

**6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT****6.1 Promoters**

The details of the Promoters of ATB and their respective shareholdings after the IPO are as follows:-

Promoters	Nationality/ Place of Incorporation	Designation/ Principal Activities	<----- After the IPO ----->			
			<----- Direct ----->		<----- Indirect ----->	
			No. of ATB Shares	%	No. of ATB Shares	%
MTV Three	Malaysia	Investment holding	20,000,000	17.24	-	-
Ng Back Teng	Malaysian	Executive Chairman & Managing Director	7,983,602	6.88	-	-
Ng Hung Weng	Malaysian	Non-Executive Director	5,431,600	4.68	-	-

**6.2 Substantial Shareholders**

The details of the substantial shareholders of ATB and their respective shareholdings after the IPO are as follows:-

Substantial Shareholders	Nationality/ Place of Incorporation	Designation/ Principal Activities	<----- After the IPO ----->			
			<----- Direct ----->		<----- Indirect ----->	
			No. of ATB Shares	%	No. of ATB Shares	%
MTV Three	Malaysia	Investment holding	20,000,000	17.24	-	-
Khor Mooi Hian	Malaysian	Substantial shareholder	6,035,200	5.20	-	-
Ng Back Teng	Malaysian	Executive Chairman & Managing Director	7,983,602	6.88	-	-
Ng Bak Seng	Malaysian	Executive Director	6,469,598	5.58	-	-
Ng Bak Hiong	Malaysian	Substantial shareholder	5,871,198	5.06	-	-
Ng Hung Seh	Malaysian	Executive Director	6,035,200	5.20	-	-
Ng Siew Khoon	Malaysian	Substantial shareholder	6,824,000	5.88	-	-
LTAW	Malaysia	Investment holding	-	-	20,000,000*	17.24
YT	Malaysia	Investment holding	-	-	20,000,000*	17.24
MTDC	Malaysia	Investment holding	-	-	20,000,000*	17.24

Note:-

\* Deemed interest by virtue of each of them holding more than 15% equity interest in MTV Three pursuant to Section 6A(4) of the Act.

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## 6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT

### 6.2.1 Information of MTV Three

MTV Three was incorporated in Malaysia under the Act as a private limited company on 29 January 1997. The company is principally involved in identifying emerging growth companies and providing them with equity capital and a range of related investment and financial services.

- (a) The Directors of MTV Three and their respective shareholdings as at 16 May 2003 (being the latest practicable date prior to the registration of this Prospectus) are as follows:-

Name	<---- Direct ---->		<-- Indirect -->		Nationality
	No. of Ordinary Shares of RM1.00 Each	%	No. of Ordinary Shares of RM1.00 Each	%	
Dato' Ku Ab. Azah Bin S. Alwee	-	-	-	-	- Malaysian
Shaik Taufik Bin Shaik Yusoff	-	-	-	-	- Malaysian
Haji Abd. Rahman Bin Yusof	-	-	-	-	- Malaysian
Haslina Laili Binti Mohamad	-	-	-	-	- Malaysian
Zainal Abidin Bin Hussin (Alternate Director to Dato' Ku Ab. Azah Bin S. Alwee)	-	-	-	-	- Malaysian

- (b) The substantial shareholders of MTV Three and their respective shareholdings as at 16 May 2003 (being the latest practicable date prior to the registration of this Prospectus) are as follows:-

Substantial Shareholder	<----- Direct ----->				<----- Indirect ----->			
	No. of Ordinary Shares of RM1.00 Each	%	No. of Redeemable Preference Shares	%	No. of Ordinary Shares of RM1.00 Each	%	No. of Redeemable Preference Shares	%
LTAW <sup>(a)</sup>	175,000	35.00	135,000	33.33	-	-	-	-
YT <sup>(b)</sup>	135,000	27.00	135,000	33.33	-	-	-	-
MTDC <sup>(c)</sup>	120,002	24.00	80,000	19.76	-	-	-	-
PMINT <sup>(d)</sup>	70,000	14.00	55,000	13.58	-	-	-	-
Total	500,002	100.00	405,000	100.00	-	-	-	-

Notes:-

- (a) LTAW was incorporated on 12 November 1990 and its principal activity is investment.
- (b) YT was incorporated on 1 May 1972 and its principal activity is education.
- (c) MTDC was incorporated on 10 March 1992 and its principal activities are engaging in promotion of technology based start-up companies, providing financing, management and technology support services primarily to enterprises involved in high risk ventures and new technology.
- (d) PMINT was incorporated on 1 April 1965 and its principal activity is to implement and expedite socio-economic development of the Terengganu State.

