
23. ADDITIONAL INFORMATION

23.1 Articles of Association**23.1.1 Transfer of Securities**

The provision in the Articles of Association of the Company, the Listing Requirement of 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:

(i) Articles of Association of the Company***Article 29 – Transfer of Shares***

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

Article 30 – Instrument of transfer

“Subject to these Articles, the Act, the Central Depositories Act and the Rules (with respect to transfer of deposited security), the instrument of transfer shall be executed by or on behalf of the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the transferee’s name is entered in the Register as the holder of that share and/or the Record of Depositors as the case may be, in respect thereof. All transfer of deposited securities shall be effected in accordance with the Act, the Central Depositories Act and the Rules.”

Article 31 – Refusal to register transfer

“Subject to these Articles, the Act, the Central Depositories Act and the Rules (with respect to transfer of deposited security), the Directors may in their absolute discretion and without assigning any reason thereof, decline to register any transfer of shares which are not deposited with the Central Depository. The registration of any transfer shall be suspended when the register of transfer is closed under Article 33.”

Article 32 – Deposit of securities

“Subject to the provisions of the Act, the Central Depositories Act and the Rules, all dealings in respect of deposited securities shall only be effected by the beneficial owners of such deposited securities or an authorised nominee, as the case may be. A Depositor shall not withdraw the securities which have been deposited with a Central Depository except in such manner as may be specified in the Rules.”

23. ADDITIONAL INFORMATION (Cont'd)

Article 33 – Books closing

“The Register of Members may be closed at such time and for such period as the Directors may from time to time determine PROVIDED ALWAYS that they shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix a books closing date and the reason there for shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange, such notice shall state the books closing date, which shall be at least twelve (12) clear market days after the date of notification to the Exchange, and the address of the share registry at which documents will be accepted for registration. In relation to such closure, the Company shall give written notice, in accordance with the Rules to issue the appropriate Record of Depositors.”

Article 34 – Renunciation

“Subject to the provisions of these Articles the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.”

(ii) Listing Requirements of KLSE***Paragraph 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 listed securities.”

Paragraph 7.14 – Transmission of securities from foreign register

“(1) Where:

- (a) the securities of a company are listed on an Approved Market Place; and
- (b) such company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories), 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 register 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.

23. ADDITIONAL INFORMATION (Cont'd)

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

(iii) Companies Act, 1965***Section 103 – Instrument of transfer***

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

- (1A) Nothing in this section shall be construed as affecting the validity of any instrument which would be effective to transfer shares or debentures apart from this section; and any instrument purporting to be made in any form which was common or usual in use, or in any other form authorised or required for that purpose apart from this section before the commencement of this Act, shall be sufficient, whether or not it is completed in accordance with the prescribed form, if it complies with the requirements as to execution and contents which apply to a transfer.

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

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

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

(iv) Rules of MCD***Rule 9.01(1) – Request for transfer***

“Subject to the provisions of Rule 9.02, a depositor (hereinafter in this chapter referred to as “Transferring Depositor”) may request an authorised depository agent with whom the Transferring Depositor’s securities account is maintained, to transfer any securities held in the Transferring Depositor’s securities account to another securities account belonging to himself or to another depositor (hereinafter in this chapter referred to as “the Recipient Depositor”) maintained either with that agent or with another authorised depository agent or authorised

23. ADDITIONAL INFORMATION (Cont'd)

direct member provided always that the request is made in accordance with the rules and directions issued by the Central Depository."

Rule 9.01(2) – Request for transfer by any other person

"Notwithstanding Rule 9.01(1), the Central Depository may issue directions to allow any other person apart from the Transferring Depositor to request for a transfer of securities between securities accounts."

