
14. STATUTORY AND GENERAL INFORMATION

14.1 Share Capital

- (i) No shares will be allotted on the basis of this Prospectus later than twelve (12) months after the date of the issue of this Prospectus.
- (ii) There are no founder, management or deferred shares in the Company. As at the date of this Prospectus, 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 as disclosed in Sections 1, 3, 5, 7 and 14 of this Prospectus, no shares and debentures of the Company and its subsidiary companies have been issued or are proposed to be issued as fully or partly paid-up in cash or otherwise than in cash, within the two (2) years preceding from the date of this Prospectus.
- (iv) Save for Issue Shares reserved for the eligible employees of the Group as disclosed in Section 5.3 of this Prospectus, no person has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of the Company and its subsidiary companies.
- (v) Save for the Issue Shares reserved for the eligible employees of the Group as disclosed in Section 5.3 of this Prospectus, there is currently no other scheme for or involving the employees in the share capital of the Company or its subsidiary companies.
- (vi) No Directors have been given any option to subscribe for any shares, stocks or debentures of the Company or its subsidiary companies during the last financial year.

14.2 Articles of Association

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

14.2.1 Transfer of Shares and Transmission of Securities

The provisions in the Company's Articles of Association in respect of the arrangements for transfer of the securities and restrictions on their free transferability are as follows:-

(i) Articles of Association of the Company***Article 15***

To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

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 subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such securities.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

Article 25

The instrument of transfer of any share of the Company shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered into the Register of Members and / or the Record of Depositors, as the case may be, in respect thereof.

Article 26

Subject to the Rules and Listing Requirements, the transfer of any securities may be suspended at such times and for such periods as the Directors may from time to time determine. Twelve (12) clear market days' notice, or such other period as may from time to time be specified by the Exchange governing the Register concerned, of intention to close the Register shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. At least three (3) market days prior notice shall be given to the Central Depository to prepare the appropriate Record of Depositors.

Article 27

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

Article 30

If after the expiration of one (1) month from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of such Members a transfer of those shares to the Minister charged with responsibility for finance.

Article 32

Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors and / or Central Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Provided always that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the shares may be carried out by the person becoming so entitled.

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14. STATUTORY AND GENERAL INFORMATION (Cont'd)

Article 33

If any person so becoming entitled elects to register himself, he shall deliver or send to the Company, a notice in writing signed by him and stating that he so elects, provided that where the share is a Deposited Security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member

Article 34

Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee or his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors and / or the Central Depository in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.

Article 35

In the event that:-

- (a) the securities of the Company are listed on an Approved Market Place; and
- (b) the Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) Amendment (No. 2) Act, 1998, as the case may be, under the Rules in respect of such securities,

the Company shall, upon the 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 (herein this article referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (herein this article referred to as "the Malaysian Register") provided that there shall be no change in ownership of such securities.

Article 36

The Company shall not allow any transmission of securities from the Malaysian Register to the Foreign Register.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

Article 47

The holders of the stock may transfer the same, or any part thereof in the same manner and subject to the same Articles as and subject to which, the shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances permit; 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 146

The Directors may retain the dividends payable upon shares in respect of which any person is under the provision as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.

(ii) Listing Requirements of the KLSE

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

Paragraph 7.13 - Transfer 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.

Paragraph 7.14 - Transmission of Securities from Foreign Register

(1) Where:-

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

such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of 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.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (2) For the avoidance of doubt, no company which fulfil the requirements of subparagraphs 1(a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.

(iii) The Companies Act, 1965

The provisions within the Companies Act, 1965 on the transferability of securities and restrictions on their free transferability are as follows:-

Section 103 - Instrument of Transfer

- (1) Notwithstanding anything in its articles, a company shall not register a transfer of shares or debentures unless a proper instrument of transfer in the prescribed form has been delivered to the company, but this Subsection shall not prejudice any power to register as a shareholder or debenture holder any person to whom the right to any shares in or debentures of the company has been transmitted by operation of law.
- (1A) Nothing in this Section shall be construed as affecting the validity of any instrument which would be effective to transfer shares or debentures apart from this Section; and any instrument purporting to be made in any form which was common or usual in use, or in any other form authorised or required for that purpose apart from this Section before the commencement of this Act, shall be sufficient, whether or not it is completed in accordance with the prescribed form, if it complies with the requirements as to execution and contents which apply to a transfer.

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

Section 107C – Transfer of Securities is by way of book entry

- (1) On or after the coming into operation of this Section, the transfer of any securities or class of securities of a company whose securities or any class of whose securities have been deposited with a central depository shall be by way of book entry by the central depository in accordance with the rules of the central depository and, notwithstanding Sections 103 and 104, such company shall be precluded from registering and effecting any transfer of securities.
- (2) Subsection (1) shall not apply to a transfer of securities to a central depository or its nominees company.

(iv) Rules of the MCD

The rules within the MCD on the transferability of securities and restrictions on their free transferability are as follows:-

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

Rule 8.01(2) - Rejection of transfer

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

Rule 8.05(A) - Transfers from the principal or nominee account

Transfers made by the ADA from the agent's principal or nominee account shall be subject to the Rules in this Chapter.

Rule 9.03(2) - Documents to lodge

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

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form FTF015 (request for express transfer of securities form) fully and properly completed in triplicate;
- (b) the Transferring Depositor has executed the Transferor portion on the said form duly witnessed by another person (other than the depositor's spouse);
- (c) the Transferring Depositor has stated his/her 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 the court of competent jurisdiction;
 - (ii) rectification of errors;
 - (iii) pledge, charge or mortgage;
 - (iv) mandatory offer pursuant to the provisions of the Malaysian Code on Take-Overs and Mergers, 1987;
 - (v) any other circumstances as deemed fit by the Central Depository after consultation with the SC;
- (d) documents to support the reason for the transfer;
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manual.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

14.2.2 Remuneration of Directors

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

Article 93

The Directors shall be paid by way of fees for their services, such fixed sum (if any) as shall from time to time be determined by the Company in general meeting and such fees shall be divided among the Directors in such proportions and manner as the Directors may determine. PROVIDED ALWAYS that:-

- (a) fee payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.
- (b) salaries and other emoluments payable to Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover.
- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting.
- (d) any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Article 94

- (1) The Directors shall be paid all their travelling, hotel and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of the Directors or any committee of the Directors of the Company.
- (2) 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 Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board provided that in the case of non-executive Directors of the Company, the said remuneration shall not include a commission on or percentage of profits or turnover. In the case of an Executive Director, such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.

Article 121

The remuneration of a Director holding an executive office pursuant to these Articles shall subject to Article 93 be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

14.2.3 Voting and Borrowing Powers of Directors

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

Article 71

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

Article 98

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, 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 112

Subject to these Articles, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. The Chairman of the meeting shall however not have a second or casting vote where at the meeting only two (2) Directors form the quorum or where only two (2) Directors are competent to vote on the question at issue.

Article 115

A Director may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract; PROVIDED ALWAYS THAT the nature of the interest of the Director in any such contract be declared at a meeting of the Directors as required by Section 131 of the Act. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has, directly or indirectly an interest (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting.