**6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT****6.3 Directors**

The details of the Directors of ATB and their respective shareholdings after the IPO are as follows:-

Names	Designation/ Nationality	----- After the IPO -----			
		<----- Direct ----->		<----- Indirect ----->	
		No. of ATB Shares	%	No. of ATB Shares	%
Ng Back Teng	Executive Chairman & Managing Director/ Malaysian	7,983,602	6.88	-	-
Ng Bak Seng	Executive Director/ Malaysian	6,469,598	5.58	-	-
Ng Hung Seh	Executive Director/ Malaysian	6,035,200	5.20	-	-
Ng Hung Weng	Non-Executive Director/ Malaysian	5,431,600	4.68	-	-
Azman Bin Ahmad	Non-Independent Non- Executive Director/ Malaysian	-	-	-	-
Dato' Azman Bin Mahmood	Independent Non-Executive Director/ Malaysian	-	-	-	-
Khoo Eng Seng	Independent Non-Executive Director/ Malaysian	50,000*	0.04	-	-
Tai Teck Keem	Independent Non-Executive Director/ Malaysian	100,000*	0.09	-	-

Note:-

\* Based on the allocation of Public Issue Shares to eligible Directors and employees of the ATB Group.

**6.4 Knowledge and Experience of Promoters**

The knowledge and experience of certain Promoters who are also Directors of ATB, and their involvement in the management of the Group are set out in Section 6.7 of this Prospectus.

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## 6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT

## 6.5 Promoters', Substantial Shareholders' and/or Directors' Directorships and Major Shareholdings in Other Public Companies

Saved as disclosed below, none of the other Promoters, substantial shareholders and/or Directors of ATB hold other directorships and/or have major shareholdings in other public companies incorporated in Malaysia for the past two (2) years preceding the date of the Prospectus.

Name of Promoter/ Substantial Shareholder/ Director	Name of Company	Designation	Date Appointed/ (Resigned)	<--- Direct --->		<-- Indirect -->		Principal Activities
				No. of Ordinary Shares of RM1.00 Each	%	No. of Ordinary Shares of RM1.00 Each	%	
Azman Bin Ahmad	Sumber Modal Satu Berhad	Non-Executive Director	26.07.1999/ -	20,000	4.95	-	-	- Investment holding
	Kotra Industries Berhad	Alternate Director to Non-Independent Executive Director	05.06.2000/ -	114,000	0.20	-	-	- Investment holding
	Man Yau Holdings Berhad (Now known as My-Infotech (M) Berhad)	Independent Non-Executive Director	07.12.1998/ (28.10.2002)	-	-	-	-	- Investment holding and the provision of management services
Dato' Azman Bin Mahmood	Amanah Saham Selangor Bhd	Independent Non-Executive Director	15.09.2000/ -	-	-	-	-	- Investment holding
	General Lumber Fabricators & Builders Berhad	Independent Non-Executive Director	14.12.2001/ 21.04.2003	-	-	-	-	- Investment holding, promotion and management of companies
	Kumpulan Hartanah Selangor Bhd	Independent Non-Executive Director	19.05.2003/ -	-	-	-	-	- Properties

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## 6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT

## 6.6 Changes in the Shareholdings of the Promoters and Substantial Shareholders of ATB

ATB was incorporated on 9 August 2000. The changes in the direct shareholdings of the Promoters and substantial shareholders of ATB for the past three (3) years are as follows:-

Name	Shareholdings As at 31.07.2001				Shareholdings As at 31.07.2002				Shareholdings As at 16.05.2003			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Ordinary Shares of RMI.00 Each	%	No. of Ordinary Shares of RMI.00 Each	%	No. of Ordinary Shares of RMI.00 Each	%	No. of Ordinary Shares of RMI.00 Each	%	No. of ATB Shares	%	No. of ATB Shares	%
Ng Sai Hiang	1	50.00	-	-	1	50.00	-	**	-	-	-	-
Maznah Binti Abdul Majid @ Hassan MTV Three	1	50.00	-	-	1	50.00	-	**	-	-	-	-
Dato' Azizi Bin Yom Ahmad	-	-	-	-	-	-	-	-	20,000,000	20.00	-	-
Khor Mooi Hian	-	-	-	-	-	-	-	-	5,000,000	5.00	-	-
Ooi Joo Kcc	-	-	-	-	-	-	-	-	7,300,000	7.30	-	-
Ng Bak Teng	-	-	-	-	-	-	-	-	6,387,200	6.39	-	-
Ng Bak Seng	-	-	-	-	-	-	-	-	9,657,602	9.66	-	-
Ng Bak Yong	-	-	-	-	-	-	-	-	7,825,598	7.83	-	-
Ng Bak Hong	-	-	-	-	-	-	-	-	5,037,600	5.04	-	-
Ng Hun Chew	-	-	-	-	-	-	-	-	7,103,198	7.10	-	-
Ng Hung Weng	-	-	-	-	-	-	-	-	1,264,800 <sup>#</sup>	1.26	-	-
Ng Hung Seh	-	-	-	-	-	-	-	-	6,569,600	6.57	-	-
Ng Siew Khoon	-	-	-	-	-	-	-	-	6,035,200 <sup>#</sup>	6.04	-	-
LTAW	-	-	-	-	-	-	-	-	8,256,000	8.26	-	-
YI	-	-	-	-	-	-	-	-	-	-	20,000,000*	20.00
MTDC	-	-	-	-	-	-	-	-	-	-	20,000,000*	20.00
	-	-	-	-	-	-	-	-	-	-	20,000,000*	20.00

Notes:-

\*\* Immaterial.

