

## 12.0 VALUATION CERTIFICATES

### 12.1 Valuation Certificates

(Prepared for inclusion in this Prospectus)

(The property valuations conducted in relation to the public offering do not require the approval of the SC)

#### International Property Consultants

**Vigers (KL) Sdn. Bhd.** (192837-V)  
Suite 1701, 17<sup>th</sup> Floor, Central Plaza,  
34, Jalan Sultan Ismail,  
50250 Kuala Lumpur.

Tel : 03-2148 8968  
Fax : 03-2141 2933  
Email: vigers@po.jaring.my

5 November 2001

#### VALUATION CERTIFICATE

The Board of Directors  
PJI Holding Berhad  
10<sup>th</sup> Floor, Tower Block  
Kompleks Antarabangsa  
Jalan Sultan Ismail  
P O Box 12547  
50782 Kuala Lumpur

Dear Sirs

**RE: VALUATION OF PROPERTY BELONGING TO KEJURUTERAAN TROLKA SDN. BHD.**

This valuation certificate has been prepared for inclusion in the prospectus of PJI Holding Berhad to be dated 8 November 2001 in relation to the Public Issue of 6,780,000 new ordinary shares of RM1.00 each at an issue price of RM1.50 per ordinary share.

In accordance with your instructions, we have assessed the Market Value of the property set out below. We have valued the Landed Property vide our valuation reports bearing the reference number VKL/V/512/99 and VKL/V/769/00. The Report and Valuation bearing the reference number VKL/V/512/99 was prepared for the purpose of submission to the Securities Commission. The Report and Valuation bearing reference number VKL/V/769/00 was prepared for disclosure purposes only.

The date of inspection of the property, which covers both external and internal inspections of the three storey shophouse were carried on 2<sup>nd</sup> December 1999 and 7<sup>th</sup> September 2000.

The Valuation Reports dated 3<sup>rd</sup> December 1999 and 11<sup>th</sup> September 2000 have been prepared based on the Asset Valuations Guidelines for Submission to the Securities Commission and the Manual of Valuation Standards issued by the Board of Valuers, Appraisers and Estate Agents, Malaysia.

We have valued the property listed below using the Comparison and Investment Methods of Valuation. The Market Value using the Comparison Method of Valuation is **RM545,000/-** whilst the Market Value using the Investment Method of Valuation is **RM555,000/-**.

For the purpose of this valuation we have adopted the Market Value derived based on both the Methods of Valuation which is **RM550,000/-**.

**VIGERS**  
MALAYSIA

#### Directors

James Wong,  
BA (Hons), MIS (M)  
Tan Beng Sooi,  
Dip Urb Val. (Auckland),  
ANZIV, MIS(M), MSIS  
Kelvin Tan,  
ARICS, MIS (M)

#### Malaysian Offices

Petaling Jaya  
Johor Bharu  
Penang  
Kota Kinabalu  
Sandakan

#### Other Offices

**Asia/Pacific**  
Hong Kong  
Kowloon  
Beijing  
Guangzhou  
Shanghai  
Jakarta  
Singapore  
Tokyo  
Taipei  
Bangkok  
Seoul

**12.0 VALUATION CERTIFICATES****VIGERS  
MALAYSIA**

Particulars of Property	Valuation Report Reference Numbers	Registered Proprietor	Interest of tenure/ Date of Expiry	Description/ Existing Use	Method of Valuation	Floor Area/ Land Area	Market Value (RM) for the Existing use
HS(D) 8892 Lot 7446, Mukim Of Batu, District of Gombak and State Selangor Darul Ehsan (No. 41, Jalan SG 1/6, Taman Sri Gombak, 68100 Batu Caves, Selangor Darul Ehsan)	VKL/V/512/99 and VKL/V/769/00	Kejuruteraan Trolka Sdn Bhd	Freehold	3-storey shop office	Comparison Method & Investment Method	4,012 sq. ft/ 1,400 sq. ft	Market Value as at <u>2.12.1999</u> RM550,000/-  Update Valuation as at <u>11.9.2000</u> RM550,000/-

Yours faithfully  
VIGERS (KL) SDN BHD



JAMES WONG KWONG ONN  
MIS(M), BA (Hons)  
Registered Valuer (V-217)  
Malaysia

## 12.0 VALUATION CERTIFICATES



**HENRY BUTCHER,**  
Lim & Long (N) Sdn. Bhd. (177498-P)

142-M, Jalan Burma, 10050 Penang, Malaysia.

Tel: 04-229 8999 Fax: 04-229 8666

E-mail: hbpenang@tm.net.my

web-site: www.henrybutchermalaysia.com

### INTERNATIONAL ASSET CONSULTANTS

Our Ref : V/PG/21451  
5 November 2001

### PRIVATE & CONFIDENTIAL

The Directors  
PJI Holdings Berhad  
10<sup>th</sup> Floor, Tower Block  
Kompleks Antarabangsa  
Jalan Sultan Ismail  
P.O. Box 12547  
50782 Kuala Lumpur

Dear Sirs,

### RE : VALUATION OF PROPERTY BELONGING TO PJI HOLDINGS BERHAD

In accordance with your instruction, this valuation certificate has been prepared for inclusion in the prospectus of PJI Holdings Berhad to be dated 8 November 2001 in relation to the Public Issue of 6,780,000 new ordinary shares of RM1.00 each at an issue price of RM1.50 per ordinary share.

We have inspected the property on 17<sup>th</sup> November 1999 and 28<sup>th</sup> August 2000 and have taken the date of inspection as the date of valuation.

The basis of the valuation is the market value of the subject property. The market value is the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The valuation has been prepared in accordance with the requirements as set out in the Asset Valuation Guidelines for submission to the Securities Commission, Malaysia and the Manual of Valuation Standards issued by the Board of Valuers, Appraisers and Estate Agents, Malaysia

Pursuant to the aforesaid, we have valued the Landed Property for the purpose of submission to the Securities Commission and the valuation details are attached in Schedule 1.

The report and valuation bearing reference number V/PG/21451 was prepared for the purpose of submission to the Securities Commission. The report and valuation bearing reference number V/PG/21451 was prepared for disclosure purposes only.

Our Opinion of the Market Value of the subject property, based on our Valuation Report, is attached as Schedule 1.

Yours faithfully,  
**HENRY BUTCHER, Lim & Long (N) Sdn. Bhd.**

**TEOH POH HUAT (V-296)**  
**FRICS, MISM, MBA (UK)**  
**Chartered Surveyor / Registered Valuer**

### THE INTERNATIONAL NETWORK

\* Kuala Lumpur \* Penang \* Butterworth \* Kedah \* Johore \* Malacca \* Sabah \* Sarawak \* London \* Manchester \* Birmingham \* Leeds \* Bristol  
\* Cardiff \* Edinburgh \* Glasgow \* Aberdeen \* Dublin \* Belfast \* Leicester \* Hamburg \* Paris \* Milan \* Manila \* Hong Kong \* Singapore \* Thailand  
\* Korea \* Japan \* Tel Aviv. \* Sao Paulo \* Illinois \* St Louis \* Madrid \* Southampton \* Associates throughout Europe, Australasia, North and South America.

## 12.0 VALUATION CERTIFICATES

**Schedule 1**

Reference No. / Property details	Registered Proprietor	Land area	Tenure	Existing use	Market Value as Date of Valuation	Date of Valuation	Valuation Methods
V/PG/21451 Double storey semi- detached house identified as Lot P.T. No: 39, H.S.(D) No: 19, Mukim 12, South West District, Penang (8, Jalan Pantai Jerjak, Taman Saw Kit, 11900 Penang)	Ocean Electrical Co. Sendirian Berhad	345 sq. metres (3,709 sq. ft.)	Freehold (Terms in Perpetuity)	The land is flat and lies slightly above the level of the existing metalled road.  Erected on the land is a double storey semi-detached house.  The Gross Floor Area of the building is approximately 220.65 sq. metres (2,375 sq. ft.)  Presently owner occupied  Age of building : 22 years but will maintained	RM550,000/-  (Valuation for Submissions to Security Commissions)  RM550,000 (Update Valuation)	17/11/1999  28/8/2000	Comparison Method and Depreciated Replacement Cost Method



## 12.0 VALUATION CERTIFICATES



**HENRY BUTCHER,**

**Lim & Long (Kedah) Sdn. Bhd.** (229800-H)

LPPEH No. V (1) 0008/2

No. 180, 2nd. Floor, Kompleks Alor Setar, Lebuhraya Darulaman, 05100 Alor Setar, Kedah.  
Tel: 04-7315525, 04-7315405 Fax: 04-7315699

**INTERNATIONAL REAL ESTATE AND PLANT & MACHINERY CONSULTANTS,  
VALUERS, AUCTIONEERS, AGENTS, PROJECT AND PROPERTY MANAGERS.**

Our Ref : NR/5766/K/SC/00

5 November 2001

The Chairman & Managing Director,  
PJI Holdings Berhad,  
10<sup>th</sup> Floor, Tower Block,  
Kompleks Antarabangsa,  
Jalan Sultan Ismail, P.O. Box 12547,  
50782 Kuala Lumpur.

Dear Sirs,

Re : **VALUATION OF PROPERTIES BELONGING TO  
PJI HOLDINGS BERHAD.**

In accordance with your instruction, this valuation certificate has been prepared for inclusion in the prospectus of PJI Holdings Bhd to be dated 8 November 2001 in relation to the Public Issue of 6,780,000 new ordinary shares of RM1.00 each at an issue price of RM1.50 per ordinary shares.

The basis of the valuation is the market value of the subject property. The market value is the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

We have adopted the Comparison method of valuation and Contractor's method. The Comparison method is the Market Approach of comparing the subject property with similar properties that were either transacted recently or listed properties, due consideration is given to factors such as location, size, building differences, improvements and amenities, time element and other relevant factors to arrive at our opinion of value. The Contractor's method is the summation of the land value on an alternative site basis and the building value on a depreciated replacement cost basis.

We confirm that we have valued the properties based on the valuation methods as stated above. The valuation reports have been prepared in accordance with the Asset Valuations Guidelines for Submission to the Securities Commission issued by the Securities Commission and is in compliance with the Manual of Valuation Standards issued by the Board of Valuers, Appraisers and Estate Agents, Malaysia and other professional bodies.

The details on the titles were extracted from private random searches carried out at the Registry of Land Titles, Kedah and are assumed to be correct for the purpose of the abovementioned exercise.

