic Share Applications, the notice of allotment will be despatched 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.



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

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### **17.6 Formalising of CDS Accounts**

Successful applicants whose CDS Accounts have been opened by MCD at their preferred ADA or the ADA caused to be inserted by the MIH at the instruction of the Company in case where the successful applicants fail to state either their CDS account numbers or the preferred ADA Codes are required to formally open their accounts by submitting to the ADA the necessary documents and the account opening fees. No transaction of shares credited to the accounts can be effected until the accounts have been formally opened.

### **17.7 Terms and Conditions for Applications Using Application Forms**

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

Application for the 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 41 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.

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

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(E) ATM STATEMENT OBTAINED FROM:

- AFFIN-ACF FINANCE BERHAD;
- ALLIANCE BANK MALAYSIA BERHAD;
- ARAB-MALAYSIAN BANK BERHAD;
- ARAB-MALAYSIAN FINANCE BERHAD;
- BUMIPUTRA-COMMERCE BANK BERHAD;
- BANK UTAMA (MALAYSIA) BERHAD;
- EON BANK BERHAD;
- EON FINANCE BERHAD;
- HONG LEONG FINANCE BERHAD;
- HONG LEONG BANK BERHAD;
- MALAYAN BANKING BERHAD;
- MAYBAN FINANCE BERHAD;
- MBf FINANCE BERHAD;
- PUBLIC BANK BERHAD;
- PUBLIC FINANCE BERHAD;
- RHB BANK BERHAD;
- SOUTHERN BANK BERHAD; OR
- SOUTHERN FINANCE BERHAD

AND MUST BE MADE OUT IN FAVOUR OF “**MIH SHARE ISSUE ACCOUNT NO. 199**” 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.

AN APPLICANT SHOULD STATE HIS CDS ACCOUNT NUMBER IN THE SPACE PROVIDED IN THE APPLICATION FORM IF HE PRESENTLY HAS SUCH AN ACCOUNT. WHERE AN APPLICANT DOES NOT PRESENTLY HAVE A CDS ACCOUNT, HE SHOULD STATE IN HIS APPLICATION FORM HIS PREFERRED ADA CODE.

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 GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL.

The Directors of the Company 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 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.

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

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The Directors of the Company 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.

The Directors of the Company reserve the right not to accept any application or accept any application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the shares to a reasonable number of applicants with a view to establishing an adequate market for the shares.

Where an application is not accepted, the full amount 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 registered post 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 partially successful applicants, which would subsequently be refunded without interest by registered post.

PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE FORM OF APPLICATION TO MIH.

### **17.8 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 Steps). 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 17.9 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.

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 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 Electronic Share Application transaction, the applicant will receive a computer-generated transaction slip (Transaction Record), confirming the details of his 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 the Issuing House. The Transaction Record is for retention by the applicant and should not be submitted with any Application Form.

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

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Upon the closing of the offer for the application for the Public Issue Shares on 16 October 2001 at 8.00 p.m. or such other date and time as the directors in their absolute discretion decide (Closing Date and Time), the Participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the Public 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 has an account and its branches, subject to the applicant making only one application.

AN APPLICANT MUST ENSURE THAT HE USES HIS 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 ENTERS HIS OWN CDS ACCOUNT NUMBER WHEN USING AN ATM CARD ISSUED TO HIM IN HIS OWN NAME. HIS APPLICATION WILL BE REJECTED IF HE FAILS TO COMPLY WITH THE FOREGOING.

The Electronic Share Application shall be made on, and subject to, the terms and conditions contained in Section 17.8 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.
  - 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 the Issuing House and other relevant authorities.

**17. 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 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 the relevant Issuing House, or any relevant regulatory bodies.

- (c) THE APPLICANT CONFIRMS THAT HE IS NOT APPLYING FOR SHARES AS NOMINEE OF ANY OTHER PERSON AND THAT ANY ELECTRONIC SHARE APPLICATION THAT HE MAKES IS MADE BY HIM AS BENEFICIAL OWNER. THE APPLICANT SHALL ONLY MAKE ONE 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 account with the relevant Participating Financial Institution at the time he makes his Electronic Share Application, failing which his 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 in respect of his 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 applicants, the applicant agrees to accept any such decision as final. If the applicant's Electronic Share Application is successful, his confirmation (by his action of pressing the designated key on the ATM) of the number of shares applied for shall signify, and shall be treated as, his acceptance of the number of shares that may be allotted or allocated to him and to be bound by the Memorandum and Articles of Association of the Company.
- (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 shares to a reasonable number of applicants with a view to establishing an adequate market for the shares.