# A total of 6,035,200 ATB shares were transferred from Mr Ng Hun Chew to Mr Ng Hung Seh on 3 March 2003.

\* Deemed interested by virtue of each of them holding more than 15% equity interest in MTV Three pursuant to Section 6A(4) of the Act.

**6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT****6.7 Board of Directors**

The details of the existing Directors of ATB are as follows:-

**NG BACK TENG**, 55, was appointed to the Board of ATB as the Executive Chairman & Managing Director on 16 February 2003. He completed upper secondary education in 1967. He gained overseas working experience as a Mining Supervisor in British Phosphate Co Ltd in Christmas Island, Australia from 1972 to 1984, and a Production Executive for Elson Engineering Company in Australia from 1984 to 1996. He is responsible for the growth of the ATB Group's metal roofing and awning products. He also sits on the board of several other private limited companies.

**NG BAK SENG**, 46, was appointed to the Board of ATB as an Executive Director on 16 February 2003. He completed lower secondary education in 1972. He is responsible for the distribution of the Group's products and is instrumental in helping the Group to gain a foothold in the states of Johor and Melaka. He assisted the Group in setting up AS in 2000 as well as a manufacturing plant in Melaka. He is currently the Managing Director of AS. He also sits on the board of several other private limited companies.

**NG HUNG SEH**, 36, was appointed to the Board of ATB as an Executive Director on 16 February 2003. He completed lower secondary education in 1986. He is responsible for the marketing and sales of metal roofing and awning products for the Group. He has more than 10 years experience in the building related materials business. He also sits on the board of several other private limited companies.

**NG HUNG WENG**, 38, was appointed to the Board of ATB as a Non-Executive Director on 16 February 2003. He completed upper secondary education in 1984. He has been instrumental in the growth of the Group especially for the PVC products. He was previously in charge of product development for the Group. He also sits on the board of several other private limited companies.

**AZMAN BIN AHMAD**, 38, was appointed to the Board of Directors of ATB as a Non-Independent Non-Executive Director on 11 April 2003. He graduated from the University of Western Australia with a Bachelor of Commerce majoring in Accounting and Computer Science in 1985. He is a Chartered Accountant by profession. He is a member of the Malaysian Institute of Accountant and the Certified Practising Accountant ("CPA") Australia. He started his career with Coopers and Lybrand in 1986 as an Audit Assistant, and after which he joined HICOM Holdings Berhad from 1988 to 1994 as the Assistant Manager. In 1994, he was seconded to HICOM Carriage Engineering Sdn Bhd as a General Manager. In 1997, he joined EAC KIMS (Malaysia) Sdn Bhd as a Finance Manager. In 1999, he joined YPJ Holdings Sdn Bhd as Corporate Finance Consultant prior to joining MTDC in 2002 as an Assistant General Manager and Head of Investment Division. He also sits on the board of Sumber Modal Satu Berhad and Kotra Industries Berhad.

**DATO' AZMAN BIN MAHMOOD**, 52, was appointed to the Board of ATB on 5 January 2001 as a Director and as an Independent Non-Executive Director on 16 February 2003. He is the Executive Chairman of Fine Access Sdn Bhd and its group of companies and has held this position since 1997. He was admitted as an Associate Member of Institute of Chartered Accountants of England and Wales in July 1981. He was a Trainee Accountant (Articled Clerk) of Saffery's & Co. in United Kingdom, from 1971 to 1974. From 1974 to 1978, he was the Branch Supervisor for Lim, Ali & Co. From 1979 to 1980, he was an Audit Manager for RD Neville & Co. in United Kingdom. From 1981 to 1983, he was the Operations Manager in the metal trading department for MMC Services Limited in United Kingdom. In 1983, he was the Senior Manager of MUI Bank Berhad (now known as Hong Leong Bank Berhad). From 1983 to 1986, he was the Group Financial Controller for Kumpulan Peransang Selangor Berhad ("KPS"). From 1987 to 1990, he was the Divisional Director of Finance for KPS. From 1990 to 1996, he was the Managing Director of Worldwide Holdings Berhad. From July 1996 to 1997, he was the Group Managing Director of G-Two Holdings Berhad. He also sits on the board of Amanah Saham Selangor Bhd, Kumpulan Hartanah Selangor Bhd and several private limited companies.