### THE INTERNATIONAL NETWORK

\* Kuala Lumpur \* Penang \* Butterworth \* Kedah \* Johore \* Malacca \* Sabah \* Sarawak \* Hong Kong \* Singapore \* Manila \* London \* Birmingham  
\* Leeds \* Bristol \* Cardiff \* Edinburgh \* Glasgow \* Aberdeen \* Dublin \* Belfast \* Associates throughout Europe, Australasia, North and South America

---

**12.0 VALUATION CERTIFICATES**

---



Pursuant to the instruction, we have inspected the subject property on 30<sup>th</sup> November 1999 and 30<sup>th</sup> August 2000 and have prepared our Report and Valuation under our ref : NR/5080/SC/K/99 dated 30<sup>th</sup> December 1999 and NR/5766/SC/K/00 dated 30<sup>th</sup> August 2000. The Valuation Report for the Landed Properties bearing reference number : NR/5080/SC/K/99 is for the purpose of submission to the Securities Commission and the Valuation Report for the Landed Properties bearing reference number : NR/5766/SC/K/00 was an update valuation for disclosure purposes. The Valuation details are attached in Schedule 1.

Yours faithfully,  
**HENRY BUTCHER, Lim & Long (K) Sdn. Bhd.**

---

**Mah Beng Fong (V-358)**  
**M.I.S.M.**  
**Registered Valuer**

NR/5766/K/SC/00

## 12.0 VALUATION CERTIFICATES



## Schedule 1

a) Properties held for owner occupation

Reference No. Property Details	Title No.	Land Area Gross Floor Area	Tenure	Existing Use	Market Value as at the date of valuation
NR/5766/K/SC/00  A single-storey workshop with a double-storey office annex  O.C. issued on 26/8/1991  Address : No. 41, Jalan Utara 4, Mergong Barrage Industrial Estate Alor Setar, Kedah.	Lot Nos. P.T. 1798, Title No. H.S.(M) 84/1991 & P.T. 1799, H.S.(M) 85/1991	639.82 sq. metres & 557.42 sq. metres  (Built-up Area : 10,284 sq. ft.)	Leasehold 99 years expiring on 25/5/2090 Interest being valued : Sub-lease 60 years with an unexpired term of about 51 years  <u>Note</u>  Registered Leaseholder : Perbadanan Kemajuan Negeri Kedah  Registered sub-lessee : Ocean Electrical Co. Sdn. Bhd.	A double-storey office section and a single-storey workshop section	RM600,000.00 (An update Valuation on 30/8/2000 for disclosure purposes)  Market Value of RM640,000 as at 30/11/1999 as per valuation report dated 30/12/1999

Our Ref : NR/5766/K/SC/00

---

**13.0 DIRECTORS' REPORT**

---



**PJI HOLDINGS BERHAD.** (Co. No. 499758-W)  
No. 18, Jalan SS2/72, 47300 Petaling Jaya, Selangor Darul Ehsan, Malaysia.  
Tel: 603-77252988 Fax: 603-77251388, 77253818  
E-mail: pjindah@po.jaring.my URL: pjindah.com.my

---

2 November 2001

The Shareholders of PJI Holdings Berhad

Dear Sir/Madam,

On behalf of the Board of Directors of PJI Holdings Berhad, I report after due inquiry that during the period from 30 June 2001 (being the date to which the last audited accounts of the Group have been made up) to 2 November 2001 (being a date not earlier than 14 days before the issue of Prospectus), that:

- (a) The business of Group has, in the opinion of the Directors, been satisfactorily maintained;
- (b) In the opinion of Directors, no circumstances have arisen which have adversely affected the trading or the value of the assets of the Group;
- (c) The current assets of the Group appear in the books at values which are believed to be realisable in the ordinary course of business;
- (d) Save as disclosed in Section 2.10.3 and 10.5.3 of this Prospectus, no other contingent liabilities have arisen by reason of any guarantees given by the Company and its subsidiaries; and
- (e) Save as disclosed in the Accountants' Report and Proforma Consolidated Balance Sheet in this prospectus, there has been no change in the published reserved or any unusual factors affecting the profit of the Group since the last audited accounts of the Group.

Yours faithfully  
For and on behalf of the Board of  
**PJI HOLDINGS BERHAD**

A handwritten signature in black ink, appearing to read 'Rashid Bin Ahmad'.

**DATO' ABDUL RASHID BIN AHMAD**  
**EXECUTIVE CHAIRMAN**



---

**14.0 ADDITIONAL INFORMATION**

---

**14.1 Share Capital**

- a) No ordinary share shall be allotted or sold on the basis of this Prospectus later than twelve (12) months after the date of issue of this Prospectus.
- b) There are no founder, management or deferred shares in the Company. There is only one class of shares in the Company namely ordinary shares of RM1.00 each, all of which rank pari passu with one another.
- c) Save for the 2,260,000 PJIH Shares reserved for the eligible Directors, employees and parties that have contributed to the success of the Group, there is no other scheme for or involving the employees of the Group in the capital of the Company or its subsidiaries.
- d) Save as disclosed in Section 3.5 of this Prospectus, no person has been or is entitled to be given an option to subscribe for any shares, stocks or debentures in the Company or its subsidiaries. There is no share option scheme for the employees of the Company and its subsidiaries.
- e) Save as disclosed under Section 5.0 of this Prospectus, no shares or debentures of PJIH and its subsidiaries have been issued or proposed to be issued as fully or partly paid-up for cash or otherwise than for cash within the two (2) years preceding the date hereof.

**14.2 Articles of Association**

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

**(a) Changes In Capital And Variation Of Class Rights****Article 5**  
**Authorised Share Capital**

The authorised share capital of the Company at the date of adoption of these Articles is Ringgit Malaysia One Hundred Million only (RM100,000,000.00) divided into 100,000,000 ordinary shares of Ringgit Malaysia One (RM1.00) each. The Company may from time to time by Ordinary Resolution alter its authorised share capital.

**Article 6**  
**Issue of Shares and grant of options**

No shares may be issued by the Directors without the prior approval of the Company by Ordinary Resolution in General Meeting but subject thereto and to the Act and to Article 52, the Directors may issue shares in the Company at such times as they may think fit and any such shares may be issued either at a premium or at par or (subject to the provisions of the Act) at a discount and with such preferred, deferred, or to other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors may determine and may give by agreement to any person the right or option of requiring at a future date that an allotment shall be made to him of any shares at par or at such premium as may be agreed.

---

**14.0 ADDITIONAL INFORMATION**

---

**Article 7**  
**Allotment of Shares**

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 or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:-

- (a) no shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
- (b) in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than five per centum (5%) of the nominal amount of the share;
- (c) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles and in the resolution creating the same;
- (d) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the members of the Company in General meeting;
- (e) the Company must not cause or authorise its registrars to cause the securities accounts of the allottees to be credited with the additional securities until after the Company has filed with the Exchange an application for listing of such additional securities and been notified by the Exchange that they have been authorised for listing;
- (f) every issue of shares or options to employees and/or Directors of the Company and/or its related Companies shall be approved by the members in General Meeting and no Director shall participate in such issues of shares or option unless:-
  - (i) the members in General Meeting have approved of the specific allotment to be made to such Director; and
  - (ii) he holds office in the Company and/or its related companies in an executive capacity.

---

**14.0 ADDITIONAL INFORMATION**

---

**Article 12**  
**Variation of rights**

If at any time the share capital is divided into different classes of shares, the rights attached to any class shall be expressed either herein or in the resolution creating the same and may subject to the provisions of the Act whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the Holders of three-fourths of the issued shares of that class, or with the sanction of a Special Resolution passed at a separate General Meeting of the Holders of the shares of that class. To every such separate General Meetings the quorum shall be two (2) persons at least holding or representing by proxy one-tenth of the issued shares of the class and that any Holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of Section 152 of the Act shall with such adaptations as are necessary apply. Provided always that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing if obtained from the Holders of three-fourths of the issued shares of the class concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution, carried at the meeting. A resolution in writing signed by all the Holders of a class or if all the shares in a class are held by one sole Holder a resolution in writing signed by such sole Holder shall have the same effect and validity as a Special Resolution of the Holders of the class passed at a separate General Meeting of the Holders of that class duly convened held and constituted and may consist of several documents in the like form each signed by one or more of such Holders and if a Holder is a corporation, then such resolution shall be signed by its representatives.

**Article 13**  
**Variation of rights in certain cases**

The rights conferred upon the Holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally therewith.

**(b) Transfer Of Securities And Transmission Of Securities****Article 27**  
**Transfer**

The instrument of transfer of a security shall be signed by or on behalf of the transferor and transferee. Such persons may be required by the Exchange (subject to the Central Depositories Act and the Rules), to sign an instrument of transfer in respect of which the transferee is the Central Depository, to which the transfer shall be effective although not signed by or on behalf of the Central Depository so long as it has been certified by an authorised depository agent pursuant to Section 18 of the Central Depositories Act. Subject to the Act, the Central Depositories Act and the Rules the transferor shall be deemed to remain the Holder of the security until the name of the transferee is entered in the Register of Members and/or the Record of Depositors as the case may be in respect thereof.

---

**14.0 ADDITIONAL INFORMATION**

---

**Article 28****Transfer by book entry**

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

**Article 29****Instrument of Transfer**

Every instrument of transfer shall be in writing and in the form approved in the Rules and shall be presented to the Central Depository with such evidence (if any) as the Central Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person.

**Article 30****Refusal of Transfer**

The Central Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules. Subject to the Act, the Central Depositories Act and the Rules, no share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

**Article 31****Closing of Register**

The registration of transfer may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year. The Company shall give the Exchange prior written notice and publication in a daily newspaper circulating in Malaysia of the period of the intended suspension or closure and the purposes thereof, which notice shall be at least twelve (12) clear market days after the date of announcement or such other period as may from time to time be specified by the Exchange governing the Register concerned. In relation to the closure, the Company shall give written notice in accordance with the Rules to the Central Depository to prepare the appropriate Record of Depositors.

**Article 34****Transmission of securities resulting from death or bankruptcy of a Member**

In case of the death of a Member, the executors or administrators of the deceased shall be the only person recognised by the Company as having any title to his securities. Any person becoming entitled to a security in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Central Depository and subject to the Rules and as hereinafter provided, elect either to transfer the securities to himself or to some other person nominated by him as the transferee. The Central Depository shall, however, 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 security by that Member before his death or bankruptcy.