Article 116

A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat any decision is taken upon any contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

Article 117

A Director may vote in respect of: -

- (a) any arrangement for giving the Director himself or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; and
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part, under a guarantee or indemnity or by the deposit of a security.

Article 118

A Director of the Company may be or become a Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation which is directly and indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation, in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

14.2.4 Changes in Capital and Variation of Class Rights

The provisions in the Articles of Association of the Company as to changes in share capital and variation of class rights, which are not less stringent than those required by law, are as follows:-

Article 3

Without prejudice to any special rights previously conferred on the holders of any existing shares but subject to the Act and to these Articles, shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors, subject to any ordinary resolution of the Company, may determine.

Article 4

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of these Articles and the Act and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions: -

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (a) no shares shall be issued at a discount except in compliance with the provisions of section 59 of the Act;
- (b) in the case of shares of a class, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles and in the resolution creating the same;
- (c) every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in general meeting and no Director shall participate in such issues of shares unless:-
 - (i) the Members in general meeting have approved of the specific allotment to be made to such Director; and
 - (ii) he holds office in the Company in an executive capacity PROVIDED ALWAYS that a Director not holding office in an executive capacity may so participate in any issue of shares pursuant to a public issue or public offer or special issue, such participation to be approved by the relevant authorities.

Article 5

- (1) The holder of a preference share shall be entitled to a return of capital in preference to holders of ordinary shares when the company is wound up.
- (2) Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed but the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or during the winding up of the Company, or on a proposal for the disposal of the whole of the Company's property, business and undertaking, or where any resolution to be submitted to the meeting directly affects their rights and privileges attached to the shares, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months.

Article 6

Notwithstanding Article 7 hereof, the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholder's rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

Article 7

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy, one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution, the provisions of section 152 of the Act shall with such adaptations as are necessary, apply.

Article 8

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

Article 50

The Company 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 paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.

Article 51

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

Article 53

The Company may by ordinary resolution: -

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) divide its share capital or any part thereof into shares of smaller amount than is fixed by the Memorandum of Association by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such shares may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares and;
- (d) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

Article 54

Subject to and in accordance with the provisions of the Act and the requirements of the Exchange and such other relevant law, regulation or guideline, the Company is allowed and shall have power, to the fullest extent permitted, to purchase its own shares. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the requirements of the Exchange and any other relevant authority.

Article 55

The Company may by the requisite resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any authorization, and consent required by law.

Article 150

The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purposes of this Article, be applied only in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

Article 151

Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debenture if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

14.3 Directors and Substantial Shareholders

- (i) The names, addresses and occupations of the Directors are set out in Sections [2] of this Prospectus.
- (ii) A Director is not required to hold any qualification shares in the Company, unless otherwise so fixed by the Company in general meeting.
- (iii) No Director, key management personnel or person nominated to become a Director or key management personnel of the XLB Group is or has been involved in the following events (whether in or outside Malaysia):-
 - (a) a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he/she is or was a partner or any corporation of which he/she is or was a Director or key management personnel;
 - (b) conviction 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, tribunal or governmental body permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, Director or employee of a financial institution and engaging in any type of business practice or activity.
- (iv) There are no existing or proposed service agreements between the Company or its subsidiary companies with its Directors or key management personnel which are not terminable by notice without payment of compensation (other than statutory compensation) within 1 year.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (v) The aggregate remuneration paid and proposed to be paid to the Directors of the Company for services rendered to the Company and its subsidiary companies in all capacities for the last financial year ended 31 January 2001 and the financial year ending 31 January 2002 are as follows:-

Financial year ended/ending Remuneration band	31 January 2001		31 January 2002	
	Aggregate remuneration RM	No. of Directors	Aggregate remuneration RM	No. of Directors
Up to RM50,000	52,000	3	156,600	6
RM50,001 – RM100,000	98,000	1	240,000	3
RM100,001 – RM200,000	440,200	3	732,000	3

- (vi) Save as disclosed below, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the promotion of or in any material assets acquired or proposed to be acquired or assets disposed of or proposed to be disposed of or leased to or proposed to be leased to the Company or its subsidiary companies within two (2) years preceding the date of this Prospectus:-

- (a) Conditional Sale and Purchase Agreement dated 23 October 2000 entered into between XL and Ng Huan Tong for the sale and purchase of 11 pieces of land more particularly described in Section 14.8(ii);
- (b) Conditional Sale and Purchase Agreement dated 23 October 2000 entered into between XL and Ng Huan Tong for the sale and purchase of 3 pieces of land more particularly described in Section 14.8(iii); and
- (c) Conditional Sale and Purchase Agreement dated 23 October 2000 entered into between XLA and Ng Huan Tong for the sale and purchase of 4 pieces of land more particularly described in Section 14.8(iv).

- (vii) None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in any business, either quoted or unquoted on a recognised stock exchange, which carries on a similar trade as the Company or its subsidiary companies.

- (viii) Save as disclosed below, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in any contract, agreement or arrangement, which is significant in relation to the business and financial position of the Company and its subsidiary companies subsisting at the date hereof:-

- Lease Agreement between Ng Huan Tong ("Lessor") and XLA ("Lessee") dated 18 September 2000 more particularly described in Section 14.9 of this Prospectus.

As the monthly rental is subject to review every five years, the Audit Committee will ensure that the renewal rental is based on commercial terms on an arms length basis.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (ix) Based on the Register of Directors' Shareholdings as at 22 October 2001, the Directors and their interests in the shares of the Company before and after the IPO are as follows:-

Director	<----- Before the IPO----->				<----- After the IPO----->			
	<---- Direct---->		<---- Indirect-->		<---- Direct---->		<---- Indirect-->	
	No. of shares held	%	No. of shares held	%	No. of shares held	%	No. of shares held	%
Dato' Mohd Desa Bin Pachi	-	-	12,300,000	30.00 ¹	-	-	9,656,000	20.00 ¹
Ng Huan Tong	12,198,000	29.75	12,197,000	29.75 ²	11,270,000	23.24	12,269,000	23.24 ²
Lim Wan Hong	12,197,000	29.75	12,198,000	29.75 ³	11,269,000	23.24	12,270,000	23.24 ²
Chua Bah Bee @ Chua Chong Seng	4,305,000	10.50	-	-	3,977,000	8.24	-	-
Mohamed Shafeii Bin Abdul Gaffoor	-	-	-	-	-	-	-	-
Tan Cheng Kiat	-	-	-	-	10,000 ³	*	-	-
Lim Kim Hock	-	-	-	-	5,000 ³	*	-	-
Chen Shih Hsie	-	-	-	-	-	-	-	-
Choy Siew Kiong	-	-	-	-	-	-	-	-
Ismail Taufid Bin Md Yusoff	-	-	-	-	-	-	-	-

Notes:-

1. Deemed interested by virtue of his shareholdings in DPCSB.
2. Ng Huan Tong is the husband of Lim Wan Hong. Therefore they are deemed interested by virtue of Section 6A of the Companies Act, 1965.
3. Assuming full subscription for the XLB shares offered to him as an eligible Director under the Public Issue.

