
19. ADDITIONAL INFORMATION

19.1 Share Capital

- (i) No shares will be allotted on the basis of this Prospectus later than twelve (12) months after the date of issue of this Prospectus.
- (ii) There are no founder, management or deferred shares. There is only one class of shares in the Company namely ordinary shares of RM1.00 each, all of which rank pari passu with one another.
- (iii) Save for the Public Issue and as disclosed in Section 7.2 of this Prospectus, no shares and debentures of the Company and its subsidiaries have been issued or are proposed to be issued as fully or partly paid-up in cash or otherwise, within the two (2) preceding years from the date of this Prospectus.
- (iv) Save as disclosed in Section 6.1 of this Prospectus, no person including Directors or employees of the SMIS Group has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of the Company or its subsidiaries nor has any options to subscribe for securities been granted or exercised by any Directors or employees during the last financial year.
- (v) Other than the Issue Shares offered to the employees of the SMIS Group as disclosed in Section 6.1 of this Prospectus, there is currently no scheme involving the Directors and employees in the capital of the Company or any of its subsidiaries.
- (vi) As at the date of this Prospectus, the Group does not have any outstanding convertible debt securities.

19.2 Articles of Association

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

19.2.1 Transfer of Securities

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

(i) *Articles of Association of the Company***Article 30**

Subject to the provisions of these Articles, the Act, the Central Depositories Act and the Rules (with respect to transfer of a deposited security) all transfers of shares shall be in writing in the form prescribed and approved by the Exchange, or such form as may from time to time, be prescribed under the Act or approved by the Exchange, or such relevant authorities of the stock exchanges on which the Company's shares are listed. All transfers of Deposited Securities shall be effected in accordance with the Rules.

19. ADDITIONAL INFORMATION (Cont'd)

Article 31

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 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 the listed securities.

Article 32

(a) Where:-

- (i) The securities of a company are listed on an Approved Market Place; and
- (ii) such company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules 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.

(b) For the avoidance of doubt, no company which fulfils the requirements of paragraphs (i) and (ii) of Article 32(a) shall allow any transmission of securities from the Malaysian Register into the Foreign Register.

Article 33

Subject to these Articles, there shall be no restriction on the transfer of fully paid securities except where required by law. However, no shares shall in any circumstances be knowingly transferred to any infant, bankrupt or person of unsound mind. In the case of deposited securities, the Central Depository may refuse to register any transfer that does not comply with the Central Depository Act and the Rules.

Article 34

The Company may pursuant to Section 34 of the Central Depository Act and the Rules request for the Record of Depositors and in this connection, may request for the Record of Depositors as at a specified date. The Company shall give notice to the Central Depository to enable the Central Depository to prepare the appropriate Record of Depositors.

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

Article 35

Nothing in these Articles shall preclude the directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

Article 36

Neither the Company nor the directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares by registered Members apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to Company or the directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee be set aside, and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee and/or particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

(ii) Companies Act, 1965

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

Section 103 (1)

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

Section 103 (1A)

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

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

19. ADDITIONAL INFORMATION (Cont'd)

Section 107C (1)

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

Section 107C (2)

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

(iii) Rules of the MCD

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

Rule 8.01 (2)

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

Rule 8.05A

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

Rule 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;

19. ADDITIONAL INFORMATION (Cont'd)

- (ii) rectification of errors;
 - (iii) pledge, charge or mortgage;
 - (iv) mandatory offer pursuant to the provisions of the Malaysian Code on Takeover and Mergers 1998;
 - (v) any other circumstances as deemed fit by the Central Depository after consultation with the Securities Commission;
- (d) documents to support the reason for the transfer;
 - (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manual.

(iv) Listing Requirements of KLSE

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

Paragraph 7.13

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.

19.2.2 Remuneration of Directors

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

Article 112

The fees of the directors shall from time to time be determined by an ordinary resolution of the Company in general meeting and shall (unless such resolution otherwise provided) be divisible among the directors as they may agree, or failing agreement, equally, except that any director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled to rank in such division for a proportion of the fees related to the period during which the director has held office provided always that:-

- (a) Fees payable to non-executive directors shall be by a fixed sum, and not by a commission on or a percentage of profits or turnover. Salaries payable to executive directors may not include a commission on or percentage of turnover.

19. ADDITIONAL INFORMATION (Cont'd)

- (b) The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meeting of the Company or in connection with the business of the Company.
- (c) Any fee paid to an alternate director shall be agreed upon between himself and the director nominating him and shall be paid out of the remuneration of the latter.
- (d) Fees payable to directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.

Article 113

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

19.2.3 Voting and Borrowing Powers of Directors

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

Article 117

- (a) The directors may exercise all the powers of the Company to borrow money or to mortgage or charge its undertaking, property, uncalled capital, or any part thereof, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or any related third party.
- (b) The directors shall not borrow any money or mortgage or charge any of the company's or its 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.

19. ADDITIONAL INFORMATION (Cont'd)

- (c) 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 mortgages and charges therein specified and otherwise.

19.2.4 Changes in Share Capital and Variation of Class Rights

The provisions in the Articles of Association of the Company as to changes in share capital and variation of class rights, which are no less stringent than those required by law, are as follows:-

Article 58

The Company may from time to time by ordinary resolution increase the share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase shall prescribe.

Article 59

Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and installments, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules.

Article 60

The Company may by ordinary resolution from time to time:-

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
- (b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provision of the Act, and so that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. Any resolution whereby any share is sub-divided may determine that, as between the resulting shares, one or more of such shares may by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares; or
- (c) cancel any shares not taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

19. ADDITIONAL INFORMATION (Cont'd)

Article 61

The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner authorised and subject to any conditions prescribed by the Act.