Rule 9.03(3) – Rejection of transfer

"In processing the transfer of securities, the authorised depository agent shall reject such transfer of securities under any of the following circumstances:

- (a) The Transferring Depositor fails to comply with any of the provisions of these Rules and the directions of the Central Depository;
- (b) The securities have been designated in the computer system to be utilised for any of the depositor's transactions specified under Rule 25.04(2) of these Rules; and
- (c) Any other circumstances determined in the directions issued by the Central Depository from time to time."

Rule 9.03(4) – Non-acceptance of transfer

"The Central Depository may instruct authorised depository agents to refrain from accepting any transfer of securities in such circumstances determined by the Central Depository from time to time."

23.1.2 Remuneration of Directors

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

Article 92 – Directors' remuneration

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

- (a) the fees payable to the Directors shall from time to time be determined by a resolution of the Company in general meeting, PROVIDED ALWAYS 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 92(a) hereof, an Executive Director shall, subject to the terms of any agreement (if any) entered into in any particular case, receive such remuneration as the Directors may determine. All remuneration, other than the fees provided for in Article 92(a) hereof, payable to the non-executive Directors shall be determined by a resolution of the Company in general meeting;
- (c) fees payable to non-executive Directors shall be a fixed sum, and not by a commission on or percentage of profits or turnover;

23. ADDITIONAL INFORMATION (Cont'd)

- (d) salaries payable to executive Directors may not include a commission on or percentage of turnover; and
- (e) 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 93 – Expenses to be reimbursed

"The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending Board Meetings of the Company."

23.1.3 Voting and Borrowing Powers of Directors

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

Article 96 – Powers of Directors

"The Directors shall not without the prior approval of the Company in general meeting:

- (a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposals of a substantial portion of or a controlling interest in the Company's main undertaking or property;
- (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
- (c) subject to Section 132E of the Act, enter into any arrangement or transaction with a Director of the Company or its holding Company or with a person connected with such a Director to acquire from or dispose to such Director or person any non-cash assets of the requisite value; and
- (d) issue warrants on such terms and subject to such conditions which may be resolved upon by the Directors which confers a right to registered holders of warrants to subscribe equity of the Company."

Article 97 – Directors' borrowing powers

"Subject to the provisions in the Act and the Listing Requirements, the Directors may exercise all the powers of the Company to borrow and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its subsidiaries or of an unrelated third party."

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 or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or

23. ADDITIONAL INFORMATION (Cont'd)

- (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.”

23.1.4 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 4 – 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, deferred or other special rights, and subject to such restrictions, whether in regard to dividend, voting, return of capital or otherwise, 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 cent (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) every issue of shares or options to employees and/or Directors of the Company shall be approved by the members in general meeting and no Director shall participate in such issues of shares or options unless:
 - (i) the members in general meeting have approved of the specific allotment to be made to such Director; and
 - (ii) he holds office in the Company in an executive capacity PROVIDED ALWAYS that a Director not holding office in an executive capacity may so participate, in an issue of shares pursuant to a public issue or public offer.”

Article 8 – Modification of class rights

“If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall apply after due consideration of the respective differences, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-

23. ADDITIONAL INFORMATION (Cont'd)

third of the issued shares of the class and that any other holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 152 of the Act shall, with such adaptations as are necessary apply."

Article 9 – Ranking of class rights

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

Article 54 – Issue of securities

"Notwithstanding the existence of a resolution pursuant to Section 132D of the Act, the Company shall not issue shares or convertible securities if the nominal value of those shares or convertible securities when in aggregate with the nominal value of such shares or convertible securities issued during the preceding twelve (12) months exceeds 10% of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders of the precise terms and conditions of the issue."

Article 56 – Power to alter capital

"The Company may by ordinary resolution:

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

Article 57 – Power to reduce capital

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

23.2 Share Capital

- (i) No shares will be allotted or issued 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. As at the date of this Prospectus, there is only one class of shares in the Company namely ordinary shares of RM0.50 each, all of which rank pari passu with one another.