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14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (x) Based on the Register of Substantial Shareholders as at 22 October 2001, the names and the respective interests of the substantial shareholders in the Company before and after the IPO are as follows:-

Shareholder	Before the IPO				After the IPO			
	Direct No. of shares held	%	Indirect No. of shares held	%	Direct No. of shares held	%	Indirect No. of shares held	%
Dato' Mohd Desa Bin Pachi	-	-	12,300,000	30.00 ¹	-	-	9,656,000	20.00 ¹
DPCSB	12,300,000	30.00	-	-	9,656,000	20.00	-	-
Ng Huan Tong	12,198,000	29.75	12,197,000	29.75 ²	11,270,000	23.24	12,269,000	23.24 ²
Lim Wan Hong	12,197,000	29.75	12,198,000	29.75 ³	11,269,000	23.24	12,270,000	23.24 ²
Chua Bah Bee @ Chua Chong Seng	4,305,000	10.50	-	-	3,977,000	8.24	-	-

Notes:-

1. Deemed interested by virtue of his shareholdings in DPCSB.
2. Ng Huan Tong is the husband of Lim Wan Hong. Therefore they are deemed interested by virtue of Section 6A of the Companies Act, 1965.

14.4 General

- (i) The nature of XLB's business and the names of all corporations that are deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 are disclosed in Sections 1.1 and 7.1 of this Prospectus. Other than as mentioned in Section 7.1 of this Prospectus, there are no corporations deemed to be related to XLB by virtue of Section 6 of the Companies Act, 1965.
- (ii) The Company and its subsidiary companies have not established a place of business outside Malaysia.
- (iii) Apart from the listing sought on the Second Board of the KLSE, XLB is not listed on any Stock Exchange.
- (iv) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 15 of this Prospectus.
- (v) The time of the opening of the Application Lists is set out in Sections 5.1 and 15 of this Prospectus.
- (vi) The amount payable in full on application or acceptance in respect of the Issue/Offer Shares is RM1.65 per ordinary share.
- (vii) No amount or benefit has been paid or given within the two (2) years preceding the date of this Prospectus, nor is intended to be so paid or given, to any promoter.
- (viii) The name and address of the Company's Reporting Accountants and Auditors is set out in Section 2 of this Prospectus.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (ix) Save for 500,000 Issue Shares being reserved for the eligible employees pursuant to this Prospectus, there is at present no other scheme established by the Company or subsidiary for or involving the employees in the capital of the Company.
- (x) Save and except for the Issue Shares, there is no present intention on the part of the Directors of the Company to issue any part of the authorised but unissued share capital of the Company as at the date of this Prospectus.
- (xi) Save as disclosed in this Prospectus, the Directors are not aware of any material information including trade factors or risks which are unlikely to be known or anticipated by the general public and which could materially affect the profits of the Company of its subsidiary companies.
- (xii) As at the date in this Prospectus, the Company and its subsidiary companies do not have any outstanding convertible debt securities.
- (xiii) Save as disclosed in Sections 6 and 7 of this Prospectus, no shares or debentures of the Company or its subsidiary companies have been issued or proposed to be issued as fully or partly paid-up by cash or otherwise than in cash within the two (2) years preceding the date of this Prospectus.
- (xiv) Save as disclosed in this Prospectus, the financial conditions and operations of XLB and its subsidiary companies are not affected by any of the following:-
 - (a) Known trends or known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company's or the Group's liquidity increasing or decreasing in any material way;
 - (b) Unusual or infrequent events or transaction or any significant economic changes that materially affect the amount of reported income from the operations of the Company or the Group;
 - (c) Known trends, events, circumstances, uncertainties or commitments that are reasonably likely to make the historical financial statements not indicative of future financial performance and position or that the Company and/or the Group reasonably expects will have a material favourable or unfavourable impact on the revenue or operating income of the Company or the Group; and
 - (d) Material commitments for capital expenditure.

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 during the normal course of business.

14.5 Expenses and Commissions

- (i) Expenses incidental to the listing of and quotation for the entire issued and paid-up share capital of the Company on the Second Board of the KLSE amounting to approximately RM2,400,000 will be borne by the Company.
- (ii) Save as disclosed in Section 5.6 of this Prospectus, no commissions, discounts, brokerages or other special terms have, within the two (2) years preceding the date of this Prospectus, been paid or granted by the Company in connection with the issue or sale of any capital of the Company or its subsidiary companies.
- (iii) No amount or benefit has been paid or given within the two (2) years preceding the date hereof, nor is it intended to be so paid or given to any promoter.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

14.6 Public Take-overs

During the last financial year and the current financial year, 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 the Company in respect of other companies' shares.

14.7 Material Litigation

As at 22 October 2001, neither XLB nor its subsidiary companies are not engaged in any material litigation and arbitration, either as plaintiff or defendant, and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the financial position or business of XLB or its subsidiary companies.

14.8 Material Contracts

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

- (i) Sale and Purchase Agreement dated 10 November 1999 between Ang Kean Hai and XL for the sale and purchase of all that piece of land held under EMR 3210, Lot 7414 Mukim of Sri Medan, Batu Pahat, Johor Darul Takzim with the approximate area of 5A.1R.18P at the purchase consideration of RM270,000.
- (ii) Conditional Sale and Purchase Agreement dated 23 October 2000 entered into between XL ("Vendor") and Ng Huan Tong ("Purchaser") for the sale and purchase of:-
 - (a) all that piece of land held under GM 305 Lot No. 7901 containing an approximately area of 6A OR 37P situated in the Mukim of Sri Medan at the purchase consideration of RM73,529;
 - (b) all that piece of land held under HS(M) 4479 Lot No. MLO 1527 containing an approximately area of 3A OR 30P situated in the Mukim of Sri Medan at the purchase consideration of RM25,057;
 - (c) all that piece of land held under HS(M) 1280 PTD 1573 containing an approximately area of 1,549 sq. ft. situated in the Mukim of Linau VI at the purchase consideration of RM78,328;
 - (d) all that piece of land held under GM 244 Lot No. 5649 containing an approximately area of 8A 1R 19P situated in the Mukim of Sri Menanti at the purchase consideration of RM40,846;
 - (e) all that piece of land held under EMR 1070 Lot MLO 1852 containing an approximate area of 2A 3R 00P situated in the Mukim of Sungai Balang at the purchase consideration of RM53,500;
 - (f) all that piece of land held under HS(M) 466 Lot MLO 361 containing an approximately area of 9A 2R 00P situated in the Mukim of Linau VI at the purchase consideration of RM158,830;
 - (g) all that piece of land held under EMR 1034 Lot No. 2873 containing an approximate area of 2A OR 30P situated in the Mukim of Sungai Balang at the purchase consideration of RM97,602;