Article 55

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

Article 56

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

Article 57

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

19.3 Directors and Major Shareholders

- (i) The names, addresses and occupations of the Directors are set out in Section 1 of this Prospectus.
- (ii) A Director is not required to hold any qualification shares in the Company unless otherwise so fixed by the Company at general meeting.
- (iii) No Director, senior executive officer or person nominated to become a Director or senior executive officer is or was involved in the following events:-
 - (a) a petition under any bankruptcy laws filed against such person or any partnership in which he is or was a partner or any corporation of which he is or was a director or a key personnel;
 - (b) conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or

19. ADDITIONAL INFORMATION (Cont'd)

- (c) the subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or governmental body permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.
- (iv) Based on the Register of Substantial Shareholders as at the date hereof, the direct and indirect interests of the major shareholders of SMIS immediately before and after the Public Issue are as follows:-

Shareholder	Before the Public Issue				After the Public Issue			
	No. of ordinary shares of RM1.00 each held		No. of ordinary shares of RM1.00 each held		No. of ordinary shares of RM1.00 each held		No. of ordinary shares of RM1.00 each held	
	Direct	%	Indirect	%	Direct	%	Indirect	%
MYYES	15,680,000	41.88	-	-	15,680,000	35.00	-	-
Umberston	-	-	15,680,000*	41.88	-	-	15,680,000*	35.00
San Yes	-	-	15,680,000 [#]	41.88	-	-	15,680,000 [#]	35.00
Ng Kwee Eng	1,373,418	3.67	15,680,000 [#]	41.88	1,373,418	3.07	15,680,000 [#]	35.00
Yap Siew Foong	1,263,730	3.37	15,680,000 [#]	41.88	1,263,730	2.82	15,680,000 [#]	35.00
Mohd. Riani bin Osman	5,270,036	14.08	-	-	5,270,036	11.76	-	-
Ujana Makmur Sdn. Bhd.	3,122,984	8.34	-	-	3,122,984	6.97	-	-
Tan Sri Zaki bin Azmi	-	-	3,122,984 [^]	8.34	-	-	3,122,984 [^]	6.97
Datuk Abdul Rashid bin Abdul Manaf	-	-	3,122,984 [^]	8.34	-	-	3,122,984 [^]	6.97
Ahmad Redza bin Abdullah	2,205,607	5.89	-	-	2,205,607	4.92	-	-
Shahrir bin Abdul Jalil	2,205,607	5.89	-	-	2,205,607	4.92	-	-

Notes:-

* Deemed interested through MYYES.

Deemed interested through Umberston and MYYES.

[^] Deemed interested through Ujana Makmur Sdn. Bhd.

The shareholdings disclosed above do not include allocation to eligible employees pursuant to the Public Issue.

- (v) Based on the Register of Directors and Directors' Shareholdings as at the date hereof, the direct and indirect interests of the Directors of SMIS in the shares of SMIS immediately before and after the Public Issue are as follows:-

Director	Before the Public Issue				After the Public Issue			
	No. of ordinary shares of RM1.00 each held		No. of ordinary shares of RM1.00 each held		No. of ordinary shares of RM1.00 each held		No. of ordinary shares of RM1.00 each held	
	Direct	%	Indirect	%	Direct	%	Indirect	%
Datuk Abdul Rashid bin Abdul Manaf	-	-	3,122,984 [^]	8.34	-	-	3,122,984 [^]	6.97
Tan Teck @ Chin Sien Chin	1,484,212	3.96	-	-	1,484,212	3.31	-	-
Mohd. Riani bin Osman	5,270,036	14.08	-	-	5,270,036	11.76	-	-
Ng Wai Kee	700,900	1.87	-	-	700,900	1.56	-	-
Yap Siew Foong	1,263,730	3.37	15,680,000*	41.88	1,263,730	2.82	15,680,000*	35.00
Cham Bee Sim	149,572	0.40	-	-	149,572	0.33	-	-
Danny Ng Siew L Loong	-	-	-	-	-	-	-	-

19. ADDITIONAL INFORMATION (Cont'd)

Director	Before the Public Issue				After the Public Issue			
	No. of ordinary shares of RM1.00 each held		%		No. of ordinary shares of RM1.00 each held		%	
	Direct	%	Indirect	%	Direct	%	Indirect	%
Pauline Teh (@ Pauline Teh Abdullah	-	-	-	-	-	-	-	-
Mohamed Ghazali bin Karim Bahardin	-	-	-	-	-	-	-	-

Notes:-

^ Deemed interested through *Ujana Makmur Sdn. Bhd.*

* Deemed interested through *Umberston and MIYES.*

- (vi) Save as disclosed in this Prospectus, none of the Directors are 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 SMIS Group.
- (vii) Save as disclosed in Section 12.1 of this Prospectus, none of the Directors or major shareholders of SMIS have any interest in any contract or arrangement, which is significant in relation to the business of the Company and its subsidiaries taken as a whole subsisting at the date of this Prospectus.
- (viii) None of the Directors or major shareholders of SMIS have any interest, direct or indirect, in the promotion of or in any assets which have been, within the two (2) preceding years of the date of this Prospectus, acquired or disposed of by or leased to or proposed to be acquired, disposed of by or leased to the Company or its subsidiaries.
- (ix) Save as disclosed in Section 12.1 of this Prospectus, none of the Directors or major shareholders of SMIS have any interest, direct or indirect, in any business carrying on a similar trade as SMIS or its subsidiaries and which is not quoted on a recognised stock exchange.

19.4 General

- (i) The nature of SMIS's business is described in Section 7.3 and 7.5 of this Prospectus. Other than mentioned in Sections 3.1 and 7.3 of this Prospectus, there is no corporation which is deemed to be related to SMIS by virtue of Section 6 of the Companies Act, 1965.
- (ii) The estimated expenses and fees, including brokerage and underwriting commission relating to the Issue Shares, incidental to the listing of and quotation for the entire issued and paid-up share capital of the Company on the Second Board of KLSE amounting to RM2.568 million will be borne by the Company.
- (iii) Save as disclosed in Sections 6.7 and 19.4(ii) of this Prospectus, no commissions, discounts, brokerages or other special terms were granted by the Company within the two (2) years immediately preceding the publication of this Prospectus in connection with the issue or sale of any capital of the Company or its subsidiaries.
- (iv) During the last financial year and the current financial year up to the date of this Prospectus, there were no:-
 - (a) public takeover offers by third parties in respect of the Company's shares; and

19. ADDITIONAL INFORMATION (Cont'd)

- (b) public takeover offers by the Company in respect of other companies' shares.
- (v) The name and address of the Auditors and Reporting Accountants of the Company are set out in Section 1 of this Prospectus.
- (vi) Other than remuneration in the normal course of employment, no amount or benefit has been paid or given within the two (2) preceding years of the date hereof, nor is it intended to be so paid or given, to any promoter.
- (vii) The Company and its subsidiaries have not established a place of business outside Malaysia.
- (viii) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 22 of this Prospectus.
- (ix) The closing date and time of the Public Issue is set out in Section 6.3 of this Prospectus.
- (x) The amount payable in full on application is RM1.15 per Issue Share.
- (xi) Save for the Public Issue, there is no intention on the part of the Directors of the Company to issue any part of the authorised but unissued share capital of the Company as at the date of this Prospectus.