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

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- (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 of the balloting date. The applicant may check their accounts on the fifth market day from the balloting date. 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 that Participating Financial Institution within two (2) market days after the receipt of confirmation from the Issuing House. 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:
- (i) To credit the shares allotted or allocated to the applicant into the CDS account of the applicant; and
  - (ii) 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 Electronic Share Application is subject to the risks of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond the control of the Company, the Issuing House or the Participating Financial Institution, irrevocably agrees that if:
- (i) The Company or MIH does not receive the applicant's Electronic Share Application;
  - (ii) 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.

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

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- (j) All particulars of the applicant in the records of the relevant Participating Financial Institution at the time he makes his 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 personal particulars as recorded by both MCD and the relevant Participating Financial Institution are correct and identical. Otherwise, his 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 registered address last maintained with MCD.
- (l) By making and completing an Electronic Share Application, the applicant agrees that:
  - (i) In consideration of the Company agreeing to allow and accept the making of any application for shares via the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, his Electronic Share Application is irrevocable;
  - (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 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 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 agree 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.

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

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- (m) The Directors of the Company 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 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.
- (n) The Directors of the Company reserve the right to reject applications which do not conform to these instructions.
- (o) Electronic Share Applications 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 (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;
  - STANDARD CHARTERED BANK MALAYSIA BERHAD. (at selected branches only)
- (p) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institution.

**17.9 Steps for Electronic Share Application through a Participating Financial Institution's ATM**

- (a) Applicant must have an account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account.
- (b) Applicant must have a CDS account.
- (c) Applicant is to apply for the IPO Share 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 17.8 of the Terms and Conditions for Electronic Share Applications. Applicant is to enter at least the following information through the ATM where the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so:
  - Personal Identification Number (PIN).
  - Share Issue Number.
  - CDS Account Number.
  - Number of Shares applied for and/or the RM amount to be debited from the account.
  - Confirmation of several mandatory statements.



**17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)****17.10 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: 03-21438668	028-001
ALLIED AVENUE ASSETS SECURITIES SDN BHD	Ground Floor & Level 1 THB Satu, Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur Tel No:03-2551111	052-001
ARAB-MALAYSIAN SECURITIES SDN BHD	15th Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-20782788	086-001
BBMB SECURITIES SDN BHD	Level 2, 3, 4 & 15 Menara Olympia No 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2019900	099-001
BIMB SECURITIES SDN BHD	1st & 2nd Floor, Podium Block Bangunan AMDB No 1, Jalan Lumut 50400 Kuala Lumpur Tel No: 03-40433533	024-001
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
CIMB SECURITIES SDN BHD	9th Floor, Commerce Square Jalan Semantan, Damansara Heights 50490 Kuala Lumpur Tel No: 03-2532288	065-001
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 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-21441888	054-001

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

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
JUPITER SECURITIES SDN BHD	7th-9th Floor, Menara Olympia 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2041888	055-001
K & N KENANGA BHD	8th Floor, Kenanga International Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-21649080	073-001
KUALA LUMPUR CITY SECURITIES SDN BHD	No 8, Jalan Binjai Off Jalan Ampang 50450 Kuala Lumpur Tel No: 03-21667922	076-001
LEONG & COMPANY SDN BHD	Level 18, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No: 03-26928899	061-001
MAYBAN SECURITIES SDN BHD	Level 5-13, MaybanLife Tower Dataran Maybank No 1, Jalan Maarof 59000 Kuala Lumpur Tel No:03-22978888	098-001
MIDF SISMA SECURITIES SDN BHD	17 & 18 Floor, Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-21668888	026-001
OSK SECURITIES BERHAD	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No: 03-21624388	056-001
PB SECURITIES SDN BHD	27th Floor, Bangunan Public Bank No. 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2013011	051-001
PM SECURITIES SDN BHD	Ground Floor, Mui Plaza Jalan P. Ramlee 50250 Kuala Lumpur Tel No: 03-21463000	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
KAF SEAGROATT & CAMPBELL SECURITIES SDN BHD	26th -30th Floor, The Weld Tower 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-20201600	053-001

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

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
SIME SECURITIES SDN BHD	21st Floor, Bangunan Sime Bank 4 Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No : 03-22749288	097-001
TA SECURITIES BERHAD	TA One Tower No. 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> Floors Wisma Amsteel Securities No 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No: 03-33439999	080-001
JF APEX SECURITIES BERHAD	3rd Floor, Wisma Apex 145A-C, Jalan Bukit 43000 Kajang Selangor Darul Ehsan Tel No: 03-87361118	079-001
MOHAIYANI SECURITIES SDN BHD	1st, 2nd & 3rd Floor, Plaza Damansara Utama No. 2 Jalan SS 21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No: 03-77297345	095-001
SJ SECURITIES SDN BHD	Level 3, Holiday Villa No. 9, Jalan SS 12/1, Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No: 03-56340202	096-001
JF APEX SECURITIES BERHAD	15 <sup>th</sup> & 16 <sup>th</sup> Floors Menara Choy Fook On No 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No. 03-76201118	079-002
HWANG-DBS SECURITIES BERHAD	16 <sup>th</sup> , 18 <sup>th</sup> -20 <sup>th</sup> Floor, Plaza Masalam No. 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No. 03-55133288	068-002