**KHOO ENG SENG**, 42, was appointed to the Board of ATB as an Independent Non-Executive Director on 16 February 2003. He completed upper secondary education in 1981. He is the Manager of Chin Ho & Co (Malaysia) Sdn Bhd and has held this position since 1985. He has more than 18 years of experience in the building materials business.

**6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT**

**TAI TECK KEEM**, 42, was appointed to the Board of ATB an Independent Non-Executive Director on 16 February 2003. He graduated from the University of Ottawa, Canada with a Bachelor of Applied Science in Civil Engineering in 1985. He is a Graduate Member of the Institute of Engineers Malaysia since 1987. He started his career with Ee Hoong Chwee Architect, Melaka as an Engineer from 1986 to 1987. Currently he is a Senior Design Engineer (structural) for Messrs Aspire Consultant Engineers. He is also a sole proprietor of TTK Engineering Agency since 1998. He has approximately 17 years of experience in the building construction industry.

**6.8 Directors' Remuneration and Benefits**

For the financial year ended 31 July 2002, the remuneration and fees paid to the Directors for the services rendered to the Company and its subsidiary companies was RM848,050. The remuneration and fees to be paid to the Directors for the financial year ending 31 July 2003 and 2004 are estimated and forecasted to be RM1,230,250 and RM1,270,000 respectively.

The number of Directors of the Company in the various remuneration and benefits bands are as follows:-

Financial Year Ending	<----- 31 July 2003 ----->			<----- 31 July 2004 ----->		
	No. of Executive Director	No. of Non-Executive Director	Total	No. of Executive Director	No. of Non-Executive Director	Total
Less than RM100,000	-	5	5	-	5	5
RM100,001 and RM350,000	-	-	-	-	-	-
More than RM350,001	3	-	3	3	-	3

**6.9 Audit Committee**

Details of the members of the Audit Committee are as follows:-

Name	Position	Directorship in ATB
Dato' Azman Bin Mahmood	Chairman	Independent Non-Executive Director
Khoo Eng Seng	Member	Independent Non-Executive Director
Tai Teck Keem	Member	Independent Non-Executive Director
Ng Back Teng	Member	Executive Chairman & Managing Director

The main functions of the Audit Committee include:-

- review of audit plan and audit report with the Auditors, review of Auditors' evaluation of internal accounting controls, review of the scope of internal audit procedures, review of financial statements and nomination of Auditors;
- to monitor inter-company transactions and any transaction between the company and any related party outside the Group, and the Directors should report annually to the shareholders on such transaction, if any, vide the annual report. Any such transaction must be at arm's length and must not be unfavourable to the Group; and
- continual disclosure to the relevant authority in respect of any management or business arrangements entered into between the company and its local or foreign associated and related companies, which may result in a conflict of interest situation.

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**6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT**


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**6.10 Key Management**

The profile of the key management of the ATB Group are as follows:-

**ONG TEIK SEIONG**, 28, is the Factory Manager for OJK. He has been with the Group since 1993. He joined OJK as a Production Supervisor and was subsequently promoted to Section Head of OJK in 1997. He was promoted to his current position in 1999. He obtained Sijil Rendah Pelajaran Malaysia in 1991 and has approximately 10 years of production experience.

**CHEW HAN PING**, 31, is the Assistant Marketing Manager for ACSS since August 2001. He was a Sales Executive for TGL Packaging Sdn Bhd from 1992 to 1994. From 1995 to July 2001, he was a Sales Manager for Master Pack Sdn Bhd. He obtained Sijil Pelajaran Malaysia in 1990 and has approximately 11 years of sales and marketing experience.

**CHUAH CHIN SUN**, 31, is the Marketing Manager of ACSS. He joined the Group in 1996 as a Sales Executive and was promoted to his current position in 1997. He was a Sales Representative for TGL Packaging Sdn Bhd from 1994 to 1995, prior to joining Diethelm (M) Sdn Bhd in May 1995 as the Sales Executive. He obtained Sijil Tinggi Pelajaran Malaysia in 1992 and has approximately 9 years of sales and marketing experience.

**H'NG PENG CHIANG**, 33, is the General Manager for NI since August 2002. He was a Deputy Manager for Iriichi (M) Sdn Bhd from 1995 to January 2001 and an Industrial Engineer for Entegris (M) Sdn Bhd in 2001. He graduated with a Master of Science in Manufacturing Systems Engineering from University of Hertfordshire, United Kingdom in 1995. He has more than 8 years of experience in the manufacturing industry.

**KHOR BOO AAN**, 29, is the Marketing Manager for AM. He leads a sales team and is responsible for the development of new markets. He started his career with Innovation Electronics Malaysia as a Technician in 1993. From 1996 to 1997, he was the Marketing Development Executive for Yoki Marketing Sdn Bhd. He joined the ATB Group in March 1997 as a Sales Executive and was promoted to his current position in 1999. He completed his Sijil Pelajaran Malaysia in 1992 and has more than 6 years of sales and marketing experience.