19.5 Material Contracts

Save as disclosed below, there are no material contracts (including contracts not reduced into writing), not being contracts entered into in the ordinary course of business, entered into by the Company and its subsidiaries, GCI, Sanyco and MIS, within the two (2) years preceding the date of this Prospectus:-

- (i) Sale and Purchase Agreement dated 16 June 2000 between SMIS and the vendors of GCI for the acquisition of 1,164,978 ordinary shares of RM1.00 each in GCI, representing 75.83% of the issued and paid-up share capital of GCI, for a purchase consideration of RM17,166,219, satisfied by an issuance of 14,801,000 new ordinary shares of RM1.00 each in SMIS at an issue price of approximately RM1.16 per share credited as fully paid-up, and acquisition of 371,324 ordinary shares of RM1.00 each representing the remaining 24.17% of the issued and paid-up share capital of GCI for a cash consideration of RM5,471,548 to be settled at a later date;
- (ii) Sale and Purchase Agreement dated 16 June 2000 between SMIS and the vendors of Sanyco for the acquisition of 2,450,000 ordinary shares of RM1.00 each in Sanyco, representing 49.00% of the issued and paid-up share capital of Sanyco, for a purchase consideration of RM4,036,821, satisfied by an issuance of 3,480,000 new ordinary shares of RM1.00 each in SMIS at an issue price of approximately RM1.16 per share credited as fully paid-up, and acquisition of 2,550,000 ordinary shares of RM1.00 each representing the remaining 51.00% of the issued and paid-up share capital of Sanyco for a cash consideration of RM4,201,589 to be settled at a later date;

19. ADDITIONAL INFORMATION (Cont'd)

- (iii) Sale and Purchase Agreement dated 16 June 2000 between SMIS and the vendors of MIS for the acquisition of 7,210,000 ordinary shares of RM1.00 each in MIS, representing the entire equity interest therein, for a purchase consideration of RM22,225,297, satisfied by an issuance of 19,149,000 new ordinary shares of RM1.00 each in SMIS at an issue price of approximately RM1.16 per share credited as fully paid-up;
- (iv) Completion Agreement dated 16 June 2000 entered into between SMIS, Yap Meow Lim, Tan Teck @ Chin Sien Chin, Yap Siew Foong, Eng Kim Lian, Ng Kwee Eng, Ng Eng Bee, Yap Sew Kim @ Yap Chew Yung, Ng Wai Kee, Cham Bee Sim, (collectively, "Malaysian Vendors"), SMIS, San Yes, MIYES and Umberston to give effect to the Arrangements whereby in consideration for the issuance of SMIS shares to MIYES, Umberston agreed to allot a total of 12,199,998 new Umberston shares to the Malaysian Vendors and MIYES agreed to allot a total of 3,480,000 new MIYES shares to San Yes; and
- (v) An Underwriting Agreement dated 4 February 2002 between SMIS and CIMB for the underwriting of 3,740,000 Issue Shares at a price of RM1.15 per Issue Share for an underwriting commission of three per centum (3%) of the underwritten value.

19.6 Material Agreements

Save as disclosed below, there are no other material agreements (including shareholders' agreement, agreements underlying the basis of the Group's business, supplier agreements, customer agreements, insurance policies and Directors' service agreements) entered into by SMIS and its subsidiaries, MIS, GCI and Sanyco:-

MIS

- (i) Exclusive Distributorship Agreement dated 28 November 1994 between MIS and Oriental Chain Manufacturing Co. Ltd. ("OCM") whereby MIS was appointed as exclusive distributor in Malaysia for roller ball chains, conveyor chains and sprockets under the OCM Brand. This Agreement stipulated an initial validity period of three (3) years. Although there is no provision for extension of this Agreement, the parties have continued their business relationship in accordance with the terms of this Agreement;
- (ii) Distributorship Agreement dated 1 April 1996 between MIS and Roto Pumps Ltd. (India), whereby MIS was appointed as sole and exclusive distributor for helical rotor pumps and spare parts and accessories for helical rotor pumps in Malaysia. This Agreement stipulated an initial validity period of two (2) years, extendable for further periods by mutual agreement of the parties. Although there is no document to formally record the extension of this Agreement, the parties have continued their business relationship in accordance with the terms of this Agreement; and
- (iii) An agreement dated 22 March 1997 between Elecon Engineering Co. Ltd. ("Elecon") and MIS whereby MIS agreed to purchase gear reducers, gear motors, flexible couplings, gear couplings and fluid couplings manufactured by Elecon. This Agreement stipulated an initial validity period of two (2) years, extendable for further periods by mutual agreement of the parties. Although there is no provision for extension of this Agreement, the parties have continued their business relationship in accordance with the terms of this Agreement.