---

**14.0 ADDITIONAL INFORMATION**

---

**Article 35****Election of persons entitled to be registered**

Subject to any other provisions of these Articles, if the person becoming entitled pursuant to Article 34 or 36 shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the securities is a deposited security and the person becoming entitled elect to have the security transferred to him, the aforesaid notice must be served by him on the Central Depository. If he shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such security. All the limitations, restrictions and provisions of these Articles and the Central Depository relating to the right to transfer and the registration of transfers of securities shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member has not occurred and the notice of transfer was a transfer executed by such Member.

**Article 36****Person entitled to receive and give discharge for dividends**

A person entitled to a security by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the security, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or, privileges as a member unless and until he shall become a member in respect of the security.

**Article 37****Transmission of Securities from Foreign Register**

Where –

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

the 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 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.

Where (a) and (b) are fulfilled, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.

---

**14.0 ADDITIONAL INFORMATION**

---

**(c) Remuneration Of Directors****Article 86**  
**Directors' remuneration**

- (a) The fees payable to the Directors shall from time to time be determined by a resolution of the Company in General Meeting provided that such fees shall not be increased except pursuant to a resolution passed at a General Meeting, where notice of the proposed increase has been given in the notice convening the meeting.
- (b) Save as provided in Article 86(a) hereof, an executive Director shall, subject to the terms of any agreement (if any) entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine provided that salaries payable to executive Directors may not include a commission on or percentage of turnover.
- (c) Fees payable to non-executive Directors shall be a fixed sum, and not by a commission on or a percentage of profits or turnover.
- (d) 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 87**  
**Travelling and other expenses**

The Directors shall be paid such reasonable travelling, hotel and other expenses as he shall incur in attending meetings of the Directors or General Meetings or which he may otherwise incur on or about the business of the Company.

**Articles 88**  
**Remuneration for extra services**

Any Director who serves on any committee or who devotes special attention to the business of the Company or goes or resides abroad for such purpose, or who otherwise performs services which in the opinion of the Board of Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise (other than by a sum to include a commission on or percentage of turnover) as the Board of Directors may determine. Such remuneration may be either in addition to or in substitution for his share in the remuneration provided by Article 86(a).

**Article 94**  
**Payment of gratuity, pensions, allowance on Director's retirement**

The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any or other salaried office or place of profit with the Company and/or any of its subsidiaries or to his widow or dependents and may make contributions to any fund and pay retirement premium for the purchase of any such gratuity, pension or allowance.

---

**14.0 ADDITIONAL INFORMATION**

---

**Article 104**  
**Remuneration of Managing Director**

The remuneration of a Managing Director or Managing Directors shall 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 mode but shall not include a commission on or a percentage of turnover.

(d) **Voting And Borrowing Powers Of Directors**

**Article 93**  
**Directors may exercise voting power conferred by Company's shares in another corporation**

The Directors may exercise the voting power conferred by the shares in any corporation held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be Directors of such corporation or voting or providing for the payment of remuneration to the Directors of such corporation) and any such Director of the Company may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or he is about to be appointed a Director of such other corporation.

**Article 96**  
**Directors' borrowing powers**

- (1) The Directors may exercise all the powers of the Company to borrow and to mortgage or charge its undertaking, property and uncalled capital as they think necessary, or any part thereof for the purposes of the Company or its subsidiaries, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its subsidiaries. But the Directors shall not borrow any money or mortgage or charge any of the Company's or subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
- (2) The Directors shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 108 of the Act in regard to the registration of mortgage and charges therein specified and otherwise.
- (3) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

**Article 113**  
**Restriction on voting**

In amplification of and not in derogation of Article 91, a Director shall not vote in regard to any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest.

---

**14.0 ADDITIONAL INFORMATION**

---

**Article 114**  
**Power to vote**

A Director may vote in respect of

- (a) any arrangement for giving the Director himself or any other Director any security indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (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.

**COMPANIES ACT 1965****SECTION 103(1)**

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

**SECTION 103(1A)**

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

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

**SECTION 107**

(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 or class of securities which have been deposited.

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

**RULES OF MCD****Rules 8.01(2)**

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



---

**14.0 ADDITIONAL INFORMATION**

---

**Rules 8.05A**

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

**Rules 9.03(2)**

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

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form FTF015 (request for express transfer of securities form) fully and properly completed in triplicate;
- (b) the Transferring Depositor has executed the Transferor portion on the said form duly witnessed by another person (other than the Depositor's spouse);
- (c) the Transferring Depositor has stated his reason for the transfer and that the reason is or are amongst any of the approved reasons as stated herein below-
  - (i) transmission and transfer of securities arising from the provisions of any written law or an order of court of competent jurisdiction;
  - (ii) rectification of errors;
  - (iii) pledge, charge or mortgage;
  - (iv) mandatory offer pursuant to the provisions of the Malaysian Code On Takeovers And Mergers 1987;
  - (v) any other circumstances as deemed fit by the Central Depository after consultation with the Securities Commissions;
- (d) documents to support the reason for the transfer;
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manual

**LISTING REQUIREMENTS OF KLSE****SECTION 7.13****Transfers of securities**

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

---

**14.0 ADDITIONAL INFORMATION**

---

**SECTION 7.14**

(1) Where: -

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

such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in the ownership of such securities.

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

**14.3 Directors and Substantial Shareholders**

- a) The names, addresses and occupations of the Directors are set out in Section 1.0 of this Prospectus.
- b) A Director is not required to hold any qualification share in the Company.
- c) No Director, senior executive officer or person nominated to become a Director or senior executive officer is or was involved in the following events:
  - i) A petition under any bankruptcy laws filed against such person or any partnership in which he was a partner or any corporation of which he was an executive officer;
  - ii) Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; or
  - iii) The subject of any order, judgement or ruling of any court of competent jurisdiction permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

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

**14.0 ADDITIONAL INFORMATION**

According to the Register of Directors' shareholdings in the Company as at the date hereof, the Directors' beneficial interests in the shares of the Company before and after the Public Issue are as follows:

	<-----Before the Public Issue----->				<-----After the Public Issue----->			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of PJIH Shares	%	No. of PJIH Shares	%	No. of PJIH Shares	%	No. of PJIH Shares	%
Dato' Abdul Rashid bin Ahmad	8,029,022	20.90	1,730,878 <sup>1</sup>	4.51	8,089,022 <sup>9</sup>	17.90	1,765,878 <sup>7</sup>	3.91
Y.B. Abd Hamid bin Abd Rahman	-	-	-	-	15,000 <sup>9</sup>	0.03	-	-
Lee Peng Joo	4,757,212	12.38	4,816,115 <sup>2</sup>	12.53	4,832,212 <sup>9</sup>	10.69	4,856,115 <sup>8</sup>	10.74
Geh Yean Chang	2,534,797	6.60	1,808,299 <sup>3</sup>	4.71	2,599,797 <sup>9</sup>	5.75	1,843,299 <sup>3</sup>	4.08
Rezal Zain bin Abdul Rashid	-	-	9,759,900 <sup>4</sup>	25.40	35,000 <sup>9</sup>	0.08	9,819,900 <sup>4</sup>	21.73
Lim Chong Ling	1,417,895	3.69	-	-	1,467,895 <sup>9</sup>	3.25	-	-
Ho Koon How	-	-	-	-	15,000 <sup>9</sup>	0.03	-	-
Lee Peng Seng	-	-	9,573,327 <sup>5</sup>	24.92	15,000 <sup>9</sup>	0.03	9,673,327 <sup>5</sup>	21.40
Lee Peng Kuan	-	-	9,573,327 <sup>6</sup>	24.92	25,000 <sup>9</sup>	0.06	9,663,327 <sup>6</sup>	21.38

**Notes:**

- (1) Deemed interest by virtue of his spouse's, Datin Rohani binti Romly, direct shareholdings in PJIH
- (2) Deemed interest by virtue of his spouse's, Yap Mei Leng, interest of more than 15% in Amlink Enterprise Sdn Bhd.
- (3) Deemed interest by virtue of his brothers', Geh Yean Hor and Geh Yean Hooi, direct shareholdings in PJIH.
- (4) Deemed interest by virtue of his father's, Dato' Abdul Rashid bin Ahmad, direct and mother's, Datin Rohani binti Romly, direct shareholding in PJIH.
- (5) Deemed interest by virtue of his brother's, Lee Peng Joo and Lee Peng Seng, direct shareholdings in PJIH and Lee Peng Joo's indirect shareholdings through his spouse's interest of more than 15% in Amlink Enterprise Sdn Bhd.
- (6) Deemed interest by virtue of his brother's, Lee Peng Joo and Lee Peng Kuan, direct shareholdings in PJIH and Lee Peng Joo's indirect shareholdings through his spouse's interest of more than 15% in Amlink Enterprise Sdn Bhd.
- (7) Deemed interest by virtue of his spouse's, Datin Rohani binti Romly and his son's, Rezal Zain bin Abdul Rashid, direct shareholdings in PJIH.
- (8) Deemed interest by virtue of his spouse's, Yap Mei Leng, interest of more than 15% in Amlink Enterprise Sdn Bhd and his brothers', Lee Peng Seng and Lee Peng Kuan, direct shareholdings in PJIH.
- (9) All directors are entitled to pink forms under the pink form share allocation to eligible Directors, employees and parties that have contributed to the success of the Group of the PJIH Group in conjunction with the Public Issue

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

**14.0 ADDITIONAL INFORMATION**

As at the date hereof, the substantial shareholders with more than 5% shareholding, direct and indirect, in the issued and paid-up share capital of the Company before and after the Public Issue are set out below:

	<-----Before the Public Issue----->				<-----After the Public Issue----->			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of PJIH Shares	%	No. of PJIH Shares	%	No. of PJIH Shares	%	No. of PJIH Shares	%
Dato' Abdul Rashid bin Ahmad	8,029,022	20.90	1,730,878 <sup>1</sup>	4.51	8,089,022 <sup>15</sup>	17.90	1,765,878 <sup>1</sup>	3.91
Lee Peng Joo	4,757,212	12.38	4,816,115 <sup>2</sup>	12.53	4,832,212 <sup>15</sup>	10.69	4,856,115 <sup>2</sup>	10.74
Geh Yean Chang	2,534,797	6.60	1,808,299 <sup>3</sup>	4.71	2,599,797 <sup>15</sup>	5.75	1,843,299 <sup>3</sup>	4.08
Rezal Zain bin Abdul Rashid	-	-	9,759,900 <sup>4</sup>	25.40	35,000 <sup>15</sup>	0.08	9,819,900 <sup>4</sup>	21.73
Lee Peng Seng	-	-	9,573,327 <sup>5</sup>	24.92	15,000 <sup>15</sup>	0.03	9,673,327 <sup>5</sup>	21.40
Lee Peng Kuan	-	-	9,573,327 <sup>6</sup>	24.92	25,000 <sup>15</sup>	0.06	9,663,327 <sup>6</sup>	21.38
Mohamad Nasir bin Long	1,947,238	5.07	-	-	1,947,238	4.31	-	-
Datin Rohani binti Romly	1,730,878	4.51	8,029,022 <sup>7</sup>	20.90	1,730,878	3.83	8,124,022 <sup>11</sup>	17.97
Tamran bin Abd Aziz	2,041,519	5.31	-	-	2,041,519	4.52	-	-
Koh Tiew Seng	2,163,598	5.63	-	-	2,163,598	4.79	-	-
Geh Yean Hor	1,267,399	3.30	3,075,697 <sup>8</sup>	8.01	1,302,399	2.88	3,140,697 <sup>12</sup>	6.95
Geh Yean Hooi	540,900	1.41	3,802,196 <sup>9</sup>	9.90	540,900	1.20	3,902,196 <sup>13</sup>	8.63
Yap Mei Leng	-	-	9,573,327 <sup>10</sup>	24.92	-	-	9,688,327 <sup>14</sup>	21.43
Lim Eng Cheik	-	-	4,055,675 <sup>16</sup>	10.56	-	-	4,055,675 <sup>16</sup>	8.97
Aplink Enterprise Sdn Bhd	4,816,115	12.54	-	-	4,816,115	10.66	-	-
Apex Term Sdn Bhd	4,055,675	10.56	-	-	4,055,675	8.97	-	-

- (1) Deemed interest by virtue of his spouse's, Datin Rohani binti Romly direct shareholding in PJIH.
- (2) Deemed interest by virtue of his spouse's, Yap Mei Leng, interest of more than 15% in Aplink Enterprise Sdn Bhd and his brothers', Lee Peng Seng and Lee Peng Kuan, direct shareholdings in PJIH.
- (3) Deemed interest by virtue of his brothers', Geh Yean Hor and Geh Yean Hooi, direct shareholdings in PJIH.
- (4) Deemed interest by virtue of his father's, Dato' Abdul Rashid bin Ahmad, direct and mother's, Datin Rohani binti Romly, direct shareholding in PJIH.
- (5) Deemed interest by virtue of his brother's, Lee Peng Joo and Lee Peng Seng, direct shareholdings in PJIH and Lee Peng Joo's indirect shareholdings through his spouse's interest of more than 15% in Aplink Enterprise Sdn Bhd.
- (6) Deemed interest by virtue of his brother's, Lee Peng Joo and Lee Peng Kuan, direct shareholdings in PJIH and Lee Peng Joo's indirect shareholdings through his spouse's interest of more than 15% in Aplink Enterprise Sdn Bhd.
- (7) Deemed interest by virtue of her spouse's, Dato' Abdul Rashid bin Ahmad direct shareholding in PJIH.
- (8) Deemed interest by virtue of his brothers', Geh Yean Chang and Geh Yean Hooi, direct shareholdings in PJIH.
- (9) Deemed interest by virtue of his brothers', Geh Yean Chang and Geh Yean Hor, direct shareholdings in PJIH.
- (10) Deemed interest by virtue of her spouse's, Lee Peng Joo, direct interest in PJIH
- (11) Deemed interest by virtue of her spouse's, Dato' Abdul Rashid bin Ahmad and her son's, Rezal Zain bin Abdul Rashid, direct shareholdings in PJIH.
- (12) Deemed interest by virtue of his brothers', Geh Yean Chang and Geh Yean Hooi, direct shareholdings in PJIH.
- (13) Deemed interest by virtue of his brothers', Geh Yean Chang and Geh Yean Hor, direct shareholdings in PJIH.
- (14) Deemed interest by virtue of her spouse's, Lee Peng Joo, direct interest in PJIH and also his indirect interest through his brothers', Lee Peng Seng and Lee Peng Kuan, direct shareholdings in PJIH.
- (15) All directors are entitled to pink forms under the pink form share allocation to eligible Directors, employees and parties that have contributed to the success of the Group of the PJIH Group in conjunction with the Public Issue
- (16) Deemed interest by virtue of his interest of more than 15% in Apex Term Sdn Bhd.

---

**14.0 ADDITIONAL INFORMATION**


---

- d) No existing or proposed service contract has been entered into between the Directors or proposed Directors of the PJIH Group with the Company or its subsidiaries which are not determinable without payments or compensation other than the statutory compensation.
- e) For the financial year ending 30 June 2002, the amount of remuneration and fees proposed to be paid to the Directors for services to the Company and its subsidiary companies is estimated to be RM2.316 million.
- f) No Director or major shareholder was granted or had exercised any options to subscribe for securities of the Company or its subsidiary companies during the last financial year ended 30 June 2001.
- g) None of the Directors or major shareholders has any interest in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Company and its subsidiaries.
- h) Save as disclosed below and Section 5.3 of this Prospectus, no Director or substantial shareholder of the Company was or is interested, directly or indirectly, in the promotion of or in any assets acquired or proposed to be acquired or assets disposed of or proposed to be disposed of by or leased to or proposed to be leased to the Company or any of the subsidiaries within the two (2) years preceding the date of this Prospectus.

The Directors and substantial shareholders of PJIH who are deemed interested in the Acquisitions as disclosed in Section 5.3 are as follows:

<b>Name</b>	<b>Nature of Interest</b>
Dato' Abdul Rashid bin Ahmad	Director and substantial shareholder of PJI
Lee Peng Joo	Director and substantial shareholder of PJI
Geh Yean Chang	Director and substantial shareholder of OEC
Geh Yean Hor	Director and substantial shareholder of OEC
Lim Chong Ling	Director and substantial shareholder of KTSB
Ding Choo Hing	Director and substantial shareholder of KTSB
Mohamad Nasir bin Long	Substantial shareholder of PJI
Datin Rohani binti Romly	Substantial shareholder of PJI
Koh Tiew Seng	Substantial shareholder of PJI
Aplink Enterprise Sdn Bhd	Substantial shareholder of OEC
Apex Term Sdn Bhd	Substantial shareholder of OEC

- i) None of the Directors or substantial shareholders of the Company have any interest, direct or indirect, in any business carrying on a similar trade as the Company or its subsidiaries.
- j) The Directors/substantial shareholders of PJIH, as disclosed under Section 4.5 of this Prospectus via their direct shareholding in PJIH, effectively control the outcome of certain matters requiring the votes of the Company's shareholders unless they are required to abstain from voting by law and/or by the relevant authorities.

---

**14.0 ADDITIONAL INFORMATION**

---

**14.4 General**

- a) The nature of the Company's business is described in Section 5.0 of this Prospectus and the names of all corporations which are deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 have been disclosed in Section 5.0 of this Prospectus.
- b) The last day and time of the opening of the Application List is set out in Section 3.1 of this Prospectus.
- c) The amount payable in full on application to the Company is RM1.50 per Public Issue Share.
- d) Underwriting and brokerage commission
  - i) Underwriting commission is payable to the Joint Managing Underwriters and UT Securities Sdn Bhd by the Company at the rate of 2% of the Public Issue price of RM1.50 per share on the Public Issue Shares being underwritten.
  - ii) Brokerage at the rate of 1.00% of the Public Issue price of RM1.50 per PJIH Share will be paid by the Company to brokers and banks and MIH in the circumstances specified in Section 3.8 of this Prospectus.
  - iii) The estimated expenses of the listing amounting to RM1,300,000 will be borne by the Company.
- e) Save as disclosed in paragraphs (d)(i) and (d)(ii) above, no commission, discount, brokerage or other special terms has been paid or is payable by the Company and its subsidiaries within the two (2) preceding years of the date of this Prospectus for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or debentures of the Company or its subsidiaries, in connection with the issue or sale of any capital of the Company or its subsidiaries, and no Director or proposed Director or promoter or expert is or are entitled to receive any such payment.
- g) Save as disclosed under Section 6 of the Accountants' Report, 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:
- g) The Company has not established a place of business outside Malaysia.
- h) The Directors are not aware of any material information including trading factors or risks which are unlikely to be known or anticipated by the general public and which could materially affect the profits of the Company and its subsidiaries.
- i) 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 except for the Public Issue.
- j) Save as disclosed in this Prospectus, the financial conditions and operations of the Group are not affected by any of the following:
  - i) Known trends or known demands, commitments, events or uncertainties that will result in or are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way;
  - ii) Material commitments for capital expenditure;

---

**14.0 ADDITIONAL INFORMATION**


---

- iii) Unusual or infrequent events or transactions or any significant economic changes that materially affect the amount of reported income from operations; and
  - iv) Known trends or uncertainties that have had or that the Group reasonably expects will have a material favourable or unfavourable impact on revenue or operating income.
- k) 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.
- l) Save for the 2,260,000 PJIH Shares reserved for Directors, employees and parties that have contributed to the success of the Group pursuant to this Prospectus, there are at present no schemes involving the staff in the capital of the Company or its subsidiaries.
- m) As at the date of this Prospectus, the Company and its subsidiaries do not have any convertible debt securities or any debt securities created but unissued.
- n) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 15.2 of this Prospectus.
- o) The name and address of the Auditors of the Company are set out in Section 1.0 of this Prospectus.