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (h) all that piece of land held under EMR 1168 Lot No. 3783 containing an approximate area of 0A OR 19P situated in the Mukim of Sungai Balang at the purchase consideration of RM5,298;
 - (i) all that piece of land held under HS(M) 593 Lot No. 6800 containing an approximate area of 4E 3R 30P in the Mukim of Sungai Balang at the purchase consideration of RM21,050;
 - (j) all that piece of land held under GM 31, Lot No. 6801 containing an approximate area of 4A 3R 31P in the Mukim of Sungai Balang at the purchase consideration of RM20,990;
 - (k) all the piece of land held under HS(M) 4034, Lot No. 7859 containing an approximately area of 4A 2R 14P situated in the Mukim of Sri Medan at the purchase consideration of RM368,460.
- (iii) Conditional Sale and Purchase Agreement dated 23 October 2000 entered into between XL ("Vendor") and Ng Huan Tong ("Purchaser") for the sale and purchase of:-
- (a) all that piece of land held under HS (M) 3098, No. P.T. MLO 1705, containing are of 3A OR 0P in Mukim Sri Medan (XVIII) Daerah Batu Pahat, Johor Darul Takzim at the purchase consideration of RM81,886;
 - (b) all that piece of land held under HS (M) 3099, No. P.T. MLO 1704, containing are of 3A OR 0P in Mukim Sri Medan (XVIII) Daerah Batu Pahat, Johor Darul Takzim at the purchase consideration of RM81,886;
 - (c) all that piece of land held under HS (M) 2480, No. P.T. MLO 1706, containing are of 3A OR 0P in Mukim Sri Medan (XVIII) Daerah Batu Pahat, Johor Darul Takzim at the purchase consideration of RM81,886.
- (iv) Conditional Sale and Purchase Agreement dated 23 October 2000 entered into between XLA ("Vendor") and Ng Huan Tong ("Purchaser") for the sale and purchase of:-
- (a) all that piece of land held under EMR 7984, Lot No. 2220 containing an area of 5A OR 25P in the Mukim of Sri Medan, in the District of Batu Pahat, Johor at the purchase consideration of RM64,453;
 - (b) all that piece of land held under EMR 1746, Lot No. 2221 containing an area of 6A OR 38P in the Mukim of Sri Medan, in the District of Batu Pahat, Johor at the purchase consideration of RM77,809;
 - (c) all that piece of land held under EMR 1744, Lot No. 2223 containing an area of 4A 2R 22P in the Mukim of Sri Medan, in the District of Batu Pahat, Johor at the purchase consideration of RM57,738; and
 - (d) all that piece of land held under EMR 3262, Lot No. 7858 containing an area of 8A 1R 23P in the Mukim of Sri Medan, in the District of Batu Pahat, Johor at the purchase consideration of RM160,000.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (v) Sale and Purchase Agreement between B.T. Properties Sdn. Bhd. ("Vendor") and XL ("Purchaser") dated 15 June 2001 for the sale and purchase of a piece of land under title no: HS(D)38342 and PTB No: 4543 measuring approximately 1,650 square feet located in Bandar Penggaram at Batu Pahat, Johor for a total consideration of RM482,947.20. The land has a three-storey shop office erected thereon know as No. 35, Jalan Penjaja 3, 83000 Batu Pahat, Johor. XL had paid a deposit of RM48,294.72 on the date of the agreement and the balance amounting to RM434,652.48 would be paid by XL within three (3) months from the agreement, failing which, the Vendor would grant a one month extension to purchase provided that a 12% interest per annum would be charged on the balance of purchase price.
- (vi) Underwriting Agreement dated 25 September 2001 between XLB and CIMB, for the underwriting of 1,500,000 Issue Shares for an underwriting commission of 3% of the issue price of RM1.65 per Issue Share.

14.9 Material Agreements

Save as disclosed elsewhere in the Prospectus and below, the Group does not have any outstanding material agreements as all sales or purchases executed are either on cash terms or with a credit period for payment:-

- (i) Lease Agreement between Ng Huan Tong ("Lessor") and XLA ("Lessee") dated 18 September 2000 for the lease of the ground floor of the property held under HS(D) No. 7631, No. P.T. TLO 1141 Bandar Penggaram, Daerah Batu Pahat, Johor together with the building erected thereon bearing postal address No. 1, Jalan Zahir, Taman Jenang, 83000 Batu Pahat, Johor ("Property") from 1 July 2000 to 30 June 2020 at a monthly rental of RM5,000.00 per month subject to review once every five years. The Lessor and the Lessee agree that the rent to be fixed pursuant to the review shall be by mutual discussion and agreement of the Lessor and the Lessee. In the event that the Lessor and the Lessee are not able to come to a mutual agreement on the rent, the auditors of the Lessee shall appoint an independent valuer to determine the rent for the following review period. The determination of the rent by the independent valuer shall be final and conclusive and shall bind the Lessor and the Lessee.

The purpose of the lease is for the Lessee's business of the trading of aquatic animals and aquarium accessories and all ancillary activities, including without limitation, using the Property as showroom and office for its said business.

The Lessor covenants to insure the Property (excluding the properties or goods brought in and/or belonging to the Lessee) from loss or damage by fire up to the full value and to pay all the necessary premiums.

The Lessee may at its option terminate the lease at any time prior to its expiration by giving 3 months' notice in writing of its intention failing which the Lessee shall be liable to pay to the Lessor as agreed liquidated damages a sum equivalent to 3 months rental (at the rate applicable to the said relevant period) and the Lessor shall also be entitled to forfeit the Deposit paid by the Lessee pursuant to this Agreement.

The Lessor shall not terminate the lease whatsoever or howsoever.

In the event of termination of the lease, the fixtures (including the Lessee's model aquarium) installed at the property shall be valued by an independent valuer nominated by the Lessee's auditors. The Lessor shall purchase the fixtures at the value determined by the independent valuer.

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

14.10 Declaration by Advisers

- (i) CIMB, as the Adviser and Managing Underwriter in respect of the IPO, hereby declares that there is no conflict of interest arising from its advisory capacity vis-à-vis the XLB Group.
- (ii) Messrs. Arthur Andersen & Co., as Auditors and Reporting Accountants in respect of the IPO, have given their confirmation that there is no conflict of interest arising from their capacity as Auditors and Reporting Accountants vis-à-vis the XLB Group.
- (vii) Messrs. Jeff Leong, Poon & Wong, as Legal Advisor in respect of the IPO, hereby declares that there is no conflict of interest arising from its advisory capacity vis-à-vis the XLB Group.

14.11 Letters of Consents

- (i) The written consents of the Principal Bankers, Solicitors, Registrars, Issuing House, Adviser and Managing Underwriter and Underwriters to the inclusion in this Prospectus of their names in the manner and form in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (ii) The written consents of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their names, Accountants' Report and their letters relating to the consolidated profit forecast for the financial year ending 31 January 2002 and pro forma consolidated balance sheets as at 31 July 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 written consents of the Fanli Marine & Consultancy Sdn. Bhd., New Straits Times, The Edge and Department of Fisheries Malaysia to the inclusion in this Prospectus of their names in the manner and form in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.