19. ADDITIONAL INFORMATION (Cont'd)

GCI

- (i) An agreement to manufacture and supply car parts to Proton in accordance with Proton's specification and other requirements as evidenced by various letters of appointment and letters of intent by Proton to GCI dated on various dates within the period from 1983 through 2001, which have been duly accepted. GCI's services under the agreement are rendered on an "as required" basis;
- (ii) Supply and Purchase Agreement dated 25 July 1999 between GCI and Perodua Manufacturing Sdn. Bhd. (a wholly-owned subsidiary of Perodua), whereby GCI agreed to supply various types of carpets specified by Perodua Manufacturing Sdn. Bhd.. This Agreement commenced on the date of execution and shall continue until it is terminated in accordance with the provisions of the Agreement;
- (iii) An agreement dated 27 March 2000 between CNM Industries Co. Ltd. ("CNM") and GCI whereby GCI agreed to supply CNM polyester yarn waste and polyester fibre waste manufactured by GCI. This Agreement commenced on the date of execution and shall continue until it is terminated in accordance with the provisions of the Agreement;
- (iv) An agreement to supply floor carpets, trim trunk sides and trim rear ends (Waja), as evidenced by a Letter of Appointment dated 29 January 2001 from Proton, which has been duly accepted. GCI's services under the agreement are rendered on an "as required" basis;
- (v) An agreement to develop floor carpets for the X-690 Kelisa model, as evidenced by a letter of appointment dated 22 February 2001 from Perodua, which has been duly accepted. Following such product development, Perodua has requested and GCI has supplied the floor carpets, as evidenced by delivery orders from GCI to Perodua. GCI's services under the supply agreement are rendered on an "as required" basis;
- (vi) An agreement to develop floor carpets, boot trims, luggage mats and parcel shelves, for the 428N Toyota Camry and the 316N Toyota Corolla Altis models as evidenced by a letter of appointment dated 8 May 2001 from Assembly Services Sdn. Bhd., which has been duly accepted. Following such product development, Assembly Services Sdn. Bhd. has requested and GCI has supplied, the floor carpets, boot trims, luggage mats and parcel shelves as evidenced by delivery orders from GCI to Assembly Services Sdn. Bhd.. GCI's services under the supply agreement are rendered on an "as required" basis;
- (vii) An agreement for test assessment and product development of a complete set of floor carpet for TATA Telcoline 207 4X4 model, as evidenced by the delivery by Scott & English (M) Sdn. Bhd on 31 May 2001 of a completed negative mould for the purposes of assessment and development. Following the assessment and development, GCI expects to supply the said products on an "as required" basis; and
- (viii) An agreement to develop and supply floor carpets, boot trims and luggage mats for the locally assembled Hyundai passenger car, in accordance with the specifications of Oriental-Hyundai Sdn. Bhd. ("OHSB") and other requirements, as evidenced by a letter dated 11 June 2001 from OHSB which has been duly accepted. GCI's services under the agreement are rendered on an "as required" basis.

19. ADDITIONAL INFORMATION (Cont'd)

Sanyco

- (i) Principal Purchase Agreement dated 1 April 1992 between Sanyco and Proton, whereby Sanyco agreed to supply Original Equipment Manufacture Parts and Replacement Equipment Manufacture Parts in accordance with Proton's specifications and other requirements. This Agreement commenced on the date of execution and shall continue until it is terminated in accordance with the provisions of the Agreement;
- (ii) An agreement to manufacture and supply car parts to Proton in accordance with Proton's specifications and other requirements, as evidenced by various letters of appointment dated on various dates within the period from 1993 through 1997, which have been duly accepted. Sanyco's services under the agreement are rendered on an "as required" basis;
- (iii) Licence and Technical Assistance Agreement dated 29 May 2000 between Sanyco and San Yes, whereby San Yes agreed to provide technical assistance in the manufacture and sale of licensed devices for brake master cylinder, proportioning valve, clutch master cylinder, clutch slave cylinder and wheels cylinder. This Agreement has an initial validity period of five (5) years and thereafter may be extended from year to year, conditional upon the written approval of the Malaysian Government;
- (iv) An agreement to develop brake master cylinders, clutch master cylinders and proportioning valve for the Perodua X680, as evidenced by a Letter of Instruction dated 23 January 2001 from Perodua Manufacturing Sdn. Bhd., which has been duly accepted. Sanyco's services under the agreement are rendered on an "as required" basis;
- (v) An agreement to develop proportioning valves for PF41(Perdana) and M-Car models (Satria GTI and Putra), as evidenced by a Letter of Intent dated 9 April 2001 from Proton, which has been duly accepted. Sanyco's services under the agreement are rendered on an "as required" basis; and
- (vi) An agreement to develop and supply ABS for the locally assembled Hyundai passenger car, in accordance with the specifications of Oriental-Hyundai Sdn. Bhd. ("OHSB") and other requirements, as evidenced by a letter dated 11 June 2001 from OHSB which has been duly accepted. Sanyco's services under the agreement are rendered on an "as required" basis.

Save as disclosed above, certain other salient terms of the material agreements are not disclosed as they contain trade secrets and information which the Directors consider are sensitive to the Company.

19.7 Material Litigation

The SMIS Group is not engaged in any litigation or arbitration, either as plaintiff or defendant which has a material effect on the financial position of SMIS or its subsidiaries, and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Company or its subsidiaries.

20. CONSENTS

- (i) The written consents of the Principal Bankers, Solicitors, Registrars, Issuing House, Bloomberg LP (Malaysia) Sdn. Bhd. and the Adviser, Underwriter and Placement Agent to the inclusion in this Prospectus of their names in the manner and form in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (ii) The written consents of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their names, Accountants' Report and letters relating to the consolidated profit estimate and forecast for the financial years ended 31 December 2001 and ending 31 December 2002 respectively and proforma consolidated balance sheets as at 30 November 2001 in the manner and form in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (iii) The written consent of the Valuers to the inclusion of its name and the Valuation Certificate in the manner and form in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

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21. DOCUMENTS AVAILABLE FOR INSPECTION

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

- (i) Memorandum and Articles of Association of SMIS and its subsidiaries;
- (ii) The audited accounts of GCI, Sanyco and MIS for the five (5) financial years ended 31 December 2000 and eleven (11)-month period ended 31 May 2001 and SMIS for the period from 19 August 1999 (being the date of incorporation) to 31 December 1999, financial year ended 31 December 2000 and eleven (11)-month period ended 30 November 2001;
- (iii) The Reporting Accountants' letters relating to the Consolidated Profit Estimate and Forecast for the financial years ended 31 December 2001 and ending 31 December 2002 respectively and Proforma Consolidated Balance Sheets as at 30 November 2001 as included in Sections 14.2.4 and 15.2 respectively of this Prospectus;
- (iv) The irrevocable undertaking from the identified investors to subscribe for the Issue Shares set aside for them;
- (v) The Directors' Report and Accountants' Report as included in Sections 18 and 16 respectively of this Prospectus;
- (vi) The Valuation Certificate as included in Section 17 of this Prospectus together with the Valuation Reports as referred to therein;
- (vii) The material contracts referred to in Sections 19.5 of this Prospectus;
- (viii) The material agreements referred to in Section 19.6 of this Prospectus; and
- (ix) The letters of consent referred to in Section 20 of this Prospectus.

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22. PROCEDURE FOR APPLICATION AND ACCEPTANCE

22.1 Closing of Applications

Application for SMIS shares will remain open until 8.00 p.m. on 27 March 2002 or for such further period or periods as the Directors of SMIS in their absolute discretion may decide. Late applications will not be accepted.

22.2 Methods of Applications

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

22.3 Application Forms

The following relevant Application Forms are enclosed with this Prospectus and are deemed to form an integral part hereof:-

- (i) **Pink** Application Forms for applications by the eligible employees and customers of the SMIS Group; and
- (ii) **White** Application Forms for application by Malaysian citizens, companies, societies, co-operatives and institutions, of which at least 30% is to be set aside strictly for Bumiputera individuals, companies, societies, co-operatives and institutions.