**14.5 Material Litigation**

Save as disclosed below, neither the Company nor its subsidiaries is engaged in any litigation, either as plaintiff or defendant which has a material effect on the financial position of the Company or its subsidiaries and the Directors of PJIH do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of the Company and its subsidiaries:

PJI

- a) On 15 July 1999, Hint Lite Sdn Bhd filed a civil suit against PJI for the recovery of RM789,532.88 as debt owed pursuant to a sub-contract entered into between PJI and Hint Lite Sdn Bhd on 1 February 1997. Hint Lite Sdn Bhd, being the sub-contractor, had installed electrical and telephone services for PJI. Hint Lite Sdn Bhd further alleged that during the course of work, PJI further requested for the supply and installation of some additional works. Hence, the total value of the entire work done was RM2,476,095.59 but Hint Lite Sdn Bhd claimed that PJI had only paid RM1,686,562.71. However, PJI is contending that they have paid all outstanding sum due and owing (including a further sum of RM394,000 being subsidy) in full to Hint Lite Sdn Bhd. As such, PJI is contending that the claim is frivolous. Messrs. KC Lim & Co, being the advocates and solicitors representing PJI, served statement of defence on the plaintiff's solicitors, Messrs. Kuldip Randhawa & Associates, and filed an application to strike out the plaintiff's summons and statement of claim on 8 March 2000. The matter was fixed for hearing on 19 January 2001 but it was not listed on the said hearing date. The hearing date which was fixed on 15 October 2001 was subsequently postponed to 22 November 2001. Messrs. KC Lim & Co, the solicitor of

---

**14.0 ADDITIONAL INFORMATION**

---

PJI, is of the opinion that PJI has a good and reasonable case in relation to the above matter.

- b) On 2 August 2001, Kejuruteraan R.E. Morris Sdn Bhd brought proceedings in connection with a sum of RM629,544.59 alleged to be due and owing to Kejuruteraan R.E. Morris Sdn Bhd for sub-contract works done by Kejuruteraan R.E. Morris Sdn Bhd for the Kulim Hi-Tech Park-Independent Power Utility Project. Kejuruteraan R.E. Morris Sdn Bhd sought the High Court's order to appoint Encik N. Chandran of Messrs Albar & Partners or any other suitable person as an arbitrator for the proposed arbitration between Kejuruteraan R.E. Morris Sdn Bhd and PJI. Parties have filed their respective submissions and are awaiting the Court's decisions. The Directors of PJI are confident of succeeding in the defence of the alleged claim.

OEC

- a) In Penang High Court Suit No. 22-604-99 (M.T.3), OEC brought an action against Maxifield Management Sdn. Bhd. for the sum of RM258,562.45 being the amount owed for the supply and installation of additional power requirement at Pisa Central Kitchen. The final hearing of Plaintiff's Summary Judgment Application was fixed on 17 December 1999. Order-In-Terms of the Summary Judgment Application was obtained on 17 December 1999 and the Defendant, Maxifield Management Sdn. Bhd., was ordered to pay the said sum of RM258,562.45 to OEC with interest of 8% per annum from 17 December 1999 until full settlement and cost. Judgement was obtained on 23 March 2000. Currently the case is pending the enforcement of the Judgement. The chances of recovery on the amount claimed would depend on the status of assets of Maxifield Management Sdn. Bhd.. Should the financial status of Maxifield Management Sdn. Bhd. be in deficit, the chances of recovery may be curtailed.
- b) In Penang High Court Suit No. 28-103-1999, OEC is seeking to recover from Harian Utara Sdn Bhd the sum of RM1,564,517.70 being the amount owed for the provision of electrical installation services to Harian Utara Sdn Bhd for B.M. Shopping Complex and Loowin Supermarket projects. OEC's solicitors have sent Proof of debt and General Proxy Forms to Penang High Court on 26 August 2000. Currently the case is being dealt with Official Assignee, High Court Penang. The chances of recovery on the amount claimed would depend on the outcome of the creditors' meeting whereby the creditors had also filed proof of debt. The financial status of Harian Utara Sdn. Bhd is in deficit.

MSB

- a) MSB brought a Winding Up Petition No. D5-28-1042-00 against Sudut Mewah Sdn Bhd for the sum of RM427,786.14 being the amount owed for the provision of air conditioning and ventilation system for Terengganu State Library. The case has been advertised in the national press and gazetted. The Court dismissed the case on 20 March 2001. Subsequent to the dismissal, MSB has instructed its solicitors to file a Writ of Summons and Statement of Claim for the said amount. The Directors of MSB confirmed that the matter is now pending negotiation for settlement between the parties.



---

**14.0 ADDITIONAL INFORMATION**

---

**14.6 Material Contracts**

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

- (a) Sale and Purchase Agreements both dated 17 December 1999 between PJIH and Guthrie Property Development Holding Sdn Bhd and Highland Lowlands Berhad for the purchase of 2 properties known as No. 17 and No. 19 Jalan U8/83, Seksyen U8, Bukit Jelutong, 40150 Shah Alam at the total purchase price of RM5,700,000 to be satisfied entirely by cash.
- (b) Sale and Purchase Agreement dated 20 December 1999 between Dato' Abdul Rashid Bin Ahmad, Mohamad Nasir B. Long, Rohani Binti Romly, Tamran Bin Abd Aziz, Lee Peng Joo, Choy Ping Keong, Koh Tiew Seng, Geh Yean Hooi, and Tan Chor Ee (Vendors), and PJIH (Purchaser), in respect of the proposed acquisition of the entire issued and paid-up share capital of PJI by PJIH for a purchase consideration of RM19,656,723 to be satisfied by the issue of 17,395,330 new PJIH Shares at RM1.13 per PJIH Share.
- (c) Supplemental Sale and Purchase Agreement dated 10 July 2001 between Dato' Abdul Rashid Bin Ahmad, Mohamad Nasir B. Long, Rohani Binti Romly, Tamran Bin Abd Aziz, Lee Peng Joo, Choy Ping Keong, Koh Tiew Seng, Geh Yean Hooi, and Tan Chor Ee (Vendors), and PJIH (Purchaser), in respect of the proposed acquisition of the entire issued and paid-up share capital of PJI by PJIH for a purchase consideration of RM19,656,723 to be satisfied by the issue of 17,395,330 new PJIH Shares at RM1.13 per PJIH Share.
- (d) Sale and Purchase Agreement dated 20 December 1999 between Lee Eng Wah, Leong Poh Seng and Lau Chee Kin (Vendors), and PJIH (Purchaser), in respect of the proposed acquisition of 80% of the issued and paid-up share capital of MSB by PJIH for a purchase consideration of RM801,824 to be satisfied by the issue of 709,579 new PJIH Shares at RM1.13 per PJIH Share.
- (e) Supplemental Sale and Purchase Agreement dated 10 July 2001 between Lee Eng Wah, Leong Poh Seng and Lau Chee Kin (Vendors), and PJIH (Purchaser), in respect of the proposed acquisition of 80% of the issued and paid-up share capital of MSB by PJIH for a purchase consideration of RM801,824 to be satisfied by the issue of 709,579 new PJIH Shares at RM1.13 per PJIH Share.
- (f) Sale and Purchase Agreement dated 20 December 1999 between Zainal Abidin Jailany, Lim Chong Ling and Ding Choo Hing (Vendors), and PJIH (Purchaser), in respect of the proposed acquisition of the entire issued and paid-up share capital of KTSB by PJIH for a purchase consideration of RM2,786,472 to be satisfied by the issue of 2,465,904 new PJIH Shares at RM1.13 per PJIH Share.
- (g) Supplemental Sale and Purchase Agreement dated 10 July 2001 between Zainal Abidin Jailany, Lim Chong Ling and Ding Choo Hing (Vendors), and PJIH (Purchaser), in respect of the proposed acquisition of the entire issued and paid-up share capital of KTSB by PJIH for a purchase consideration of RM2,786,472 to be satisfied by the issue of 2,465,904 new PJIH Shares at RM1.13 per PJIH Share.

---

**14.0 ADDITIONAL INFORMATION**


---

- (h) Sale and Purchase Agreement dated 20 December 1999 between Geh Yean Hor, Geh Yean Chang, Aplink Enterprise Sdn. Bhd , Apex Term Sdn. Bhd. (Vendors), and PJIH (Purchaser), in respect of the proposed acquisition of the entire issued and paid-up share capital of OEC by PJIH for a purchase consideration of RM14,321,604 to be satisfied by the issue of 12,673,986 new PJIH Shares at RM1.13 per PJIH Share.
- (i) Supplemental Sale and Purchase Agreement dated 10 July 2001 between Geh Yean Hor, Geh Yean Chang, Aplink Enterprise Sdn. Bhd, Apex Term Sdn. Bhd. (Vendors), and PJIH (Purchaser), in respect of the proposed acquisition of the entire issued and paid-up share capital of OEC by PJIH for a purchase consideration of RM14,321,604 to be satisfied by the issue of 12,673,986 new PJIH Shares at RM1.13 per PJIH Share.
- (j) Underwriting Agreement dated 10 September 2001 between PJIH and the Underwriters (SIBB, SBB Securities Sdn Bhd and UT Securities Sdn Bhd) for the underwriting of 6,780,000 new PJIH Shares for an underwriting commission of 2% of the price of RM1.50 per PJIH Share.

With regards to the Supplemental Sale and Purchase Agreements under items (c), (e), (g) and (i), the general nature of the agreement is to vary the completion date and conditions period for the fulfilment of the conditions precedent and any other amendments to reflect the update of the initial Sale and Purchase Agreements.

**14.7 Material Agreements**

Save as disclosed below, there is no other material agreements entered into by the Company or its subsidiary companies as at the date of this Prospectus:

- (a) Consortium Agreement dated 18 January 2000 between PJI and FJ Technologies Sdn Bhd of Block M, UPM-MTDC, Technology Incubation Centre One Universiti Putra Malaysia forming a consortium for the purpose of tendering and implementing the project for the proposed supply, delivery, installation, configuration, testing, and commissioning of the network systems for general office area and common facilities of government administrative offices in Parcel C, D and Wisma Putra & IDHL Putrajaya. The project amount is RM15,415,432.78.
- (b) Joint Venture Agreement dated 30 August 2000 between PJI and Hirotec System (M) Sdn Bhd of No. 20, Jalan TPK 1/3, Sek 1, Taman Perindustrian Kinrara, 47100 Puchong, Selangor forming a joint venture for the purpose of tendering and implementing a project for the proposed design, supply, Installation, testing and commissioning of data centers for the general office area and common facilities of the government administrative offices in Parcel C & Parcel D, Putrajaya. The project amount is RM10,895,833.00.
- (c) Joint Venture Agreement dated 19 October 2000 and Supplementary of Joint Venture Agreement dated 26 December 2000 between PJI and Timor Kencana Sdn Bhd of Lot 144, Ground Floor, Section 63, Off Jalan Padungan Road, P.O. Box 2976, Kuching, Sarawak forming a joint venture for the purpose of tendering and implementing a project for the construction and completion of the proposed infrastructural works for Phase 1 University Malaysia Sarawak Permanent Campus, Kota Samarahan, Sarawak. The project amount is RM26,324,275.00.