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

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
<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 BERHAD	579, 580-581 A&B Taman Melaka Raya 75000 Melaka Tel No: 06-2825211	056-003
STRAITS SECURITIES SDN BHD	Lot 9 & 10, 1st Floor Bangunan Tabong Haji Jalan Bandar Kaba 75000 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	A23-A29 Wisma Kota Emas Jalan Dato' Tahwil Azhar P.O. Box 421 30300 Ipoh Perak Darul Ridzuan Tel No: 05-2543311	017-001
M & A SECURITIES SDN BHD	M & A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No: 05-2419800	057-001
MAYBAN SECURITIES SDN BHD	63, Persiaran Greenhill Wisma Phileo 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2558233	098-002

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

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
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 34000 Taiping Perak Darul Ridzuan Tel No: 05-8060888	068-003
OSK SECURITIES BERHAD	21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2415100	056-002
<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	Levels 2, 3, 4, 7 & 8, Wisma Sri Pinang 60, Green Hall 10200 Penang Tel No: 04-2636996	068-001
HWANG-DBS SECURITIES BERHAD	Ground, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor 1620 & 1621, Jalan Permatang Batu Taman Industri Permatangan Batu 14000 Bukit Mertajam Pulau Pinang Tel No:04-5372882	
OSK SECURITIES BERHAD	64, Bishop Street 20F &20G Penang Street 10200 Pulau Pinang Tel No: 04-2634222	056-004
OSK SECURITIES BERHAD	Level 29, Menara NB 5050 Jalan Bagan Luar 12000 Butterworth Pulau Pinang Tel No: 04-3322299	
MERCURY SECURITIES SDN BHD	Ground, 1 <sup>st</sup> , 2 <sup>nd</sup> & 3 <sup>rd</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	7th & 8th Floors, PSCI Tower 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No: 04-2283355	016-001

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

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
SOON THEAM SECURITIES SDN BHD	No. 111, Jalan Macalister 10400 Pulau Pinang Tel No: 04-2281868	060-001
THONG & KAY HIAN SECURITIES SDN BHD ( <i>formerly known as Thong KHJC Sdn Bhd</i> )	Level 5 & 6, Wisma Sri Pinang 60 Green Hall 10200 Pulau Pinang Tel No:04-2635481	070-001
UT SECURITIES SDN BHD	6 <sup>th</sup> , 10 <sup>th</sup> & 12 <sup>th</sup> Floors, Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel No: 04-2626644	059-001
<b><u>Kedah Darul Aman</u></b>		
KUALA LUMPUR CITY SECURITIES SDN BHD	2nd Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Tel No: 04-7317088	076-004
<b><u>Perlis Indera Kayangan</u></b>		
UPEN SECURITIES SDN BHD	2nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel No: 04-9765200	023-001
<b><u>Negeri Sembilan Darul Khusus</u></b>		
PAN MALAYSIA EQUITIES SDN BHD	9th & 10th Floor Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7638999	084-001
MALPAC SECURITIES SDN BHD ( <i>formerly known as Seremban Securities Sdn Bhd</i> )	1st, 2nd and 3rd Floors 19, 20 & 21 Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7623131	063-001
<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

**17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (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 BERHAD	Podium 2A & 3, Menara Ansar 65 Jalan Trus 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2222692	068-004
SOUTH JOHOR SECURITIES SDN BHD	3rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No: 07-4342282	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: 09-743228	075-001
<b><u>Terengganu Darul Iman</u></b>		
FA SECURITIES SDN BHD	No. 51 & 51A Ground, Mezzanine & 1 <sup>st</sup> Floor Jalan Tok Lam 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> Floors No. 61, Jalan Sultan Ismail Peti Surat 151 Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6235546	025-001

**17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (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, Karamuning 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 Datu 96000 Sibul Sarawak Tel: No. 084-319998	030-001
<b><u>Wilayah Persekutuan Labuan</u></b>		
SHARETECH SECURITIES SDN BHD	Unit 7(A), Level 7 Main Office Tower Financial Park Labuan 87000 Wilayah Persekutuan Labuan Tel No: 087-410578	022-001

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