**YEOH LI LING**, 37, is the Office Manager cum Executive Secretary of AM since 2000. She completed her practical training with Central Sugars Refinery Sdn Bhd in 1990. In 1991, she worked as the Global Sourcing and Localisation Officer for VDO Instruments Sdn Bhd. She was the Personnel Officer for Shing King Ind (Malaysia) Sdn Bhd from 1992 to 1995. She was a Personnel Officer and Management Secretary from 1995 to 2000 with Fullhouse Corporation Sdn Bhd. She graduated with Bachelor of Economics (Honours) from Universiti Utara Malaysia in 1991. She also holds a Master Degree in Business Administration from University Utara Malaysia in 2000. She has more than 11 years of management experience.

**CHEAH SWI CHUN**, 30, is the Accountant and Corporate Manager for OJK since August 2002. He was an Executive in the Corporate Finance Division of Ernst & Young, Penang from 1996 to 2000. He was the Corporate Controller (Asia Pacific Region) for B. Braun Medical Industries Sdn Bhd from 2000 to 2002. He graduated with Bachelor of Commerce majoring in Accountancy from La Trobe University, Australia in 1996. He is a Chartered Accountant and a member of the Malaysian Institute of Accountants since 2002 and CPA Australia since 2000. He has more than 7 years of accounting experience.

**KEE TUAN HOCK**, 38, is the Finance Manager for ACSS since 1997. He was an Audit Clerk with Lim, Teoh & Co, an audit firm from 1984 to 1987. From 1987 to 1989, he worked as Senior Accounts Clerk with Pusat Pakar Utara, and as an Assistant Account Supervisor with Wembley Activated Clay Sdn Bhd from 1989 to 1991. From 1991 to 1992 he was the Account Supervisor for Wembley Gypsum Products Sdn Bhd and a General Account Officer with Silitek Corporation Sdn Bhd from 1992 to 1997. He also participated in short term courses and training such as the Corporate Tax Management, Operational Auditing and Budgeting course. He obtained his London Chamber of Commerce and Industry qualification from Institute Perkim Goon, Penang in 1984. He has more than 19 years of accounting and finance experience.



**6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT**

**NG KOK WEI**, 41, is the Operations Manager for OJK since May 2002. He was involved with his family business from 1984 to 1993. He joined Master Pack Sdn Bhd as a Sales Representative from 1993 to 1994 and was later promoted to Sales Manager in 1995. In 1996, he was transferred to the operations department as the Production and Planning Manager. From 1997 to 1999, he was transferred to Hunza Marine Products (Tawau) Sdn Bhd, an associated company of Master Pack Sdn Bhd, as the Operations Manager. From 1999 to 2002, he was transferred back to Master Pack Sdn Bhd as an Operations Manager. He graduated with a Diploma in Manufacturing from Portsmouth University, United Kingdom in 2002. He has approximately 10 years of experience in the manufacturing industry.

**6.11 Shareholdings of the Key Management**

The shareholdings of the key management after the IPO are as follows:-

Names	Designation/ Nationality	----- After the IPO -----			
		----- Direct * -----		----- Indirect -----	
		No. of ATB Shares	%	No. of ATB Shares	%
Ong Teik Seiong	Factory Manager/ Malaysian	175,000	0.15	-	-
Chew Han Ping	Assistant Marketing Manager/ Malaysian	175,000	0.15	-	-
Chuah Chin Sun	Marketing Manager/ Malaysian	145,000	0.12	-	-
H'ng Peng Chiang	General Manager/ Malaysian	120,000	0.10	-	-
Khor Boo Aan	Marketing Manager/ Malaysian	50,000	0.04	-	-
Yeoh Li Ling	Office Manager/ Malaysian	40,000	0.03	-	-
Cheah Swi Chun	Accountant and Corporate Manager/ Malaysian	15,000	0.01	-	-
Kee Tuan Hock	Finance Manager/ Malaysian	10,000	0.01	-	-
Ng Kok Wei	Operations Manager/ Malaysian	5,000	#	-	-

Notes:-

\* Based on the allocation of Public Issue Shares to eligible Directors and employees of the ATB Group and assuming that they fully subscribe in full for their respective allocations thereunder.

# Immaterial.

The key management has no direct or indirect interests in ATB prior to the IPO.

**6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT****6.12 Employees**

- 6.12.1 As at 16 May 2003, (being the latest practicable date prior to the registration of this Prospectus) the ATB Group has a total of 231 employees which comprises 183 Malaysians and 48 foreigners. The foreign workers comprise 3 Bangladeshi and 45 Nepalese. The breakdown of employees by categories is as follows:-

Category	Average Years of Service			Total
	More than 10	Between 5 to 10	Less than 5	
Management	2	7	14	23
Executive/Supervisor	2	1	25	28
Clerical	-	4	39	43
General Worker	-	1	114	115
Others	-	-	22	22
<b>Total</b>	<b>4</b>	<b>13</b>	<b>214</b>	<b>231</b>

There has been no industrial dispute between the management and the employees of the Group since the Group commenced operations. Furthermore, none of the employees belong to any labour union and they enjoy a cordial relationship with the management.