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

22.4 Procedure for Application through Application Forms

(i) Applications by the Eligible Employees and Customers of the SMIS Group

Applications for the Issue Shares reserved for eligible employees and customers of the SMIS Group must be made on the **Pink** Application Forms provided and not on any other Application Form or by way of Electronic Share Application.

(ii) Applications by the Malaysian public

Applications for the Issue Shares made available for application by Malaysian citizens, companies, co-operatives, societies and institutions must be made on the **White** Application Forms provided or by way of Electronic Share Application.

Directors and employees of MIII and their immediate family are strictly prohibited from applying for the Issue Shares.

Only one Application Form from each applicant will be considered and applications must be for 1,000 ordinary shares or multiples thereof. Multiple applications will not be accepted. The amount payable in full on application is RM1.15 per ordinary share. Persons submitting applications by way of Applications 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.

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

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

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

or **DELIVERED BY HAND AND DEPOSITED** in the Drop-In Boxes provided at the back portion of Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur arrive not later than 8.00 p.m. on 27 March 2002. Applications may also be delivered in a drive-in manner at Stadium Hoki Tun Razak, Jalan Duta, Kuala Lumpur on 27 March 2002 between 8.30 a.m. to 8.00 p.m. only.

Application for the Issue Shares must be made on the 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 Forms. In accordance with Section 41(2) of the Securities Commission Act, 1993 ("SCA"), the Application Forms together with the Notes and Instructions printed therein shall constitute an integral part of this Prospectus. Applications which do not **STRICTLY** conform to the terms of this Prospectus or the Application Forms or Notes and Instructions printed therein or which are illegible will not be accepted.

EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCE IN RM FOR THE FULL AMOUNT PAYABLE BY EITHER:-

- (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 (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR**
- (E) **ATM STATEMENT OBTAINED ONLY FROM:-**

AFFIN-ACF FINANCE BERHAD (*formerly known as Asia Commercial Finance (M) Berhad*);
ALLIANCE BANK MALAYSIA BERHAD (*formerly known as Multi-Purpose Bank Berhad*);
ARAB-MALAYSIAN BANK BERHAD;
ARAB-MALAYSIAN FINANCE BERHAD;
BANK UTAMA (MALAYSIA) BERHAD;

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

BUMIPUTRA-COMMERCE BANK BERHAD (*formerly known as Bank of Commerce (M) Berhad*);
EON BANK BERHAD;
EON FINANCE BERHAD;
HONG LEONG BANK BERHAD;
HONG LEONG FINANCE BERHAD;
MALAYAN BANKING BERHAD;
MAYBAN FINANCE BERHAD;
MBF FINANCE BERHAD;
PUBLIC BANK BERHAD;
PUBLIC FINANCE BERHAD;
RHB BANK BERHAD;
SOUTHERN BANK BERHAD; OR
SOUTHERN FINANCE BERHAD

AND MUST BE MADE OUT IN FAVOUR OF "MIH SHARE ISSUE ACCOUNT NO. 213" AND CROSSED "A/C PAYEE ONLY" (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT (EXACTLY AS STATED ON THE APPLICATION FORM).

THE FULL NAME AND ADDRESS OF THE APPLICANT MUST BE EXACTLY THE SAME AS THAT IN THE APPLICANT'S IDENTITY CARD (TOGETHER WITH THE CHANGE OF ADDRESS CARD OR "RESIT PENUKARAN KAD PENGENALAN (JPN1/22)", WHERE APPLICABLE) OR "RESIT PENGENALAN SEMENTARA (JPN 1/9)" IN THE CASE OF AN INDIVIDUAL APPLICANT EXCEPT FOR THE ADDRESS OF ARMED FORCES/POLICE PERSONNEL, WHICH SHOULD BE BASED ON THE ADDRESS OF THE APPLICANT'S RESPECTIVE CAMP/BASE/STATION. IN THE CASE OF A CORPORATE/INSTITUTIONAL APPLICANT, THE NAME OF THE APPLICANT MUST BE EXACTLY THE SAME AS THAT IN THE APPLICANT'S CERTIFICATE OF INCORPORATION AND THE ADDRESS MUST BE EXACTLY THE SAME AS THE REGISTERED ADDRESS.

THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM) MUST BE WRITTEN ON THE REVERSE SIDE OF THE BANKER'S DRAFT, CASHIER'S ORDER, ATM STATEMENT, MONEY ORDER, POSTAL ORDER, CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES OR GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL.

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.

APPLICATIONS ACCOMPANIED BY MODE OF PAYMENT OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES WILL NOT BE ACCEPTED. DETAILS OF REMITTANCES MUST BE COMPLETED IN THE APPROPRIATE BOXES PROVIDED ON THE APPLICATION FORMS.

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

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 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.

The Directors of the Company reserve the right to reject applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.

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

Where an application is not accepted, the full amount of the application monies, without interest, will be returned and dispatched to the applicant within twenty one (21) days from the date of the final ballot of the Applications Lists by registered post at the address shown on the Application Form at the applicant's own risk.

MIH reserves the right to bank in all application monies from unsuccessful Bumiputera applicants and partially-successful applicants, which would subsequently be refunded without interest by registered post.

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

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

22.5 Applications Using Electronic Share Application

- (i) **Steps for Electronic Share Application through a Participating Financial Institution's ATM**
- (a) Applicant must have an account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account;
 - (b) Applicant must have a CDS account; and
 - (c) Applicant is to apply for the Issue Shares via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application are set out in Section 22.5 (ii) under the Terms and Conditions for Electronic Share Application. 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);
 - **MIH Share Issue Account Number 213;**
 - CDS Account Number;

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

- Number of Issue Shares applied for and/or the RM amount to be debited from the account; and
- Confirmation of several mandatory statements.

(ii) Terms and Conditions for Electronic Share Application

The procedures for Electronic Share Application at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions ("Steps"). For illustration purposes, the procedures for Electronic Share Application at ATMs are set out in "Steps for Electronic Share Application through a Participating Financial Institution's ATM" in Section 22.5 (i) of this Prospectus. The Steps set out the actions that the applicant must take at the ATM to complete an Electronic Share Application. Please read carefully the terms of this Prospectus, the Steps and the terms and conditions for Electronic Share Application set out below before making an Electronic Share Application. Any reference to "applicant" in the terms and conditions for Electronic Share Application 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 Application, 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 that 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 MIH. The Transaction Record is for retention by the applicant and should not be submitted with any Application Form.