---

**14.0 ADDITIONAL INFORMATION**

---

- (d) Sub-contract Agreement dated 24 May 2001 between PJI and Edward & Sons (E.M) Sdn Bhd of Block 5, 1 & 2 Floor, Lot 2495 & 2496, Boulevard Commerce Centre, 98000 Miri, Sarawak whereby PJI was nominated as a sub-contractor to carry specified works for a project Marudi Water Supply Phase II, Miri Division, Civil Engineering Works. The project amount is RM8,484,299.03.
- (e) Memorandum of Understanding dated 12 October 2000 between PJI, Pensera Sdn Bhd of 2762A, Jalan Changkat Permata, Taman Permata, 53300 Kuala Lumpur, Malaysia and UAT Air Conditioning Sdn Bhd of No. 177B, Jalan SS2/24, 47300 Petaling Jaya, Selangor stating the intention of the parties to form a consortium for the purpose of tendering and implementing a project for the proposed supply, delivery, install, testing and commissioning of works, hand-over and maintenance of mechanical and electrical works for the proposed development of Government offices (Sub-Package 3) which consists of Government Building Blocks E8, E9, E12 & E13 and other external works on parts of Lot PT 111, Precint 1 Parcel E, for Federal Government Administration Centre in Putrajaya, Selangor. The project amount is RM54,635,741.00.
- (f) Contract Agreement dated 15 May 1999 between OEC and Keindah Sdn Bhd whereby Keindah Sdn Bhd has awarded to OEC the whole of the mechanical and electrical works for the contract of High Technology Training Centre (ADTEC) on parts of Lot 635, Mukin Sedim, Daerah Kulim, Kedah Darul Aman for the sum of RM10,242,936.00.

**14.8 Consents**

- (a) The written consents of the Adviser, Joint Managing Underwriters, Other Underwriters, Principal Bankers, Issuing House, Registrar, Auditors and Reporting Accountants and Solicitors to the inclusion in this Prospectus of their names in the manner and form in which their names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (b) The written consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their Accountants' Report and their letters relating to the consolidated profit forecast for the financial year ending 30 June 2002 and proforma consolidated balance sheets as at 30 June 2001 in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.
- (c) The written consent of the Valuers to the inclusion in this Prospectus of their name and their letter relating to the valuations of the landed properties in the form and context in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

**14.9 Documents for Inspection**

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from 9.00 a.m. to 5.00 p.m. for a period of twelve (12) months from the date of this Prospectus:

- (a) Memorandum and Articles of Association of the Company and its subsidiary companies;
- (b) Directors' Report and Accountants' Report as included herein;

---

**14.0 ADDITIONAL INFORMATION**


---

- (c) Reporting Accountants' letters relating to the consolidated profit forecast for the financial year ending 30 June 2002 and the proforma consolidated balance sheets as at 30 June 2001 as included herein;
- (d) Audited accounts of PJI for the five (5) financial years ended 30 June 2001;
- (e) Audited Accounts of OEC for the past five (5) financial years ended 31 August 2000 and ten months ended 30 June 2001;
- (f) Audited Accounts of KTSB for the past five (5) financial years ended 31 December 2000 and six months ended 30 June 2001;
- (g) Audited Accounts of MSB for the past five (5) financial years ended 31 December 2000 and six months ended 30 June 2001;
- (h) Audited Accounts of PJI-A from the date of its incorporation to 30 June 1997 and the past four (4) financial years ended 30 June 2001;
- (i) Audited Accounts of PJI-P for the past five (5) financial years ended 30 June 2001;
- (j) Audited Accounts of KPSB from the date of its incorporation to 30 June 1998 and for the past three (3) financial years ended 30 June 2001;
- (k) Audited Accounts of AMJSB from the date of its incorporation to 30 June 2000 and for the past financial year ended 30 June 2001;
- (l) Audited Account of PJIL from the date of its incorporation to 30 June 2001;
- (m) Audited Account of MAPL from the date of its incorporation to 30 June 2001;
- (n) Audited Account of PJIE for from the date of its incorporation to 30 June 2001;
- (o) Material contracts referred to under Section 14.6 of this Prospectus;
- (p) Material agreements referred to under Section 14.7 of this Prospectus;
- (q) Writs of the material litigation referred to under Section 14.5 of this Prospectus;
- (r) Letters of consent referred to under Section 14.8 of this Prospectus; and
- (s) Valuation Reports mentioned in Section 12.0 of this Prospectus.

**14.10 Responsibility**

- a) This Prospectus has been seen and approved by the Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.
- b) SIBB as Adviser to the Public Issue, acknowledges that, to the best of its knowledge and belief, the Prospectus constitutes a full and true disclosure of all material facts about the Public Issue and the PJIH Group and is satisfied that the consolidated profit forecast of the Group for the financial year ending 30 June 2002, for which the Directors are solely responsible, has been stated by the Directors of the Company after due and careful enquiry.

---

## 15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE

---

### 15.1 Opening and Closing of Application Lists

The Application Lists will open at 10.00 am on 22 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 PJIH and in their absolute discretion may decide.

### 15.2 Procedure for Application

The Applications shall be made in connection with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of the Company.

(i) Application by eligible directors, employees and parties that have contributed to the success of the PJIH Group

Applications for the 2,260,000 Shares reserved for eligible directors, employees and parties that have contributed to the success of the PJIH Group must be made only on the special **Pink** Application Forms provided and **NOT** on any other Application form or by way of Electronic Share Application through a Participating Financial Institution's ATM.

(ii) Application by the Malaysian Public

Applications for the 4,520,000 Shares made available for applications by the Malaysian investing public must be made on the **White** Application Forms provided or by way of Electronic Share Application through a Participating Financial Institution's ATM.

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

Application for the Public Issue Shares must be made on the respective Application Forms issued together with this Prospectus and must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Form or by way of Electronic Share Application through a Participating Financial Institution's ATM. In accordance with Section 41 of the Securities Commission Act, 1993, the Application Form together with the Notes and Instructions printed therein shall constitute an integral part of this Prospectus. Applications which do not **STRICTLY** conform to the terms of this Prospectus or Application Form or Notes and Instructions printed therein or which are illegible will not be accepted.

Only one (1) Application can be made by each applicant. Multiple applications will not be accepted. Each Application must be for 1,000 shares or multiples thereof. The amount payable in full on application is RM1.50 per share. Persons submitting applications by way of Application Forms may not submit applications by way of Electronic Share Applications and vice versa. A corporation or institution cannot apply for shares by way of Electronic Share Application.

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

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

---

## 15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE

---

or DELIVERED BY HAND AND DEPOSITED in the Drop-in Boxes provided at the back portion of Menara Multi-Purpose, Capital Square, No. 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur, so as to arrive not later than **8.00 PM** on **22 November 2001**.

Applications may also be delivered in a drive-in manner at Stadium Hoki Tun Razak, Jalan Duta, Kuala Lumpur on 22 November 2001, between 8.30 am to 8.00 pm only.

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

- (a) (i) THE APPLICANT'S IDENTITY CARD (NRIC);
  - (ii) CHANGE OF ADDRESS CARD OR "RESIT PENUKARAN KAD PENGENALAN (JPN 1/22); OR
  - (iii) THE APPLICANT'S RESIT PENGENALAN SEMENTARA (JPN 1/9) ISSUED PURSUANT TO PERATURAN 5(5). PERATURAN-PERATURAN PENDAFTARAN NEGARA 1990; AND
- (b) THE RECORDS OF THE MALAYSIAN CENTRAL DEPOSITORY SDN BHD (MCD).

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

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

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

### 15.3 Applications and Acceptances

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

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

In the event of over-subscription, acceptance of applications will be subject to ballot to be conducted in the manner as approved by the Directors. Due consideration will be given to the desirability of distributing the Public Issue Shares to a reasonable number of applicants with a view to broadening the shareholding base of the Company and to establish an adequate market in the Shares of the Company. Acceptance of application will be made in a manner so as to comply with the SC's shareholding spread requirements that at least 25% of the issued and paid-up capital is in the hands of public shareholders and a minimum number of 750 public shareholders of which 500 shareholders are not employees of the Company holding not less than 1,000 shares each. Applicants will be selected in a manner to be determined by the Directors of PJIH. In the event the shareholding spread is not met, the Company may not be allowed to proceed with its listing.

---

## **15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

---

In the event of an under-subscription by the Malaysian public, the Public Issue Shares not applied for will be made available for subscription by the Underwriters in proportions stipulated in the Underwriting Agreement dated 10 September 2001. Any PJIH Shares not subscribed by the eligible employees and Directors of the PJIH Group will be made available for application by the Malaysian public.

WHERE AN APPLICATION IS REJECTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, WILL BE RETURNED WITHOUT INTEREST AND SHALL BE DESPATCHED BY ORDINARY POST OR REGISTERED POST RESPECTIVELY TO THE APPLICANT, WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS, AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

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

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

### **15.4 CDS Accounts**

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

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

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

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

Failure to comply with these specific instructions as the Electronic Share Application requires or inaccuracy in the CDS Account number or the preferred ADA Code may result in the application being rejected. The Directors of the Company reserve the right to reject any incomplete or inaccurate application. Applications may also be rejected if the applicant's particulars provided in their Application Forms, or in the case of Electronic Share Applications, if the records of the Participating Financial

---

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

---

Institutions at the time of making the Electronic Share Applications differ from those in MCD's records, such as the identity card number, names and nationalities.