14.12 Documents Available for Inspection

Copies of the following documents may be inspected at the registered office of XLB during office hours for a period of twelve (12) months from the date of this Prospectus:-

- (i) Memorandum and Articles of Association of XLB and its subsidiary companies;
- (ii) The material contracts referred to in Section 14.8 of this Prospectus;
- (iii) The material agreements referred to in Section 14.9 of this Prospectus;
- (viii) The Accountants' Report and the Directors' Report referred to in Sections 12 and 13, respectively of this Prospectus;
- (v) The Reporting Accountants' Letters relating the consolidated profit forecast for the financial year ending 31 January 2002 and the pro forma consolidated balance sheets of the XLB Group as at 31 July 2001 referred to Sections 9.4 and 10.7, respectively, of this Prospectus;
- (v) The letters of consent referred to in Section 14.11 of this Prospectus;

14. STATUTORY AND GENERAL INFORMATION (Cont'd)

- (vi) The audited account of XLB for the five (5) months financial period ended 31 January 2000, the financial year ended 31 January 2001 and six (6) month period ended 31 July 2001;
- (vii) The audited accounts of XL for the past five (5) financial years ended 31 January 2001 and six (6) month period ended 31 July 2001; and
- (viii) The audited accounts of XLA for the four (4) financial years ended 31 July 1999, the six (6) month financial period ended 31 January 2000, the financial year ended 31 January 2001 and the six (6) month period ended 31 July 2001.

14.13 Responsibility

- (i) CIMB acknowledges that to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts about the IPO, the Offerors and XLB and its subsidiary companies and is satisfied that the consolidated profit forecast for the financial year ending 31 January 2002 of the Group for which the Directors are solely responsible, have been stated by the Directors after due and careful inquiry.
- (ii) This Prospectus has been seen and approved by the Directors of XLB 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. PROCEDURE FOR APPLICATION AND ACCEPTANCE

15.1 Opening and Closing of Application Lists

The Application Lists will open at 10.00 a.m. on 13 November 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 XLB in their absolute discretion may decide.

15.2 IPO Shares

15.2.1 Methods of Application

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

15.2.2 General Conditions for Applications

- (i) **Application by the eligible employees and persons who have contributed to the success of the XLB Group**

Applications for the 500,000 Issue Shares reserved for eligible employees and the customers and suppliers of the Group must be made on the **Pink** Application Forms provided and not on any other Application Form or by way of Electronic Share Application. The amount payable in full on Application is RM1.65 per IPO Share.

- (ii) **Application by Malaysian Persons for allocation via balloting**

Applications for the 1,000,000 Issue Shares made available for application by the Malaysian Persons for allocation via balloting must be made on the **White** Application Forms and **White** official "A" and "B" envelopes provided or by way of Electronic Share Application.

However, a corporation or institution cannot apply for Issue Shares by way of Electronic Share Application.

Only one Application Form from each applicant will be considered and applications must be for 1,000 ordinary shares of RM1.00 each or multiples thereof. **Multiple applications will not be accepted.** The amount payable in full on application is RM1.65 per ordinary share.

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

The applications shall be made in relation with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of XLB.

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:-

- (i) (a) THE APPLICANT'S IDENTITY CARD ("NRIC");
- (b) CHANGE OF ADDRESS CARD (RESIT PENUKARAN KAD PENGENALAN "JPN 1/22"); OR

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

(c) THE APPLICANT'S RESIT PENGENALAN SEMENTARA ("JPN 1/9") ISSUED PURSUANT TO PERATURAN 5(5), PERATURAN-PERATURAN PENDAFTARAN NEGARA 1990; AND

(ii) THE RECORDS OF MCD, IF ANY.

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

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

No acknowledgement of the receipt of applications or application monies will be made by XLB.

15.2.3 Application using Application Forms

(i) Types of Application Forms

The following relevant Application Forms issued with the notes and instructions printed therein are enclosed with this Prospectus and are deemed to form part thereof:-

- (a) **Pink** Application Forms for application by the eligible employees and the customers and suppliers of the XLB Group; and
- (b) **White** Application Forms for application by Malaysian Persons of which at least 30% is set aside strictly for Bumiputera individuals, companies, co-operatives, societies and institutions and for application by Bumiputera investors approved by the MITI.

White Application Forms together with copies of this Prospectus may be obtained, subject to availability, from CIMB, member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia and MIH.

(ii) Terms and Conditions

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

- (a) The Application Form must be completed in accordance with the notes and instructions printed on the reverse side of the Application Form and in this Prospectus. In accordance with Section 41(2) of the Securities Commission Act, 1993 ("SCA"), 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 the Application Form or notes and instructions printed therein or which are illegible will not be accepted.

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

- (b) EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCES IN RM FOR THE FULL AMOUNT PAYABLE EITHER BY:-
- 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
 - 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
 - MONEY ORDER OR POSTAL ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
 - GUARANTEED GIRO ORDER ("GGO") FROM BANK SIMPANAN NASIONAL MALAYSIA (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
 - ATM STATEMENT OBTAINED ONLY FROM ANY OF THE FOLLOWING:-
 - AFFIN-ACF FINANCE BERHAD (*formerly known as Asia Commercial Finance (M) Berhad*);
 - ALLIANCE BANK MALAYSIA BERHAD (*formerly known as Multi Purpose Bank Berhad*);
 - ARAB-MALAYSIAN BANK BERHAD;
 - ARAB-MALAYSIAN FINANCE BERHAD;
 - BANK UTAMA (MALAYSIA) BERHAD;
 - BUMIPUTRA-COMMERCE BANK BERHAD;
 - EON BANK BERHAD;
 - EON FINANCE BERHAD;
 - HONG LEONG BANK BERHAD;
 - HONG LEONG FINANCE BERHAD;
 - MALAYAN BANKING BERHAD;
 - MAYBAN FINANCE BERHAD;
 - MBf FINANCE BERHAD;
 - PUBLIC BANK BERHAD;
 - PUBLIC FINANCE BERHAD;
 - RHB BANK BERHAD;
 - SOUTHERN BANK BERHAD (*ex-Ban Hin Lee Bank Berhad*); OR
 - SOUTHERN FINANCE BERHAD (*formerly known as United Merchant Finance Berhad*).

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

AND MUST BE MADE OUT IN FAVOUR OF

"MIH SHARE ISSUE ACCOUNT NO. 200 "

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 OR INAPPROPRIATE BANKER'S DRAFTS/CASHIER'S ORDERS/MONEY ORDERS/GGO WILL NOT BE ACCEPTED. DETAILS OF THE REMITTANCE MUST BE COMPLETED IN THE APPROPRIATE BOXES PROVIDED IN THE APPLICATION FORMS.

- (c) AN APPLICANT SHOULD STATE HIS/HER CDS ACCOUNT NUMBER IN THE SPACE PROVIDED IN THE APPLICATION FORM IF HE/SHE PRESENTLY HAS SUCH AN ACCOUNT. WHERE AN APPLICANT DOES NOT PRESENTLY HAVE A CDS ACCOUNT, HE/SHE SHOULD STATE IN HIS/HER APPLICATION FORM HIS/HER PREFERRED ADA CODE.
- (d) THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM) MUST BE WRITTEN ON THE REVERSE SIDE OF THE BANKER'S DRAFT, CASHIER'S ORDER, ATM STATEMENT, MONEY ORDER, POSTAL ORDER, CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES OR GGO FROM BANK SIMPANAN NASIONAL.
- (e) The Directors of XLB 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 XLB shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (f) The Directors of XLB reserve the right to reject applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.
- (g) The Directors of XLB reserve the right not to accept any application or to accept any application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the shares to a reasonable number of applicants with a view of establishing an adequate market for the shares.