23. ADDITIONAL INFORMATION (Cont'd)

- (iii) Save for the Public Issue and as disclosed in Sections 7.2 and 9.1.2 of this Prospectus, no shares and debentures of the Company and its subsidiary 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 for the Issue Shares reserved for the eligible employees, customers and suppliers of the CYL Group as disclosed in Section 5.3 of this Prospectus and the offer of 1,563,742 CYL Shares to Tan Sri Abu Talib bin Othman under the Offer for Sale, no person including Directors or employees of the CYL Group has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of the Company or its subsidiary 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 as disclosed in Section 5.3 of this Prospectus, there is currently no scheme involving the Directors and employees in the capital of the Company or its subsidiary.
- (vi) As at the date of this Prospectus, the Group does not have any outstanding convertible debt securities.

23.3 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 or senior executive officer of the Group is or was involved in the following events (whether in or outside Malaysia):
 - (a) a petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he is or was a partner or any corporation of which he is or was a director or key personnel;
 - (b) conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or
 - (c) the subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or governmental body permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.
- (iv) Based on the Register of Substantial Shareholders as at the date hereof, the direct and indirect interests of the major shareholders of CYL immediately before and after the Public Issue and Offer for Sale are as follows:

Shareholder	Before the Public Issue and Offer for Sale				After the Public Issue and Offer for Sale			
	-No. of ordinary shares of RM0.50 each-		-No. of ordinary shares of RM0.50 each-		-No. of ordinary shares of RM0.50 each-		-No. of ordinary shares of RM0.50 each-	
	Direct	%	Indirect	%	Direct	%	Indirect	%
Tan Sri Abu Talib bin Othman	18,336,258	19.90	-	-	19,900,000+	19.90	-	-
Chen Yat Lee	38,699,640	42.00	-	-	34,314,000	34.31	-	-
Lau Kim Lian	25,799,760	28.00	-	-	20,686,000	20.69	-	-

Note:

+ On the basis that he accepts the offer of 1,563,742 CYL Shares under the Offer for Sale

23. ADDITIONAL INFORMATION (Cont'd)

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

Director	Before the Public Issue and Offer for Sale				After the Public Issue and Offer for Sale			
	-No. of ordinary shares of RM0.50 each-		--No. of ordinary shares of RM0.50 each--		-No. of ordinary shares of RM0.50 each-		--No. of ordinary shares of RM0.50 each--	
	Direct	%	Indirect	%	Direct	%	Indirect	%
Tan Sri Abu Talib bin Othman	18,336,258	19.90	-	-	19,900,000 ⁺	19.90	-	-
Chen Yat Lee	38,699,640	42.00	-	-	34,314,000	34.31	-	-
Lau Kim Lian	25,799,760	28.00	-	-	20,686,000	20.69	-	-
Chen Wai Ling	-	-	-	-	-	-	-	-
Seow Nyoke Yoong	-	-	-	-	-	-	-	-
Riznida Eliza Binti Hamzah	-	-	-	-	-	-	-	-
Abd Malik Bin A Rahman	-	-	-	-	-	-	-	-

Note:

+ On the basis that he accepts the offer of 1,563,742 CYL Shares under the Offer for Sale

- (vi) Save for the employment agreements between the CYL Group and its directors and key management, there are no existing or proposed service contracts between CYL or its subsidiary, and its Directors and key management.
- (vii) The aggregate remuneration, benefits and fees paid to the Directors for services rendered in all capacities to the Company and its subsidiary in the financial year ended 31 January 2002 was RM1,101,070. For the financial years ended/ending 31 January 2003 and 2004, the estimated and forecast remuneration, benefits and fees payable to the Directors of the Company and its subsidiary amount to RM1,250,000 and RM1,580,000 respectively.
- (viii) Save as disclosed in Section 6 of 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 which could materially affect the profits of the CYL Group.
- (ix) Save as disclosed in Section 11 of this Prospectus, none of the Directors or major shareholders have any interest in any contract or arrangement, which is significant in relation to the business of the Company and its subsidiary taken as a whole subsisting at the date of this Prospectus.
- (x) Save as disclosed in Sections 7.3.2 and 11 of this Prospectus, none of the Directors or major shareholders 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 subsidiary.
- (xi) None of the Directors or major shareholders of CYL have any interest, direct or indirect, in any business or corporation carrying on a similar trade as CYL or its subsidiary.