**15.5 Notice of Allotment**

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

**15.6 Formalising of CDS Accounts**

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

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



---

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**


---

**15.7 List of ADA**

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

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
<b><u>Kuala Lumpur</u></b>		
AFFIN-UOB SECURITIES SDN BHD	Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No: 03-21438668	028-001
ARAB-MALAYSIAN SECURITIES SDN BHD	15th Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-20782788	086-001
BBMB SECURITIES SDN BHD	Level 2, 3, 4 & 15 Menara Olympia No 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2019900	099-001
BIMB SECURITIES SDN BHD	1st & 2nd Floor, Podium Block Bangunan AMDB No 1, Jalan Lumut 50400 Kuala Lumpur Tel No: 03-40433533	024-001
FIMA SECURITIES SDN BHD	No. 45-14 Plaza Level & Level 1 Plaza Damansara Jalan Medan Setia Satu Damansara Heights 50490 Kuala Lumpur Tel No: 03-2549966	018-001
CIMB SECURITIES SDN BHD	9th Floor, Commerce Square Jalan Semantan, Damansara Heights 50490 Kuala Lumpur Tel No: 03-2532288	065-001
HLG SECURITIES SDN BHD	Level 5, Wisma Kia Peng No 3 Jalan Kia Peng 50450 Kuala Lumpur Tel No: 03-21681168	066-001
INTER-PACIFIC SECURITIES SDN BHD	Level 7, Menara Shahzan Insas 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-21441888	054-001
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
KUALA LUMPUR CITY SECURITIES SDN BHD	No. 8, Jalan Binjai Off Jalan Ampang 50450 Kuala Lumpur Tel No: 03-21667922	076-001

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
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
ALLIED AVENUE ASSETS SECURITIES SDN BHD	Ground Floor & Level 1 THB Satu, Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur Tel No : 03-2551111	052-001
MIDF SISMA SECURITIES SDN BHD	17 & 18 Floor, Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-21668888	026-001
OSK SECURITIES BERHAD	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No: 03-21624388	056-001
PB SECURITIES SDN BHD	27th Floor, Bangunan Public Bank No. 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2013011	051-001
PM SECURITIES SDN BHD	Ground & 1 <sup>st</sup> Floor, MUI Plaza Jalan P.Ramlee 50250 Kuala Lumpur Tel No : 03-21463000	064-001
RASHID HUSSAIN SECURITIES SDN BHD	Level 9, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-9852233	087-001
KAF SEAGROATT & CAMPBELL SECURITIES SDN BHD	30th Floor, The Weld Tower No. 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-20201600	053-001
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

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
<b><u>Selangor Darul Ehsan</u></b>		
AMSTEEL SECURITIES (M) SDN BHD	2 <sup>nd</sup> , 3 <sup>rd</sup> & 4 <sup>th</sup> Floor Wisma Amsteel Securities No 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No: 03-33439999	080-001
JF APEX SECURITIES BERHAD	3rd Floor, Wisma Apex 145A-C, Jalan Bukit 43000 Kajang Selangor Darul Ehsan Tel No: 03-87361118	079-001
MOHAIYANI SECURITIES SDN BHD	1st, 2nd & 3rd Floor, Plaza Damansara Utama No. 2 Jalan SS 21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No: 03-77297345	095-001
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
JF APEX SECURITIES BERHAD	15 <sup>th</sup> & 16 <sup>th</sup> Floor Menara Choy Fock On No 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No. 03-76201118	079-002
HWANG-DBS SECURITIES BERHAD	16 <sup>th</sup> , 18 <sup>th</sup> -20 <sup>th</sup> Floor, Plaza Masalam No. 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No. 03-55133288	068-002
<b><u>Melaka</u></b>		
MALACCA SECURITIES SDN BHD	No. 1, 3 & 5, Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang P O Box 248 75250 Melaka Tel No: 06-3371533	012-001
OSK SECURITIES BERHAD	579, 580-581 A&B Taman Melaka Raya 75000 Melaka Tel No: 06-2825211	056-003

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
STRAITS SECURITIES SDN BHD	Lot 9 & 10, 1st Floor Bangunan Tabong Haji Jalan Bandar Kaba 75000 Melaka Tel No: 06-2833622	011-001
<b><u>Perak Darul Ridzuan</u></b>		
BOTLY SECURITIES SDN BHD	1 <sup>st</sup> Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No: 05-2531313	058-001
KIN KHOON & CO SDN BHD	A23-A29 Wisma Kota Emas Jalan Dato' Tahwil Azhar P.O. Box 421 30300 Ipoh Perak Darul Ridzuan Tel No: 05-2543311	017-001
M & A SECURITIES SDN BHD	M & A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No: 05-2419800	057-001
MAYBAN SECURITIES SDN BHD	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
OSK SECURITIES BERHAD	21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2415100	056-002
<b><u>Pulau Pinang</u></b>		
AA ANTHONY & COMPANY SDN BHD	No. 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No: 04-2299318	014-001
HWANG-DBS SECURITIES BERHAD	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, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor 1620 & 1621, Jalan Permatang Batu Taman Industri Permatang Batu 14000 Bukit Mertajam Pulau Pinang Tel No : 04-5372882	068-006

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
OSK SECURITIES BERHAD	64, Bishop Street 20F & 20G, Penang Street 10200 Pulau Pinang Tel No: 04-2634222	056-004
OSK SECURITIES BERHAD	Level 19, Menara NB 5050 Jalan Bagan Luar 12000 Butterworth Pulau Pinang Tel No : 04-3322299	056-005
MERCURY SECURITIES SDN BHD	Ground, 1 <sup>st</sup> , 2 <sup>nd</sup> & 3 <sup>rd</sup> Floor Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai Pulau Pinang Tel No: 04-3322123	093-001
SMITH ZAIN SECURITIES SDN BHD	7th & 8th 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 <i>(formerly known as Thong KHJC Sdn Bhd)</i>	Level 5 & 6, Wisma Sri Pinang 60 Green Hall 10200 Pulau Pinang Tel No: 04-2635481	070-001
UT SECURITIES SDN BHD	6 <sup>th</sup> , 10 <sup>th</sup> & 12 <sup>th</sup> Floor, Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel No: 04-2626644	059-001
<b><u>Kedah Darul Aman</u></b>		
KUALA LUMPUR CITY SECURITIES SDN BHD	2nd Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No: 04-7317088	076-004
<b><u>Perlis Indera Kayangan</u></b>		
UPEN SECURITIES SDN BHD	2nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indera Kayangan Tel No: 04-9765200	023-001
<b><u>Negeri Sembilan Darul Khusus</u></b>		
HWANG-DBS SECURITIES BERHAD	Ground & 1 <sup>st</sup> Floor 105, 107 & 109, Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7612288	068-007

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
PAN MALAYSIA EQUITIES SDN BHD	9th & 10th Floor Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7638999	084-001
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
<b><u>Johor Darul Takzim</u></b>		
ENG SECURITIES SDN BHD	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No : 07-2231211	081-001
JB SECURITIES SDN BHD	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
KESTREL SECURITIES SDN BHD	No. 57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel No: 06-9532222	088-001
KUALA LUMPUR CITY SECURITIES SDN BHD	No. 46 & 48 Jalan Dato' Kapten Ahamad 86000 Kluang Johor Darul Takzim Tel No.: 07-7717922	076-006
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
PENINSULA SECURITIES SDN BHD	Level 2, Menara Pelangi, Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No: 07-3333600	077-001
HWANG-DBS SECURITIES BERHAD	Podium 2A & 3, Menara Ansar 65 Jalan Trus 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2222692	068-004
ARAB-MALAYSIAN SECURITIES SDN BHD	2 <sup>nd</sup> Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No: 07-4342282	036-002

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
<b><u>Pahang Darul Makmur</u></b>		
KUALA LUMPUR CITY SECURITIES SDN BHD	A-397, A-399 & A-401 Taman Sri Kuantan III Jalan Berserah 25300 Kuantan Pahang Darul Makmur Tel No: 09-5660800	076-002
<b><u>Kelantan Darul Naim</u></b>		
KOTA BHARU SECURITIES SDN BHD	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No: 09-7432288	075-001
<b><u>Terengganu Darul Iman</u></b>		
FA SECURITIES SDN BHD	No. 51 & 51 A Ground, Mezzanine & 1 <sup>st</sup> Floor Jalan Tok Lam 20100 Kuala Terengganu Terengganu Darul Iman Tel No : 09-6238128	021-001
PTB SECURITIES SDN BHD	1 <sup>st</sup> , 2 <sup>nd</sup> & 3 <sup>rd</sup> Floor No. 61, Jalan Sultan Ismail Peti Surat 151 Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6235546	025-001
<b><u>Sabah</u></b>		
INNOSABAH SECURITIES BERHAD	11, Equity House, Block K Sadong Jaya, Karamunsing 88100 Kota Kinabalu Sabah Tel No: 088-234090	020-001
<b><u>KUALA LUMPUR CITY SECURITIES SDN BHD</u></b>	Suite 1-9-E1, 9 <sup>th</sup> Floor CPS Tower No.1, Jalan Centre Point 88000 Kota Kinabalu Sabah Tel No.: 088-253922	076-005
<b><u>Sarawak</u></b>		
SARAWAK SECURITIES SDN BHD	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No: 082-338000	019-001
SARAWAK SECURITIES SDN BHD	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel No: 085-435577	019-002

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

Name	Address and Telephone Number	Broker Code
BORNEO SECURITIES SDN BHD	12G, Jalan Kampung Datu 96000 Sibul Sarawak Tel No.: 084-319998	030-001
HWANG-DBS SECURITIES BERHAD	Lot 328, Jalan Abell 93100 Kuching Sarawak Tel No.: 082-236999	068-005
<b><u>Wilayah Persekutuan Labuan</u></b>		
SHARETECH SECURITIES SDN BHD	Unit 7(A), Level 7 Main Office Tower Financial Park Labuan 87000 Wilayah Persekutuan Labuan Tel No : 087-410578	022-001

**15.8 Terms and Conditions for Applications Using Application Forms**

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

- (1) Application for the Shares must be made on the Application Form issued together with this Prospectus and must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Form and this Prospectus. In accordance with Section 41 of the Securities Commission Act 1993, the Application Form together with the Notes and Instructions printed therein shall constitute an integral part of this Prospectus. Applications which do not STRICTLY conform to the terms of this Prospectus or Application Form or Notes and Instructions printed therein or which are illegible will not be accepted.
- (2) EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCES IN RINGGIT MALAYSIA FOR THE FULL AMOUNT PAYABLE BY:
  - (A) BANKER'S DRAFT OR CASHIER'S ORDER PURCHASED WITHIN MALAYSIA ONLY AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
  - (B) CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES IN MALAYSIA AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
  - (C) MONEY ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
  - (D) GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL MALAYSIA BERHAD (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
  - (E) ATM STATEMENT OBTAINED FROM:
    - AFFIN-ACF FINANCE BERHAD
    - ALLIANCE BANK MALAYSIA BERHAD;
    - ARAB-MALAYSIAN BANK BERHAD;
    - ARAB-MALAYSIAN FINANCE BERHAD;
    - BUMIPUTRA-COMMERCE BANK BERHAD;



---

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**


---

- BANK UTAMA (MALAYSIA) BERHAD;
- EON BANK BERHAD;
- EON FINANCE BERHAD;
- HONG LEONG FINANCE BERHAD;
- HONG LEONG BANK BERHAD;
- MALAYAN BANKING BERHAD;
- MAYBAN FINANCE BERHAD;
- MBf FINANCE BERHAD;
- PUBLIC BANK BERHAD;
- PUBLIC FINANCE BERHAD;
- RHB BANK BERHAD;
- SOUTHERN BANK BERHAD; OR
- SOUTHERN FINANCE BERHAD.