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

- (h) 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 ordinary post at the address shown on the Application Form at the applicant's own risk.
- (i) MIH reserves the right to bank in all application monies from unsuccessful Bumiputera applicants and partially successful applicants, which would subsequently be refunded without interest by registered post.
- (j) Each completed Application Form, accompanied by the appropriate remittance and legible photocopy of the relevant documents, must be despatched by **ORDINARY POST** in the official envelope provided, to the following address:-

Malaysian Issuing House Sdn. Bhd.
27th Floor, Menara Multi-Purpose
Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
P.O. Box 13269
50804 Kuala Lumpur

or **DELIVERED BY HAND AND DEPOSITED** in the Drop-In Boxes provided at the back portion of Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, so as to arrive not later than 8.00 p.m. on 13 November 2001.

Applications may also be delivered in a drive-in manner at Stadium Hoki Tun Razak, Jalan Duta, Kuala Lumpur on 13 November 2001, between 8.30 a.m. to 8.00 p.m. only.

- (k) Directors and employees of MIH and their immediate families are strictly prohibited from applying for the Issue Shares.
- (l) PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE **WHITE APPLICATION FORM TO MIH.**

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

15.2.4 Application Using Electronic Share Applications**(i) 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; and
- (c) Applicant is to apply for the initial public offering via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application are set out in Section 15.2.4(ii) 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/she enters his/her Electronic Share Application requires him/her to do so:-
 - Personal Identification Number ("PIN");
 - **MIH Share Issue Account Number 200;**
 - CDS account Number;
 - Number of Issue/Offer Shares applied for and/or the RM amount to be debited from the account; and
 - Confirmation of several mandatory statements.

(ii) 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 ("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 15.2.4(i) of this Prospectus. The Steps set out the actions that the applicant must take at the ATM to complete an Electronic Share Application. Please read carefully the terms of this Prospectus, the Steps and the terms and conditions for Electronic Share Applications set out below before making an Electronic Share Application. Any reference to "applicant" in the terms and conditions for Electronic Share Applications and the Steps shall mean the applicant who applies for the Issue 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/she can make an Electronic Share Application at an ATM of that Participating Financial Institution. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for the Issue Shares at an ATM belonging to other Participating Financial Institutions. Upon the completion of his/her Electronic Share Application transaction, the applicant will receive a computer-generated transaction slip ("Transaction Record"), confirming the details of his/her Electronic Share Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Share Application or any data relating to such an Electronic Share Application by the Company

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

or MIH. The Transaction Record is for retention by the applicant and should not be submitted with any Application Form.

Upon the closing of the offer for the application for the Issue Shares on 13 November 2001 at 8.00 p.m. ("Closing Date and Time"), the Participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the Issue Shares to MIH as soon as practicable but not later than 12.00 p.m. of the second business day after the Closing Date and Time.

An applicant will be allowed to make an Electronic Share Application for the Issue Shares via an ATM that accepts the ATM cards of the Participating Financial Institution with which he/she has an account and its branches, subject to the applicant making only one application. An applicant who has a bank account with a Participating Financial Institution and has been issued an ATM card will be allowed to apply for the Issue Shares via an ATM of that Participating Financial Institution which is situated in another country or place outside of Malaysia, subject to the applicant making only one application.

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

The Electronic Share Application shall be made on, and subject to, the terms and conditions contained in Sections 15.2.2 and 15.2.4(ii) 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 statement, by depressing predesignated 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 MIH and other relevant authorities.

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

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

- (c) THE APPLICANT CONFIRMS THAT HE/SHE IS NOT APPLYING FOR THE ISSUE SHARES AS NOMINEE OF ANY OTHER PERSONS AND THAT ANY ELECTRONIC SHARE APPLICATION THAT HE/SHE MAKES IS MADE BY HIM/HER AS THE BENEFICIAL OWNER. THE APPLICANT SHALL ONLY MAKE ONE ELECTRONIC SHARE APPLICATION AND SHALL NOT MAKE ANY OTHER APPLICATION FOR THE ISSUE SHARES, WHETHER AT THE ATMS OF ANY PARTICIPATING FINANCIAL INSTITUTION OR ON THE PRESCRIBED APPLICATION FORM.
- (d) The applicant must have sufficient funds in his/her account with the relevant Participating Financial Institution at the time he/she makes his/her Electronic Share Application, failing which his/her Electronic Share Application will not be completed. Any Electronic Share Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Share Application is being made will be rejected.
- (e) The applicant agrees and undertakes to subscribe for or purchase and to accept the number of Issue Shares applied for as stated on the Transaction Record or any lesser number of Issue Shares that may be allotted to him/her in respect of his/her Electronic Share Application. In the event that the Company decides to allot any lesser number of the Issue Shares or not to allot any Issue Shares to the applicant, the applicant agrees to accept any such decision as final. If the applicant's Electronic Share Application is successful, his/her confirmation (by his/her action of pressing the designated key on the ATM) of the number of Issue Shares applied for shall signify, and shall be treated as, his/her acceptance of the number of Issue Shares that may be allotted to him/her and to be bound by the Memorandum and Articles of Association of the Company.
- (f) The Directors of 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 the Issue Shares to a reasonable number of applicants with a view to establishing an adequate market for the ordinary shares of XLB.

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

- (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 the 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 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 2 market days after the balloting date. The applicants may check their accounts on the fifth market day from the balloting day.

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

- (h) The applicant requests and authorises the Company:-
- (i) to credit the Issue Shares allotted to the applicant into the CDS account of the applicant; and
 - (ii) to issue share certificate(s) representing such Issue Shares allotted in the name of MCD Nominees Sdn. Bhd. and send the same to MCD.
- (i) The applicant, acknowledging that his/her 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, MIH or the Participating Financial Institution, irrevocably agrees that if:
- (i) the Company or MIH does not receive the applicant's Electronic Share Application; or
 - (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 have no claims whatsoever against the Company, MIH or the Participating Financial Institutions for the Issue Shares applied for or for any compensation, loss or damage.

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

- (j) All particulars of the applicant in the records of the relevant Participating Financial Institution at the time he/she makes his/her Electronic Share Application shall be deemed to be true and correct and the Company, MIH and the relevant Participating Financial Institution shall be entitled to rely on the accuracy thereof.
- (k) The applicant shall ensure that his/her personal particulars as recorded by both MCD and relevant Participating Financial Institution are correct and identical. Otherwise, his/her Electronic Share Application is liable to be rejected. The applicant must inform MCD promptly of any change in address failing which the notification letter of successful allotment will be sent to his/her 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 the Issue Shares via the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, his/her Electronic Share Application is irrevocable;
 - (ii) the Company, the Participating Financial Institutions, MCD and MIH shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his/her Electronic Share Application to the Company due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
 - (iii) notwithstanding the receipt of any payment by or on behalf of the Company, the acceptance of the offer made by the applicant to subscribe for and purchase the Issue Shares for which the applicant's Electronic Share Application has been successfully completed shall be constituted by the issue of notices of allotment for Prescribed Securities, in respect of the said Issue Shares;
 - (iv) the applicant irrevocably authorises MCD to complete and sign on his/her behalf as transferee or renounee any instrument of transfer and/or other documents required for the issue or transfer of the Issue Shares allotted to the applicant; and
 - (v) the Company agrees that, in relation to any legal action or proceedings arising out of or in connection with the contract between the parties and/or the Electronic Share Application Scheme and/or any 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.