Upon the closing of the application for the Issue Shares on 27 March 2002 at 8.00 p.m. ("Closing Date and Time"), the Participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the Issue Shares to MIH as soon as practicable but not later than 12.00 p.m. of the second business day after the Closing Date and Time.

An applicant will be allowed to make an Electronic Share Application for shares via an ATM that accepts the ATM cards of the Participating Financial Institution with which he has an account and its branches, subject to the applicant making only one application. An applicant who has a bank account with a Participating Financial Institution and has been issued an ATM card will be allowed to apply for shares via an ATM of that Participating Financial Institution which is situated in another country or place outside of Malaysia, subject to the applicant making only one application. A fee of RM2.50 per application will be charged.

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

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

The Electronic Share Application shall be made on, and subject to, the terms and conditions contained in Section 22.5 (ii) of this Prospectus as well as the terms and conditions appearing below:-

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

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

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

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

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

- (h) The applicant requests and authorises the Company:-
- (i) to credit the Issue Shares allotted or allocated to the applicant into the CDS account of the applicant; and
 - (ii) to issue share certificate(s) representing such Issue Shares allotted or allocated in the name of MCD Nominees Sdn. Bhd. and send the same to MCD.
- (i) The applicant, acknowledging that his/her Electronic Share Application is subject to the risks of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond the control of the Company, MIH or the Participating Financial Institution, irrevocably agrees that if:-
- (i) the Company or MIH does not receive the applicant's Electronic Share Application; or
 - (ii) data relating to the applicant's Electronic Share Application is wholly or partially lost, corrupted or not otherwise accessible, or not transmitted or communicated to the Company or MIH,
- the applicant shall be deemed not to have made an Electronic Share Application and the applicant shall 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/she 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/her personal particulars as recorded by both MCD and relevant Participating Financial Institution are correct and identical. Otherwise, his/her Electronic Share Application is liable to be rejected. The applicant must inform MCD promptly of any change in address failing which the notification letter of successful allotment or allocation will be sent to his/her registered address last maintained with MCD.

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

- (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/her Electronic Share Application is irrevocable;
 - (ii) the Company, the Participating Financial Institutions, MCD and MIH shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his/her Electronic Share Application to the Company due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
 - (iii) notwithstanding the receipt of any payment by or on behalf of the Company, the acceptance of the offer made by the applicant to subscribe for and purchase the Issue Shares for which the applicant's Electronic Share Application has been successfully completed shall be constituted by the issue of notices of successful allotment for prescribed securities, in respect of the said Issue Shares;
 - (iv) the applicant irrevocably authorises MCD to complete and sign on his/her behalf as transferee or renounee any instrument of transfer and/or other documents required for the issue or transfer of the Issue Shares allotted or allocated to the applicant; and
 - (v) the Company agrees that, in relation to any legal action or proceedings arising out of or in connection with the contract between the parties and/or the Electronic Share Application Scheme and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that the Company irrevocably submits to the jurisdiction of the Courts of Malaysia.
- (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.

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

- (o) Electronic Share Application may be made through an ATM of the following Participating Financial Institutions and their branches:-
- ARAB-MALAYSIAN BANK BERHAD;
 - ARAB-MALAYSIAN FINANCE BERHAD;
 - BUMIPUTRA-COMMERCE BANK BERHAD (at selected branches in the Klang Valley only);
 - HSBC BANK MALAYSIA BERHAD;
 - MALAYAN BANKING BERHAD;
 - MAYBAN FINANCE BERHAD;
 - OCBC BANK (MALAYSIA) BERHAD; OR
 - STANDARD CHARTERED BANK MALAYSIA BERHAD (at selected branches only)
- (p) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institution.

22.6 Applications and Acceptances

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

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

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

In the event of an over-subscription for the Issue Shares, acceptance of applications shall be subject to ballot to be conducted in the manner approved by the Directors of SMIS. The basis of allocation to be devised shall be in such manner as to spread the shareholding base in SMIS over a reasonable number of applications with a view to establishing an adequate market in SMIS shares. Pursuant to the SC's Policies and Guidelines on Issue/Offer of Securities, the Company is required to have at least 25% of the issued and paid-up capital in the hands of public shareholders and a minimum number of 750 public shareholders (including employees of the SMIS Group) holding not less than 1,000 shares each upon completion of this Public Issue and at the point of listing. Of the 750 public shareholders, at least 500 will not be employees of the SMIS Group. However, in the event that the above requirement is not met pursuant to this Public Issue, the Company may not be allowed to proceed with its listing plan, in which event all application monies will be returned without interest. Applicants will be selected in a manner to be determined by the Directors.

Any shares not subscribed by the eligible employees of the SMIS Group will be made available for application by the Malaysian public. In the event of an under-subscription by the Malaysian public, all the ordinary shares not applied for will be made available for subscription by the Underwriter.

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

22.7 CDS Accounts

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

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

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

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

22.8 Notice of Allotment

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

22.9 Formalising CDS accounts

Successful or partially successful applicants whose CDS accounts have been opened by the 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 or partially successful applicant fails to state either his/her CDS account number or preferred ADA Code, is required to formally open the account by submitting to the ADA the necessary documents and the account opening fee. No transaction of Issue Shares credited to the account can be effected until the account has been formally opened.