- 6.12.2 The Group recognises that its employees play a major role in contributing to the success of the Group's business. The Group is committed to equip its employees with continuous on-the-job training as well as external training and development programmes to gain and develop the necessary knowledge and experience related to their respective responsibility. The external training and development programmes supported by the Group for its employees for the financial year ended 31 July 2002, amongst others, are as follows:-

Type	Organiser	Employees Involved
ISO 9001 Standard Operating Procedure	SQC Management (Pg) Sdn Bhd	Managers and supervisors
Internal Audit Quality	SQC Management (Pg) Sdn Bhd	Supervisors
ISO-In-House Quality Training	SQC Management (Pg) Sdn Bhd	Executives
Executive Management (Diploma)	Frontier Management Centre	Managers

The total training and development programmes for the financial year ended 31 July 2002 are as follows:-

Category	Completed	On-Going	Total Courses/ Programmes
Metal Division	27	5	32
PVC Division	11	11	22
	38	16	54

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**6.0 INFORMATION ON PROMOTERS, SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT****6.13 Declaration by the Directors and Key Management**

Save as disclosed below, no Director, key management or person nominated to become a Director or key management is or has been involved in any of the following events:-

- (a) a petition under any bankruptcy or insolvency laws was filed against such person or any partnership in which he/she was a partner or any corporation of which he/she was a Director or key management; or
- (b) was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; or
- (c) was the subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or government body permanently or temporarily enjoining him/her 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.

Mr Ng Hung Weng, a Director of ATB, was a director of South Strong Industries Sdn Bhd which was wound up pursuant to a winding-up order dated 24 September 1999 (Company Winding Up No. : D1-28-712-1998). Mr Ng Hung Weng had resigned as a director of South Strong Industries Sdn Bhd on 10 June 1999, prior to the date of the winding-up order.

**6.14 Service Agreements**

None of the Directors or the key management of the Company has any existing or proposed service agreements with the Company or any of its subsidiary companies.

**6.15 Family Relationship**

Save as disclosed below, there are no other family relationships or association between/amongst the directors, substantial shareholders, Promoters and/or the key management of ATB.

Name	Relationship	Nature of Interest	←----- After IPO ----->			
			←----- Direct ----->		←----- Indirect ----->	
			No. of ATB Shares	% ATB Shares	No. of ATB Shares	%
Khor Mooi Hian	(a)	Substantial shareholder	6,035,200	5.20	-	-
Ooi Joo Kee	(b)	Substantial shareholder	5,279,200	4.55	-	-
Ooi Bak Chye	(c)	Shareholder	150,400	0.14	-	-
Ng Bak Teng	(b)	Executive Chairman & Managing Director and substantial shareholder	7,983,602	6.88	-	-
Ng Bak Seng	(b)	Executive Director and substantial shareholder	6,469,598	5.58	-	-
Ng Bak Yong	(b)	Substantial shareholder	4,163,600	3.59	-	-
Ng Bak Hiong	(b)	Substantial shareholder	5,871,198	5.06	-	-
Ng Hung Weng	(b)	Non-Executive Director and shareholder	5,431,600	4.68	-	-
Ng Hung Seh	(b)	Executive Director and substantial shareholder	6,035,200	5.20	-	-
Ng Siew Khoon	(d)	Substantial shareholder	6,824,000	5.88	-	-
Ng Siew Lee	(d)	Shareholder	591,200	0.51	-	-
Ng Siew Chuan	(d)	Shareholder	2,914,398	2.51	-	-
Ooi Choon Yee	(c)	Shareholder	2,595,200	2.24	-	-

Notes:-

- (a) Mother of Ooi Joo Kee, Ooi Bak Chye, Ng Bak Teng, Ng Bak Seng, Ng Bak Yong, Ng Bak Hiong, Ng Hung Weng, Ng Hung Seh, Ng Siew Khoon, Ng Siew Lee, Ng Siew Chuan and grandmother of Ooi Choon Yee.
- (b) The sons of Khor Mooi Hian.
- (c) The son of Khor Mooi Hian and the father of Ooi Choon Yee.
- (d) The daughters of Khor Mooi Hian.
- (e) The grandson of Khor Mooi Hian and son of Ooi Bak Chye.