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

- (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 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; OR
 - ARAB-MALAYSIAN FINANCE BERHAD; OR
 - BUMIPUTRA-COMMERCE BANK BERHAD (at selected branches in the Klang Valley only); OR
 - HSBC BANK MALAYSIA BERHAD; OR
 - MALAYAN BANKING BERHAD; OR
 - MAYBAN FINANCE BERHAD; OR
 - OCBC BANK (MALAYSIA) BERHAD; OR
 - 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.

15.2.5. Applications and Acceptances

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

The submission of an Application Form does not necessarily mean that the application will be successful.

ALL APPLICATIONS MUST BE FOR 1,000 ORDINARY SHARES OF RM1.00 EACH OR MULTIPLES THEREOF.

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

In the event of an over-subscription for the Issue Shares, acceptance of Applications shall be subject to ballot to be conducted in the manner approved by the Directors of XLB. Due consideration will be given to the desirability of distributing the ordinary shares of XLB to a reasonable number of applicants with a view to broadening the shareholding base of the Company and establishing an adequate market for XLB's ordinary shares. Pursuant to the SC Policies and Guidelines on Issue/Offer of Securities, the Company is required to have at least 25% of the issued and paid-up capital of the Company at the point of listing in the hands of public shareholders and a minimum number of 750 public shareholders holding not less than 1,000 shares upon listing. The Company is expected to achieve this at the point of listing. However, in the event that the above requirement is not met pursuant to this Public Issue, the Company may not be allowed to proceed with its listing plan. In the event thereof, monies paid in respect of all applications will be returned.

In the event of an under-subscription for the Issue Shares by the Malaysian public, all the Issue Shares not applied for will be made available for subscription by the Managing Underwriter and the Underwriters in the proportions specified in the Underwriting Agreement dated 25 September 2001. Any Issue Shares not subscribed for by the eligible employees of the XLB Group, and the customers and suppliers of the XLB Group will be made available for application by the Malaysian citizens, companies, co-operatives, societies and institutions and will be underwritten by the Managing Underwriter and the Underwriters.

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 REFUNDED WITHOUT INTEREST AND SHALL BE DISPATCHED BY ORDINARY POST OR REGISTERED POST RESPECTIVELY TO THE APPLICANT WITHIN 21 DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

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

THE ISSUING HOUSE RESERVES THE RIGHT TO BANK IN ALL APPLICATION MONIES FROM UNSUCCESSFUL BUMIPUTERA APPLICANTS AND FROM PARTIALLY SUCCESSFUL APPLICANTS. REFUND MONIES IN RESPECT OF UNSUCCESSFUL BUMIPUTERA APPLICANTS AND PARTIALLY SUCCESSFUL APPLICANTS WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DISPATCHED TO THE APPLICANT WITHIN 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.

15.3. CDS Accounts

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

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

In the case of an application by way of an Application Form, an applicant should state his/her CDS account number in the space provided in the Application Form if he/she presently has such an account. If the applicant does not presently have a CDS account, he/she should state in the Application Form his/her preferred ADA Code in the space provided. Where an applicant already has a CDS account, he/she should not complete the preferred ADA Code. If a successful applicant fails to state either his/her CDS account number or the preferred ADA Code in his/her Application Form, the Company may, in the exercise of its absolute discretion, instruct MIH to insert a preferred ADA Code in the Application Form and further instruct MCD to open a CDS account on the applicant's behalf at the specified ADA and credit the Issue Shares allotted to the applicant into the applicant's CDS account.

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

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 and inaccurate application. Applications may also be rejected if the applicants' particulars provided in the Application Forms, or in the case of Electronic Share Application, if the records of the Participating Financial Institutions at the time of making the Electronic Share Application, differ from those in MCD's records such as the identity card number, names and nationalities.

15.4. Notice of Allotment

Issue Shares allotted to all successful or partially successful applicants will be credited to their respective CDS accounts. A notice of allotment will be dispatched to the successful or partially successful applicant at his/her address shown on the Application Form at the applicant's own risk within 30 days after the final ballot of the application. For Electronic Share Applications, the notice of allotment will be dispatched to the successful or partially successful applicant at his/her address last maintained with the MCD at the applicant's own risk within 30 days after the final ballot of the application list. This is the only acknowledgement of acceptance of the application.

15.5 Formalising CDS Accounts

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

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

15.6 List of Authorised Depository Agents

Name	Address and telephone number	ADA Code
KUALA LUMPUR		
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. (formerly known as MGI 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
CIMB SECURITIES SDN. BHD.	9th Floor, Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel. No.: 03-2532288	065-001
FIMA SECURITIES SDN. BHD. (formerly known as Capitalcorp Securities Sdn. Bhd.)	No. 45-14, Plaza Level & Level 1 Plaza Damansara Jalan Medan Setia Satu Damansara Heights 50490 Kuala Lumpur Tel No.: 03-2549966	018-001
HLG SECURITIES SDN. BHD.	Level 5, Wisma Kia Peng No. 3, Jalan Kia Peng 50450 Kuala Lumpur Tel No.: 03-21681168	066-001
INTER-PACIFIC SECURITIES SDN. BHD.	Level 7, Shahzan Insas Tower 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel. No.: 03-21441888	054-001
JUPITER SECURITIES SDN. BHD.	7th - 9th Floor, Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-20341888	055-001
K&N KENANGA BHD.	8th Floor, Kenanga International Jalan Sultan Ismail 50250 Kuala Lumpur Tel. No.: 03-21649080	073-001

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

KUALA LUMPUR (Continued)

KAF- SEAGROATT & CAMPBELL SECURITIES SDN. BHD. <i>(formerly known as Seagroatt & Campbell Sdn. Bhd.)</i>	30th Floor The Weld Tower No.76, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-20201600	053-001
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.	17th & 18th 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. <i>(formerly known as Pengkalen Securities Sdn. Bhd.)</i>	Ground & 1st 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
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.: 03-20721277	074-001

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

SELANGOR DARUL EHSAN

AMSTEEL SECURITIES (M) SDN. BHD.	2nd, 3rd & 4th Floor Wisma Amsteel Securities No. 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel. No.: 03-33439999	080-001
HWANG-DBS SECURITIES BERHAD	16th, 18th-20th 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
JF APEX SECURITIES BERHAD	3rd Floor, Wisma Apex 145A-C, Jalan Bukit 43000 Kajang Selangor Darul Ehsan Tel. No.: 03-87361118	079-001
JF APEX SECURITIES BERHAD	15th & 16th Floor Choy Fook On Tower No. 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-76201118	079-001
MOHAIYANI SECURITIES SDN. BHD.	1st, 2nd & 3rd Floor Plaza Damansara Utama No 2, Jalan SS21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel. No.: 03-77297345	095-001
PM SECURITIES SDN. BHD.	No.157 & 159 Jalan Kenari 23/A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel. No.: 03-80700773	064-003
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

MELAKA

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

MELAKA (Continued)