AND MUST BE MADE OUT IN FAVOUR OF **“MIH SHARE ISSUE ACCOUNT No. 201”** AND **CROSSED “A/C PAYEE ONLY”** (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM). APPLICATIONS ACCOMPANIED BY ANY MODE OF PAYMENT OTHER THAN THOSE STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES WILL NOT BE ACCEPTED. DETAILS OF THE REMITTANCE MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED ON THE APPLICATION FORMS.

- (3) AN APPLICANT SHOULD STATE HIS CDS ACCOUNT NUMBER IN THE SPACE PROVIDED IN THE APPLICATION FORM IF HE PRESENTLY HAS SUCH AN ACCOUNT. WHERE AN APPLICANT DOES NOT PRESENTLY HAVE A CDS ACCOUNT, HE SHOULD STATE IN HIS APPLICATION FORM HIS PREFERRED ADA CODE.
- (4) THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM) MUST BE WRITTEN ON THE REVERSE SIDE OF THE BANKER'S DRAFT, CASHIER'S ORDER, ATM STATEMENT, MONEY ORDER, CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES OR GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL.
- (5) The Directors of the Company reserve the right to require any successful applicant to appear in person at the registered office of MIH within fourteen (14) days of the date of the notice issued to him/her to ascertain the regularity or propriety of the application. The Directors of the Company shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (6) The Directors of the Company reserve the right to reject applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.
- (7) The Directors of the Company reserve the right not to accept any application or accept any application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the shares to a reasonable number of applicants with a view to establishing an adequate market for the shares.

---

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**


---

- (8) Where an application is not accepted, the full amount of the application monies, without interest, will be returned and shall be despatched to the applicant within twenty one (21) days from the date of the final ballot of the Application Lists by registered post at the address shown on the Application Form at the applicant's own risk.
- (9) 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.
- (10) PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE FORM OF APPLICATION TO MIH.

**15.9 Terms and Conditions for Electronic Share Applications**

The procedures for Electronic Share Applications at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions (the **Steps**). For illustration purposes, the procedures for Electronic Share Applications at ATMs are set out in "**Steps for Electronic Share Application through a Participating Financial Institution's ATM**" in Section 15.10 of this Prospectus. The Steps set out the actions that the applicant must take at the ATM to complete an Electronic Share Application. Please read carefully the terms of this Prospectus, the Steps and the terms and conditions for Electronic Share Applications set out below before making an Electronic Share Application. Any reference to the "**applicant**" in the terms and conditions for Electronic Share Applications and the Steps shall mean the applicant who applies for shares through an ATM of any of the Participating Financial Institutions.

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

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

Upon the closing of the offer for the application for the Public Issue Shares on 22 November 2001 at 8.00 p.m. or such other date and time as the directors in their absolute discretion decide (**Closing Date and Time**), the Participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the Public Issue Shares to MIH as soon as practicable but not later than 12.00 p.m. of the 2<sup>nd</sup> business day after the Closing Date and Time.

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

---

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**


---

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

The Electronic Share Application shall be made on, and subject to, the terms and conditions contained in Section 15.9 as well as the terms and conditions appearing below:-

- (a) The Electronic Share Application shall be made in connection with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of the Company.
- (b) The applicant is required to confirm the following statements (by depressing 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 the Issuing House and other relevant authorities.

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

- (c) THE APPLICANT CONFIRMS THAT HE IS NOT APPLYING FOR SHARES AS NOMINEE OF ANY OTHER PERSON AND THAT ANY ELECTRONIC SHARE APPLICATION THAT HE MAKES IS MADE BY HIM AS BENEFICIAL OWNER. THE APPLICANT SHALL ONLY MAKE ONE ELECTRONIC SHARE APPLICATION AND SHALL NOT MAKE ANY OTHER APPLICATION FOR THE SAID SHARES, WHETHER AT THE ATMS OF ANY PARTICIPATING FINANCIAL INSTITUTION OR ON THE PRESCRIBED APPLICATION FORMS.

---

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

---

- (d) The applicant must have sufficient funds in his account with the relevant Participating Financial Institution at the time he makes his Electronic Share Application, failing which his Electronic Share Application will not be completed. Any Electronic Share Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Share Application is being made will be rejected.
- (e) The applicant agrees and undertakes to subscribe for or purchase and to accept the number of shares applied for as stated on the Transaction Record or any lesser number of shares that may be allotted or allocated to him in respect of his Electronic Share Application. In the event that the Company decides to allot or allocate any lesser number of such shares or not to allot or

allocate any shares to the applicants, the applicant agrees to accept any such decision as final. If the applicant's Electronic Share Application is successful, his confirmation (by his action of pressing the designated key on the ATM) of the number of shares applied for shall signify, and shall be treated as, his acceptance of the number of shares that may be allotted or allocated to him and to be bound by the Memorandum and Articles of Association of the Company.

- (f) The Company reserves the right to reject any Electronic Share Application or accept any Electronic Share Application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the shares to a reasonable number of applicants with a view to establishing an adequate market for the shares.

- (g) Where an Electronic Share Application is not successful or successful in part only, the relevant Participating Financial Institution will be informed of the non-successful or partially successful applications. Where an Electronic Share Application is not successful, the relevant Participating Financial Institution will credit the full amount of the application monies without interest into the applicant's account with that Participating Financial Institution within two (2) market days after the receipt of confirmation from MIH. MIH shall inform the Participating Financial Institutions of the non-successful or partially successful applications within two (2) market days of the balloting date. The applicant may check their accounts on the fifth market day from the balloting date.

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

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

---

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

---

- (h) The applicant requests and authorises the Company:
  - (i) To credit the shares allotted or allocated to the applicant into the CDS account of the applicant; and
  - (ii) To issue share certificate(s) representing such shares allotted or allocated in the name of MCD Nominees Sdn Bhd and send the same to MCD.
- (i) The applicant, acknowledging that his Electronic Share Application is subject to the risks of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond the control of the Company, the Issuing House or the Participating Financial Institution, irrevocably agrees that if:
  - (i) The Company or MIH does not receive the applicant's Electronic Share Application;
  - (ii) Data relating to the applicant's Electronic Share Application is wholly or partially lost, corrupted or not otherwise accessible, or not transmitted or communicated to the Company or MIH;

The applicant shall be deemed not to have made an Electronic Share Application and the applicant shall not claim whatsoever against the Company, MIH or the Participating Financial Institutions for the shares applied for or for any compensation, loss or damage.

- (j) All particulars of the applicant in the records of the relevant Participating Financial Institution at the time he makes his Electronic Share Application shall be deemed to be true and correct and the Company, MIH and the relevant Participating Financial Institution shall be entitled to rely on the accuracy thereof.
- (k) The applicant shall ensure that his personal particulars as recorded by both MCD and the relevant Participating Financial Institution are correct and identical. Otherwise, his Electronic Share Application is liable to be rejected. The applicant must inform MCD promptly of any change in address failing which the notification letter of successful allotment or allocation will be sent to his registered address last maintained with MCD.
- (l) By making and completing an Electronic Share Application, the applicant agrees that:
  - (i) In consideration of the Company agreeing to allow and accept the making of any application for shares via the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, his Electronic Share Application is irrevocable;
  - (ii) The Company, the Participating Financial Institutions, MCD and MIH shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his Electronic Share Application to the Company due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;

---

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

---

- (iii) Notwithstanding the receipt of any payment by or on behalf of the Company, the acceptance of the offer made by the applicant to subscribe and purchase the shares for which the applicant's Electronic Share Application has been successfully completed shall be constituted by the issue of notices of successful allotment for prescribed securities, in respect of the said shares;
- (iv) The applicant irrevocably authorises MCD to complete and sign on his behalf as transferee or renounee any instrument of transfer and/or other documents required for the issue or transfer of the shares allotted or allocated to the applicant; and
- (v) The Company agree that, in relation to any legal action or proceedings arising out of or in connection with the contract between the parties and/or Electronic Share Application Scheme and/or terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that the Company irrevocably submits to the jurisdiction of the Courts of Malaysia.
- (m) The Directors of the Company reserve the right to require any successful applicant to appear in person at the registered office of MIH within fourteen (14) days of the date of the notice issued to him/her to ascertain the regularity or propriety of the application. The Directors of the Company shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (n) The Directors of the Company reserve the right to reject applications which do not conform to these instructions.
- (o) Electronic Share Applications may be made through an ATM of the following Participating Financial Institutions and their branches:
  - ARAB-MALAYSIAN BANK BERHAD;
  - ARAB-MALAYSIAN FINANCE BERHAD;
  - BUMIPUTRA-COMMERCE BANK BERHAD (at selected branches in Klang Valley only)
  - HSBC BANK MALAYSIA BERHAD;
  - MALAYAN BANKING BERHAD;
  - MAYBAN FINANCE BERHAD;
  - OCBC BANK (MALAYSIA) BERHAD;
  - STANDARD CHARTERED BANK MALAYSIA BERHAD. (at selected branches only)
- (p) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institution.

---

**15.0 PROCEDURE FOR APPLICATION AND ACCEPTANCE**

---

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

- (a) Applicant must have an account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account.
- (b) Applicant must have a CDS account.
- (c) Applicant is to apply for the IPO Share via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application is set out on Section 15.9 of the Terms and Conditions for Electronic Share Applications. Applicant is to enter at least the following information through the ATM where the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so:
  - Personal Identification Number (PIN).
  - Share Issue Number.
  - CDS Account Number.
  - Number of Shares applied for and/or the Ringgit amount to be debited from the account.
  - Confirmation of several mandatory statements.

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