## 7.0 INFORMATION ON OFFERORS

Set out below are the Offerors and their respective shareholdings in ATB before and after the IPO:-

Shareholders	<--- Before IPO --->		<--- After IPO --->	
	No. of ATB Shares	% (a)	No. of ATB Shares	% (b)
Khor Mooi Hian	7,300,000	7.30	6,035,200	5.20
Ooi Joo Kee	6,387,200	6.39	5,279,200	4.55
Ooi Bak Chye	182,400	0.18	150,400	0.14
Ng Back Teng	9,657,602	9.66	7,983,602	6.88
Ng Bak Seng	7,825,598	7.82	6,469,598	5.58
Ng Bak Yong	5,037,600	5.04	4,163,600	3.59
Ng Bak Hiong	7,103,198	7.10	5,871,198	5.06
Ng Hun Chew	1,264,800	1.26	-	-
Ng Hung Weng	6,569,600	6.57	5,431,600	4.68
Ng Siew Khoo	8,256,000	8.26	6,824,000	5.88
Ng Siew Lee	715,200	0.72	591,200	0.51
Ng Siew Chuan	3,526,398	3.52	2,914,398	2.51
Ooi Choon Yee	3,139,200	3.14	2,595,200	2.24
Cheah Soo Jin	2,000,000	2.00	1,654,000	1.43
	<u>68,964,796</u>	<u>68.96</u>	<u>55,963,196</u>	<u>48.25</u>

Notes:

- (a) Based on the issued and paid-up share capital of 100,000,000 ATB shares (after the Acquisitions).
- (b) Based on the enlarged issued and paid-up share capital of 116,000,000 ATB shares (after the Public Issue).

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## 8.0 APPROVALS, MORATORIUM AND CONDITIONS

## 8.1 Approvals

The IPO was approved by the FIC on 23 April 2001, 20 November 2002 and 2 December 2002, the MITI on 10 May 2001, 19 November 2002, 20 May 2003 and 24 May 2003, and the SC on 5 July 2002, 14 January 2003, 28 January 2003, 7 April 2003 and 23 April 2003.

The conditions imposed by all the authorities and the status of compliance are as follows:-

Authority/ Date of Approval	Details of Conditions Imposed	Status of Compliance												
<b><u>FIC</u></b>														
23.04.2001	(a) ATB to maintain at least 30% direct Bumiputera equity interest upon listing; and	Upon listing and quotation of ATB shares on the Second Board of the KLSE, ATB will have at least 30% equity interest held by Bumiputera, of which a total of 13,001,600 ATB shares representing 11.21% equity interest will be placed under temporary trust account. Refer to the condition imposed by the MITI via its letter dated 24 May 2003.												
	(b) ATB to obtain MITI's approval.	Complied. The MITI's approval was obtained on 10 May 2001, 19 November 2002, 20 May 2003 and 24 May 2003.												
20.11.2002	The conditions stated in the FIC's letter dated 23 April 2001 remain.	There is no additional condition imposed by the FIC. Refer to the earlier conditions imposed by the FIC via its letter dated 23 April 2001.												
02.12.2002	The conditions stated in the FIC's letter dated 20 November 2002 remain.	There is no additional condition imposed by the FIC. Refer to the earlier conditions imposed by the FIC via its letter dated 20 November 2002.												
<b><u>MITI</u></b>														
10.05.2001	(a) To obtain the SC's approval;	Complied. The SC's approval was obtained on 5 July 2001, 14 January 2003, 28 January 2003, 7 April 2003 and 23 April 2003.												
	(b) To obtain the FIC's approval;	Complied. The FIC's approval was obtained on 23 April 2001, 20 November 2002 and 2 December 2002.												
	(c) MITI recognises the total of 25% of the enlarged share capital of ATB held by the existing Bumiputera shareholders for listing purpose as follows:-	Not applicable. Refer to the conditions imposed by the MITI via its letter dated 19 November 2002.												
	<table border="1"> <thead> <tr> <th>Shareholders</th> <th>No. of New Ordinary Shares of RM1.00 Each</th> <th>% of Enlarged Share Capital</th> </tr> </thead> <tbody> <tr> <td>Dato' Azizi Bin Yom Yom Ahmad</td> <td>2,000,000</td> <td>5.00</td> </tr> <tr> <td>MTV Three</td> <td>8,000,000</td> <td>20.00</td> </tr> <tr> <td></td> <td style="border-top: 1px solid black;">10,000,000</td> <td style="border-top: 1px solid black;">25.00</td> </tr> </tbody> </table>	Shareholders	No. of New Ordinary Shares of RM1.00 Each	% of Enlarged Share Capital	Dato' Azizi Bin Yom Yom Ahmad	2,000,000	5.00	MTV Three	8,000,000	20.00		10,000,000	25.00	
Shareholders	No. of New Ordinary Shares of RM1.00 Each	% of Enlarged Share Capital												
Dato' Azizi Bin Yom Yom Ahmad	2,000,000	5.00												
MTV Three	8,000,000	20.00												
	10,000,000	25.00												
	subject to the condition that all the shares acquired are not allowed to be sold or transferred without the prior written approval from the MITI; and													