OSK SECURITIES BERHAD	579, 580-581A & B, Taman Melaka Raya 75000 Melaka Tel. No.: 06-2825211	056-003
STRAITS SECURITIES SDN. BHD.	Lot 9 & 10, 1st Floor Bangunan Tabung Haji Jalan Bandar Kaba 75000 Melaka Tel. No.: 06-2833622	011-001

PERAK DARUL RIDZUAN

BOTLY SECURITIES SDN. BHD.	1st Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel. No.: 05-2531313	058-001
KIN KHOON & CO. SDN. BHD.	A23-A29, Wisma Kota Emas Jalan Dato' Tahwil Azhar P. O. Box No. 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
OSK SECURITIES BERHAD	21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel. No.: 05-2415100	056-002
MAYBAN SECURITIES SDN. BHD.	55, 57 & 63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel. No.: 05-2558233	098-002
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

PULAU PINANG

A. A. ANTHONY & COMPANY SDN.BHD.	No.41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel. No.: 04-2299318	014-001
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15. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)

PULAU PINANG (Continued)

HWANG-DBS SECURITIES BERHAD	Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel. No.: 04-2636996	068-001
HWANG-DBS SECURITIES BERHAD	Ground, 1st & 2nd Floor 1620 & 1621, Jalan Permatang Batu Taman Industri Permatang Batu 14000 Bukit Mertajam Pulau Pinang Tel No.: 04-5372882	068-006
OSK SECURITIES BERHAD	64, Bishop Street 20F & 20G, Penang Street 10200 Pulau Pinang Tel. No.: 04-2634222	056-004
OSK SECURITIES BERHAD	Level 19, NB Tower 5050 Jalan Bagan Luar 12000 Butterworth Pulau Pinang Tel No.: 04-3322299	056-005
MERCURY SECURITIES SDN. BHD.	Ground, 1st & 2nd & 3rd 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 Floor, PSCI Tower 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel. No.: 04-2283355	016-001
SOON THEAM SECURITIES SDN. BHD.	No. 111, Jalan Macalister 10400 Pulau Pinang Tel. No.: 04-2281868	060-001
THONG & KAY HIAN SECURITIES SDN. BHD.	Level 5 & 6, Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel. No.: 04-2635481	070-001
UT SECURITIES SDN. BHD. (formerly known as United Traders Securities Sdn. Bhd.)	6th, 10th & 12th Floor Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel. No.: 04-2626644	059-001
KEDAH DARUL AMAN		
KUALA LUMPUR CITY SECURITIES SDN. BHD.	2nd Floor Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel. No.: 04-7317088	074-004

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

PERLIS INDRA KAYANGAN

UPEN SECURITIES SDN. BHD.	2nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel. No.: 04-9765200	023-001
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NEGERI SEMBILAN DARUL KHUSUS

PM SECURITIES SDN. BHD.	1st, 2nd and 3rd Floor 19-21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel. No.: 06-7623131	064-002
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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
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HWANG-DBS SECURITIES BERHAD	Ground & 1st Floor 105, 107 & 109, Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7612288	068-007
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JOHOR DARUL TAKZIM

ENG SECURITIES SDN. BHD.	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel. No.: 07-2231211	081-001
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JB SECURITIES SDN. BHD.	Suite 8.2, Level 8 Menara Sarawak Enterprise No. 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel. No.: 07-3332000	078-001
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KESTREL SECURITIES SDN. BHD.	No. 57, 59 & 61 Jalan Ali 84000 Muar Johor Darul Takzim Tel. No.: 06-9532222	088-001
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KUALA LUMPUR CITY SECURITIES SDN. BHD.	No. 46 & 48 Jalan Dato' Kapten Ahmad 86000 Kluang Johor Darul Takzim Tel. No.: 07-7717922	076-006
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OSK SECURITIES BERHAD	Unit 27-01 to 27-08 Level 27, Menara Landmark No.12, Jalan Ngee Heng 80000 Johor Bahru Johor Darul Takzim Tel. No.: 07-2212233	056-006
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15. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)

JOHOR DARUL TAKZIM (Continued)

PENINSULA SECURITIES SDN. BHD. Level 2, Menara Pelangi 077-001
 Jalan Kuning
 Taman Pelangi
 80400 Johor Bahru
 Johor Darul Takzim
 Tel. No.: 07-3333600

HWANG-DBS SECURITIES BERHAD Podium 2A & 3 068-004
 Menara Ansar
 65, Jalan Trus
 80000 Johor Bahru
 Johor Darul Takzim
 Tel. No.: 07-2222692

ARAB-MALAYSIAN SECURITIES SDN. BHD. 2nd Floor, Penggaram Complex 086-002
 1, Jalan Abdul Rahman
 83000 Batu Pahat
 Johor Darul Takzim
 Tel. No.: 07-4342282

KELANTAN DARUL NAIM

KOTA BHARU SECURITIES SDN. BHD. 298, Jalan Tok Hakim 075-001
 15000 Kota Bharu
 Kelantan Darul Naim
 Tel. No.: 09-7433388

PAHANG DARUL MAKMUR

KUALA LUMPUR CITY SECURITIES SDN. BHD. A-397, A-399 & A-401 076-002
 Taman Sri Kuantan III
 Jalan Berserah
 25300 Kuantan
 Pahang Darul Makmur
 Tel. No.: 09-5660800

TERENGGANU DARUL IMAN

FA SECURITIES SDN. BHD. No.51 & 51A 021-001
 Ground, Mezzanine & 1st Floor
 Jalan Tok Lam
 20100 Kuala Terengganu
 Terengganu Darul Iman
 Tel. No.: 09-6238128

PTB SECURITIES SDN. BHD. 1st, 2nd & 3rd Floor 025-001
 61, Jalan Sultan Ismail
 P.O Box 151
 Pejabat Pos Besar
 20700 Kuala Terengganu
 Terengganu Darul Iman
 Tel. No.: 09-6235546

SABAH

INNOSABAH SECURITIES SDN. BHD. 11, Equity House, Block K 020-001
(dahulunya dikenali sebagai Innosabah
Securities Sdn. Bhd.)
 Sadong Jaya, Karamunsing
 88100 Kota Kinabalu
 Sabah
 Tel. No.: 088-234090

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

SABAH (Continued)

KUALA LUMPUR CITY SECURITIES SDN. BHD.	Suite 1-9-E1, 9th Floor CPS Tower No.1 Jalan Centre Point 88000 Kota Kinabalu Sabah Tel No:088-253922	076-005
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SARAWAK

SARAWAK SECURITIES SDN. BHD.	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel. No.: 082-338000	019-001
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SARAWAK SECURITIES SDN. BHD. (Miri Branch)	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel. No.: 085-435577	019-002
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BORNEO SECURITIES SDN. BHD.	12G, Jalan Kampung Datu 96000 Sibul Sarawak Tel. No. : 084-319998	030-001
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HWANG-DBS SECURITIES BERHAD	Lot 328, Jalan Abell 93100 Kuching Sarawak Tel No: 082-236999	068-005
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WILAYAH PERSEKUTUAN LABUAN

SHARETECH SECURITIES SDN. BHD.	Unit 7(A), Level 7 Main Office Tower Financial Park Labuan Jalan Merdeka 87000 Wilayah Persekutuan Labuan Tel No.: 087-451666	022-001
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