23.4 General

- (i) The nature of CYL's business is described in Section 7.4 of this Prospectus. Other than mentioned in Section 7.5 of this Prospectus, there is no corporation which is deemed to be related to CYL by virtue of Section 6 of the Companies Act, 1965.

23. ADDITIONAL INFORMATION (Cont'd)

- (ii) The estimated expenses and fees, including brokerage, underwriting commission and placement fee relating to the Issue Shares, incidental to the Listing amounting to RM1,600,000 will be borne by the Company.
- (iii) Save as disclosed in Sections 5.8 and 23.4 (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 subsidiary.
- (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
 - (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) Save for the remuneration, benefits and fees paid/payable as Directors of CYL and its subsidiary as set out in Sections 8.3.4 and 23.3 (vii) of this Prospectus, 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) Save as disclosed in Sections 6 and 13.3(ii) of this Prospectus, the financial performance, position and operations of CYL and its subsidiary are not affected by any of the following:
 - (a) known trends, demands, commitments, events or uncertainties that have had or that the CYL Group reasonably expects to have, a material favourable or unfavourable impact on the financial performance, position and operations of the Group;
 - (b) other material commitments for capital expenditure;
 - (c) unusual or infrequent events or transactions or any significant economic changes that have materially affected the financial performance, position and operations of the Group; and
 - (d) known events, circumstances, trends, uncertainties and commitments that are reasonably likely to make the historical financial statements not indicative of future financial performance and position.
- (viii) The Company and its subsidiary have not established a place of business outside Malaysia.
- (ix) The date and time of the opening and closing of applications for the Public Issue and Offer for Sale is set out in Section 5.1 of this Prospectus.
- (x) The amount payable in full on application is RM0.65 per Issue/Offer 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.

23. ADDITIONAL INFORMATION (Cont'd)**23.5 Material Litigation**

Neither CYL nor its subsidiary is engaged in any litigation or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of CYL or its subsidiary, and the Directors of the Company have no knowledge 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 CYL or its subsidiary.

23.6 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 subsidiary during the two (2) years preceding the date of this Prospectus:

- (i) Share Sale Agreement dated 28 July 2000 entered into between CYL and Chen Yat Lee, Lau Kim Lian, Tan Sri Abu Talib bin Othman and CIMB Nominees (Tempatan) Sdn Bhd ("Vendors"), for the acquisition of the entire equity interest in PJP for a consideration of RM35,244,262 to be satisfied by the issuance of 30,864,262 new ordinary shares of RM1.00 each in CYL. Subsequently, on 2 January 2003, CYL and the Vendors entered into a Supplemental Agreement to revise the purchase consideration for the acquisition of the entire equity interest in PJP to RM47,749,184 to be satisfied by the issuance of 92,141,996 new ordinary shares of RM0.50 each in CYL;
- (ii) Sale and Purchase Agreement dated 5 November 2001 between PJP and Dinajaya Sdn Bhd pertaining to the purchase of H.S.(D) 63660, Lot No. PT 663, 34, Jalan Batu Belah 27/96, Section 27, 40000 Shah Alam, Selangor Darul Ehsan for a purchase consideration of RM350,000;
- (iii) Sale and Purchase Agreement dated 23 July 2002 between PJP, Ang Hock Loo and Ku Ah Hun pertaining to the sale of H.S.(D) 114718, Lot No. PT 34089, 5, Jalan TPP 6/8, Pinwang Industrial Park, 47100 Puchong, Selangor Darul Ehsan for a sale consideration of RM1,000,000;
- (iv) Sale and Purchase Agreement dated 20 August 2002 between PJP and Fam & Sons Electroplating Sdn Bhd pertaining to the purchase of H.S.(D) 63630, Lot No. PT 632, 4, Jalan Teluk Gadung 27/93, Section 27, 40000 Shah Alam, Selangor Darul Ehsan for a purchase consideration of RM2,000,340;
- (v) Underwriting Agreement dated 18 February 2003 between CYL and the Underwriter for the underwriting of 4,600,000 of the Issue Shares at a price of RM0.65 per Issue Share for an underwriting commission of 2.5% of the underwritten value; and
- (vi) Placement Agent Agreement dated 4 December 2002 entered into between the Company and the Placement Agent for placement of 3,258,000 of the Issue Shares for a placement fee of at the rate of up to 2.5% of the Issue price for 3,258,000 of the Issue Shares to be sold under the Public Issue.