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

22.10 List of ADAs

The list of ADAs and their respective Broker codes are as follows:-

Name	Address and telephone number	ADA Code
KUALA LUMPUR		
AFFIN-UOB SECURITIES SDN. BHD.	Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No.: 03-21438668	028-001
ALLIED AVENUE ASSETS SECURITIES SDN. BHD. (formerly known as MGI Securities Sdn. Bhd.)	Ground Floor & Level 1 THB Satu, Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur Tel No.: 03-2551111	052-001
ARAB-MALAYSIAN SECURITIES SDN. BHD.	15th Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-20782788	086-001
BBMB SECURITIES SDN. BHD.	Level 2, 3, 4 & 15 Menara Olympia No. 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-20319900	099-001
BIMB SECURITIES SDN. BHD.	1st & 2nd Floor Podium Block, Bangunan AMDB No. 1, Jalan Lumut 50400 Kuala Lumpur Tel No.: 03-40433533	024-001
CIMB SECURITIES SDN. BHD.	9th Floor, Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel No.: 03-2532288	065-001
FIMA SECURITIES SDN. BHD. (formerly known as Capitalcorp Securities Sdn. Bhd.)	No. 45-14, Plaza Level & Level 1 Plaza Damansara Jalan Medan Setia Satu Damansara Heights 50490 Kuala Lumpur Tel No.: 03-2549966	018-001
HLG SECURITIES SDN. BHD.	Level 5, Wisma Kia Peng No. 3, Jalan Kia Peng 50450 Kuala Lumpur Tel No.: 03-21681168	066-001
HWANG-DBS SECURITIES BERHAD	2nd Floor, Bangunan AHP No. 2, Jalan Tun Mohd Fuad 3 Taman Tun Dr. Ismail 60000 Kuala Lumpur Tel No.: 03-77106688	068-009

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

Name	Address and telephone number	ADA Code
KUALA LUMPUR (Continued)		
INTER-PACIFIC SECURITIES SDN. BHD.	Level 7, Shahzan Insas Tower 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No.: 03-21441888	054-001
JUPITER SECURITIES SDN. BHD.	7th - 9th Floor, Menara Olympia 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-20341888	055-001
K&N KENANGA BHD.	8th Floor, Kenanga International Jalan Sultan Ismail 50250 Kuala Lumpur Tel No.: 03-21649080	073-001
KAF- SEAGROATT & CAMPBELL SECURITIES SDN. BHD. (formerly known as Seagroatt & Campbell Sdn. Bhd.)	30th Floor The Weld Tower No.76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No.: 03-20201600	053-001
KUALA LUMPUR CITY SECURITIES SDN. BHD.	No. 8, Jalan Binjai Off Jalan Ampang 50450 Kuala Lumpur Tel No.: 03-21667922	076-001
LEONG & COMPANY SDN. BHD.	Level 18, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No.: 03-26928899	061-001
MAYBAN SECURITIES SDN. BHD.	Level 5-13, MaybanLife Tower Dataran Maybank No. 1, Jalan Maarof 59000 Kuala Lumpur Tel No.: 03-22978888	098-001
MIDF SISMA SECURITIES SDN. BHD.	17th & 18th Floor, Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-21668888	026-001
OSK SECURITIES BERHAD	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No.: 03-21624388	056-001
PB SECURITIES SDN. BHD.	27th Floor, Bangunan Public Bank No.6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No.: 03-20313011	051-001
PM SECURITIES SDN. BHD. (formerly known as Pengkalen Securities Sdn. Bhd.)	Ground & 1st Floor, MUI Plaza Jalan P. Ramlee 50250 Kuala Lumpur Tel No.: 03-21463000	064-001

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

Name	Address and telephone number	ADA Code
KUALA LUMPUR (Continued)		
RASHID HUSSAIN SECURITIES SDN. BHD.	Level 9, Tower One, RHB Centre Jalan Tun Razak 50400 Kuala Lumpur Tel No.: 03-92852233	087-001
SIME SECURITIES SDN. BHD.	21st Floor, Bangunan Sime Bank 4, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No.: 03-22749288	097-001
TA SECURITIES BERHAD	TA One Tower No. 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel No.: 03-20721277	074-001
SELANGOR DARUL EHSAN		
AMSTEEL SECURITIES (M) SDN. BHD.	2nd, 3rd & 4th Floor Wisma Amsteel Securities No. 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No.: 03-33439999	080-001
HWANG-DBS SECURITIES BERHAD	16th, 18th-20th Floor, Plaza Masalam No. 2, Jalan Tengku Ampuan Zabedah E9/E Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No.: 03-55133288	068-002
JF APEX SECURITIES BERHAD	3rd Floor, Wisma Apex 145A-C, Jalan Bukit 43000 Kajang Selangor Darul Ehsan Tel No.: 03-87361118	079-001
K & N KENANGA BHD.	1st Floor, Wisma UEP Pusat Perniagaan USJ 10 Jalan USJ 10/1A 47620 Subang Jaya Selangor Darul Ehsan Tel No.: 03-80241682	073-006
K & N KENANGA BHD.	13th Floor Menara Yayasan Selangor No. 18A, Jalan Persiaran Barat Off Jalan Timur 46000 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-79562169	073-005

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

Name	Address and telephone number	ADA Code
SELANGOR DARUL EHSAN (Continued)		
JF APEX SECURITIES BERHAD	15th & 16th Floor Choy Fook On Tower No. 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-76201118	079-002
K & N KENANGA BHD.	Room 7.02, Level 7, Menara ING Intan Millenium Square No. 68, Jalan Batai Laut 4 Taman Intan 41300 Klang Selangor Darul Ehsan Tel No.: 03-30057001	073-007
MOHAIYANI SECURITIES SDN. BHD.	1st, 2nd & 3rd Floor Plaza Damansara Utama No 2, Jalan SS21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-77297345	095-001
PM SECURITIES SDN. BHD.	No.157 & 159 Jalan Kenari 23/A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No.: 03-80700773	064-003
SJ SECURITIES SDN. BHD.	Level 3, Holiday Villa No. 9, Jalan SS 12/1 Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No.: 03-56340202	096-001
MELAKA		
MALACCA SECURITIES SDN. BHD.	No. 1, 3 & 5, Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang P.O. Box 248 75250 Melaka Tel No.: 06-3371533	012-001
OSK SECURITIES BERHAD	579, 580-581A & B, Taman Melaka Raya 75000 Melaka Tel No.: 06-2825211	056-003

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

Name	Address and telephone number	ADA Code
MELAKA (Continued)		
STRAITS SECURITIES SDN. BHD.	Lot 9 & 10, 1st Floor Bangunan Tabung Haji Jalan Bandar Kaba 75000 Melaka Tel No.: 06-2833622	011-001
PERAK DARUL RIDZUAN		
BOTLY SECURITIES SDN. BHD.	1st Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No.: 05-2531313	058-001
ALLIED AVENUE ASSETS SECURITIES SDN. BHD.	A23-A29, Wisma Kota Emas Jalan Dato' Tahwil Azar 30300 Ipoh Perak Darul Ridzuan Tel No.: 05-2422828	052-002
M&A SECURITIES SDN. BHD.	M&A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No.: 05-2419800	057-001
OSK SECURITIES BERHAD	21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2415100	056-002
MAYBAN SECURITIES SDN. BHD.	55, 57 & 63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2558233	098-002
SBB SECURITIES SDN. BHD.	51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No.: 05-2530888	090-001
HWANG-DBS SECURITIES BERHAD	21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No.: 05-8060888	068-003
PULAU PINANG		
A. A. ANTHONY & COMPANY SDN.BHD.	No.41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No.: 04-2299318	014-001