23.7 Material Agreements

Save for the subsisting material contracts set out in Section 23.6 of this Prospectus and as disclosed below, there are no other subsisting material agreements which have been entered into by the Group:

- (i) Supply agreement with Smithkline Beecham Sdn Bhd ("SB") dated 1 January 2000 to supply plastic components to SB at specified prices. The agreement shall continue in effect for a period of one (1) year from the date of the agreement and the agreement shall be automatically renewed for an additional twelve (12) months term, unless either party provides written notice of termination at least six (6) months prior to the expiration of the

23. ADDITIONAL INFORMATION (Cont'd)

initial term. Thereafter, the agreement shall be automatically renewed for successive twelve (12) month terms, unless either party provides written notice of termination of at least six (6) months prior to the expiration of the then-current twelve (12) month term;

- (ii) Supply agreement with BP Malaysia Sdn Bhd ("BP") dated 3 December 2001 to supply plastic bottles to BP at a specified price. The agreement shall continue in effect for a period of two (2) years from 1 December 2001 with an option by BP to extend the supply agreement for another year;
- (iii) Letter of award by Petroliaam Nasional Berhad ("Petronas") dated 21 August 2002 duly accepted by PJP for the supply of plastic lubricant packs to Petronas at specified prices. The letter of award is a binding contract between PJP and Petronas until the execution of a formal contract. The agreement shall continue in effect for a period of three (3) years from 22 August 2002 with an option by Petronas to extend the agreement for another year;
- (iv) Group Personal Accident Insurance policy commencing 3 August 2002 to 2 August 2003 with the sum insured being RM8,250,000;
- (v) Fire insurance policy for the period commencing 3 April 2002 to 2 April 2003 with sum insured being RM300,000. The policy covers the factory building located at 34, Jalan Batu Belah 27/96, Seksyen 27, 40000, Selangor Darul Ehsan;
- (vi) Fire insurance policy for the period commencing 15 April 2002 to 14 April 2003 with sum insured being RM4,935,304. The policy covers the machines located at 8, 10 & 12, Jalan Teluk Gadung 27/93, Section 27, 40000 Shah Alam, Selangor Darul Ehsan;
- (vii) Machinery and equipment insurance policy for the period commencing 14 May 2002 to 13 May 2003 with sum insured being RM1,200,000. The policy covers the machine located at 8, 10 & 12, Jalan Teluk Gadung 27/93, Section 27, 40000 Shah Alam, Selangor Darul Ehsan;
- (viii) Machinery and equipment insurance policy for the period commencing 27 September 2002 to 26 September 2003 with sum insured being RM5,755,786. The policy covers the machines located at 8, 10 & 12, Jalan Teluk Gadung 27/93, Section 27, 40000 Shah Alam, Selangor Darul Ehsan and Lot 23, Jalan Jaya Setia 26/3, Section 26, Hicom Industrial Estate, 40000 Shah Alam, Selangor Darul Ehsan;
- (ix) Machinery and equipment insurance policy for the period commencing 2 October 2002 to 1 October 2003 with sum insured being RM692,000. The policy covers the machines located at 8, 10 & 12, Jalan Teluk Gadung 27/93, Section 27, 40000 Shah Alam, Selangor Darul Ehsan;
- (x) Fire insurance policy for the period commencing 9 October 2002 to 8 October 2003 with sum insured being RM3,500,000. The policy covers the buildings located at Lot 23, Jalan Jaya Setia, Section 26/3, Hicom Industrial Estate, 40000 Shah Alam, Selangor Darul Ehsan;
- (xi) Fire insurance policy for the period commencing 16 October 2002 to 15 October 2003 with sum insured being RM280,000. The policy covers the machines located at Lot 23, Jalan Jaya Setia 26/3, Section 26, Hicom Industrial Estate, 40000 Shah Alam, Selangor Darul Ehsan;
- (xii) Fire insurance policy for the period commencing 20 November 2002 to 19 November 2003 with sum insured being RM692,360. The policy covers the machine located at 8, 10 & 12, Jalan Teluk Gadung 27/93, Section 27, 40000 Shah Alam, Selangor Darul Ehsan;