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

Name	Address and telephone number	ADA Code
PULAU PINANG (Continued)		
HWANG-DBS SECURITIES BERHAD	Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No.: 04-2636996	068-001
HWANG-DBS SECURITIES BERHAD	Ground, 1st & 2nd Floor 1620 & 1621, Jalan Permatang Batu Taman Industri Permatang Batu 14000 Bukit Mertajam Pulau Pinang Tel No.: 04-5372882	068-006
OSK SECURITIES BERHAD	64, Bishop Street 20F & 20G, Penang Street 10200 Pulau Pinang Tel No.: 04-2634222	056-004
OSK SECURITIES BERHAD	Level 19, NB Tower 5050 Jalan Bagan Luar 12000 Butterworth Pulau Pinang Tel No.: 04-3322299	056-005
MERCURY SECURITIES SDN. BHD.	Ground, 1st & 2nd & 3rd Floor Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai Pulau Pinang Tel No.: 04-3322123	093-001
SMITH ZAIN SECURITIES SDN. BHD.	7th & 8th Floor, PSCI Tower 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No.: 04-2283355	016-001
SOON THEAM SECURITIES SDN. BHD.	No. 111, Jalan Macalister 10400 Pulau Pinang Tel No.: 04-2281868	060-001
THONG & KAY HIAN SECURITIES SDN. BHD.	Level 5 & 6, Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No.: 04-2635481	070-001
UT SECURITIES SDN. BHD. (formerly known as United Traders Securities Sdn. Bhd.)	6th, 10th & 12th Floor Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel No.: 04-2626644	059-001

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

Name	Address and telephone number	ADA Code
KEDAH DARUL AMAN		
KUALA LUMPUR CITY SECURITIES SDN. BHD.	2nd Floor Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No.: 04-7317088	076-004
PERLIS INDRA KAYANGAN		
KUALA LUMPUR CITY SECURITIES SDN. BHD.	2nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel No.: 04-9765200	076-003
NEGERI SEMBILAN DARUL KHUSUS		
PM SECURITIES SDN. BHD.	1st, 2nd and 3rd Floor 19-21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No.: 06-7623131	064-002
IHWANG-DBS SECURITIES BERHAD	Ground & 1st Floor 105, 107 & 109, Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7612288	068-007
JOHOR DARUL TAKZIM		
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 Ahmad 86000 Kluang Johor Darul Takzim Tel No.: 07-7717922	076-006

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

Name	Address and telephone number	ADA Code
JOHOR DARUL TAKZIM (Continued)		
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
K & N KENANGA BHD	Level 2, Menara Pelangi Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No.: 07-3333600	073-004
HWANG-DBS SECURITIES BERHAD	Level 7, Johor Bahru City Square (Office Tower) 106-108, Jalan Wong Ah Fook 80000 Johor Bahru Johor Darul Takzim Tel No.: 07-2222692	068-004
ARAB-MALAYSIAN SECURITIES SDN. BHD.	2nd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No.: 07-4342282	086-002
KELANTAN DARUL NAIM		
KOTA BHARU SECURITIES SDN. BHD.	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No.: 09-7432288	075-001
PAHANG DARUL MAKMUR		
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
OSK SECURITIES BERHAD	A-27 & A-29, Lorong Tun Ismail 9 Seri Dagangan Kuantan Business Centre 25000 Kuantan Pahang Darul Makmur Tel No.: 09-5163811	056-007

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

Name	Address and telephone number	ADA Code
TERENGGANU DARUL IMAN		
FA SECURITIES SDN. BHD.	No.51 &51A Ground, Mezzanine & 1st Floor Jalan Tok Lam 20100 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-6238128	021-001
PTB SECURITIES SDN. BHD.	1st, 2nd & 3rd Floor 61, Jalan Sultan Ismail P.O Box 151 Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Iman Tel No.: 09-6235546	025-001
SABAH		
HWANG-DBS SECURITIES BERHAD	Room Nos 106-109, Mezzanine Floor Room Nos 207-212, 2nd Floor Gaya Centre, Jalan Tun Fuad Stephens 88400 Kota Kinabalu Sabah Tel No.: 088-311688	068-008
INNOSABAH SECURITIES BERHAD (formerly known as Innosabah Securities Sdn. Bhd.)	11, Equity House, Block K Sadong Jaya, Karamuning 88100 Kota Kinabalu Sabah Tel No.: 088-234090	020-001
KUALA LUMPUR CITY SECURITIES SDN. BHD.	Suite 1-9-E1, 9th Floor CPS Tower No.1 Jalan Centre Point 88000 Kota Kinabalu Sabah Tel No:088-253922	076-005
SARAWAK		
K & N KENANGA BHD	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No.: 082-338000	073-003
K & N KENANGA BHD (Miri Branch)	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel No.: 085-435577	073-002

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

Name	Address and telephone number	ADA Code
SARAWAK (Continued)		
OSK SECURITIES BERHAD	Ground & 1st Floor Wisma Chinese Chambers Lot 357, Section 47, K.T.L.D. Jalan Bukit Mata Kuching 93100 Kuching Sarawak Tel No.: 082-422252	056-008
BORNEO SECURITIES SDN. BHD.	12G, Jalan Kampung Datu 96000 Sibu Sarawak Tel No. : 084-319998	030-001
HWANG-DBS SECURITIES BERHAD	Lot 328, Jalan Abell 93100 Kuching Sarawak Tel No: 082-236999	068-005
WILAYAH PERSEKUTUAN LABUAN		
SHARETECH SECURITIES SDN. BHD.	Unit 7(A), Level 7 Main Office Tower Financial Park Labuan Jalan Merdeka 87000 Wilayah Persekutuan Labuan Tel No.: 087-451666	022-001

23. RESPONSIBILITY STATEMENT

- (i) CIMB acknowledges that to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts about the Public Issue and the Company and its subsidiaries, and are satisfied that the consolidated profit estimate and forecast (for which the Directors are solely responsible) has been stated by the Directors after due and careful inquiry.
- (ii) This Prospectus has been seen and approved by the Directors of SMIS and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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