23. ADDITIONAL INFORMATION (Cont'd)

- (xiii) Fire insurance policy for the period commencing 1 February 2003 to 31 January 2004 with sum insured being RM37,990,342. The policy covers the plant and machinery, stocks and buildings located at 8, 10 & 12, Jalan Teluk Gadung 27/93, Section 27, 40000 Shah Alam, Selangor Darul Ehsan and the plant and machinery and stocks located at Lot 23, Jalan Jaya Setia 26/3, Section 26, Hicom Industrial Estate, 40000 Shah Alam, Selangor Darul Ehsan;
- (xiv) Fire insurance policy for the period commencing 1 February 2003 to 31 January 2004 with sum insured being RM250,000. The policy covers the building located at 36, Jalan Batu Belah 27/96, Seksyen 27, 40000, Shah Alam, Selangor Darul Ehsan; and
- (xv) Loss of profits insurance policy for the period commencing 1 February 2003 to 31 January 2004 with sum insured being RM5,010,000.

23.8 Consents

- (i) The written consents of the Company Secretaries, Solicitors, Principal Bankers, Adviser, Underwriter and Placement Agent, Registrar and Issuing House to the inclusion in this Prospectus of their names in the manner and form in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (ii) The written consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their name, Accountants' Report and letters relating to the consolidated profit estimate and forecast for the financial years ended/ending 31 January 2003 and 2004 and proforma consolidated balance sheets as at 31 August 2002 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.
- (iv) The written consent of the Independent Industry Consultant to the inclusion of its name and the Independent Industry Assessment Report 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.

23.9 Documents Available for Inspection

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

- (i) Memorandum and Articles of Association of CYL and its subsidiary;
- (ii) The audited accounts of PJP for the five (5) financial years ended 31 January 1998 to 2002 and seven (7) months ended 31 August 2002;
- (iii) The audited accounts of CYL for the seven (7) months ended 31 January 2001, financial year ended 31 January 2002 and seven (7) months ended 31 August 2002;
- (iv) The Reporting Accountants' letters on the consolidated profit estimate and forecast for the financial years ended/ending 31 January 2003 and 2004 and proforma consolidated balance sheets as at 31 August 2002 as included in Sections 15 and 18 respectively of this Prospectus;
- (v) The Accountants' Report and Directors' Report as included in Sections 19 and 21 respectively of this Prospectus;

23. ADDITIONAL INFORMATION (Cont'd)

- (vi) The Valuation Certificate as included in Section 20 of this Prospectus together with the Valuation Reports as referred to therein;
- (vii) The Independent Industry Assessment Report included in Section 22 of this Prospectus;
- (viii) The material contracts referred to in Section 23.6 of this Prospectus;
- (ix) The material agreements referred to in Section 23.7 of this Prospectus; and
- (x) The letters of consent referred to in Section 23.8 of this Prospectus.

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