## 8.0 APPROVALS, MORATORIUM AND CONDITIONS

Authority/ Date of Approval	Details of Conditions Imposed	Status of Compliance												
19.11.2002	<p>(d) The allocation of 2,000,000 shares representing 5% of ATB's enlarged share capital to Bumiputera investors is subject to the MITI's approval after the SC's approval have been obtained.</p> <p>(a) MITI recognises the total of 21.55% of the enlarged share capital of ATB held by the existing Bumiputera shareholders for listing purpose as follows:-</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: left;">Shareholders</th> <th style="text-align: center;">No. of New ATB Shares Held</th> <th style="text-align: center;">% of Enlarged Share Capital</th> </tr> </thead> <tbody> <tr> <td>Dato' Azizi Bin Yom Ahmad</td> <td style="text-align: center;">5,000,000</td> <td style="text-align: center;">4.31</td> </tr> <tr> <td>MTV Three</td> <td style="text-align: center;">20,000,000</td> <td style="text-align: center;">17.24</td> </tr> <tr> <td></td> <td style="text-align: center;"><u>25,000,000</u></td> <td style="text-align: center;"><u>21.55</u></td> </tr> </tbody> </table> <p>subject to the condition that only 30% of the recognised Bumiputera shareholdings can be sold within twelve (12) months after the IPO and the balance of 70% of the recognised Bumiputera shareholdings can be sold in stages, which is subject to the prior written approval from the MITI;</p>	Shareholders	No. of New ATB Shares Held	% of Enlarged Share Capital	Dato' Azizi Bin Yom Ahmad	5,000,000	4.31	MTV Three	20,000,000	17.24		<u>25,000,000</u>	<u>21.55</u>	<p>Not applicable. Refer to the conditions imposed by the MITI via its letter dated 19 November 2002.</p> <p>To be complied if there is any sale or transfer of shares by the existing Bumiputera shareholders.</p>
Shareholders	No. of New ATB Shares Held	% of Enlarged Share Capital												
Dato' Azizi Bin Yom Ahmad	5,000,000	4.31												
MTV Three	20,000,000	17.24												
	<u>25,000,000</u>	<u>21.55</u>												
20.05.2003	<p>(b) The allocation of 13,001,600 shares representing 11.21% of ATB's enlarged share capital to Bumiputera investors is subject to the MITI's approval after the SC's approval have been obtained; and</p> <p>(c) The other conditions stated in the MITI's letter dated 10 May 2001 remain.</p> <p>MITI has no objection to the Company's proposal for the 13,001,600 ATB shares to be temporarily placed under Bumiputera trust accounts to be managed by Mercury Nominees (Tempatan) Sdn Bhd and Avenue Nominees (Tempatan) Sdn Bhd of 6,662,800 and 6,338,000 ATB shares respectively for a period of twelve (12) months for allocation to Bumiputera investors to be approved by MITI.</p>	<p>Not applicable. Refer to the condition imposed by the MITI via its letter dated 24 May 2003.</p> <p>Refer to the conditions imposed by the MITI via its letter dated 10 May 2001 wherein conditions (a) and (b) have been complied, and conditions (c) and (d) are not applicable.</p>												
24.05.2003	<p>MITI has no objection to the Company's proposal for the 13,001,600 ATB shares to be temporarily placed under Bumiputera trust accounts to be managed by Mercury Nominees (Tempatan) Sdn Bhd and A.A. Assets Nominees (Tempatan) Sdn Bhd of 6,662,800 and 6,338,000 ATB shares respectively for a period of twelve (12) months for allocation to Bumiputera investors to be approved by MITI.</p>	<p>Not applicable. Refer to the condition imposed by the MITI via letter dated 24 May 2003.</p> <p>To be complied. Also, ATB has sought the approval of the SC and the KLSE for the recognition of the 6,600,400 ATB shares, to be placed with the Bumiputera trust account, as part of the 25% public shareholdings spread. Approval of the SC and KLSE are still pending.</p>												
<b>SC</b>														
05.07.2002	<p>(a) The conditions to be complied in respect of the utilisation of proceeds from the rights issue and public issue:-</p> <p>(i) the approval of the SC must be obtained for any change in the utilisation of proceeds if such changes is made for any other purposes apart for ATB's core business activities;</p>	<p>Not applicable. Refer to the conditions imposed by the SC via its letter dated 28 January 2003.</p>												

## 8.0 APPROVALS, MORATORIUM AND CONDITIONS

Authority/ Date of Approval	Details of Conditions Imposed	Status of Compliance
	<p>(ii) approval from the shareholders of ATB must be obtained for any variation of 25% or more in the utilisation of proceeds. If the variation is less than 25%, appropriate disclosures shall be made to the shareholders of ATB;</p> <p>(iii) the time frame for the utilisation of proceeds is to be disclosed in this Prospectus. Any extension of time from the time frame fixed by ATB for the utilisation of proceeds must be approved via an absolute resolution by the Board of Directors of ATB and should be disclosed fully to the KLSE; and</p> <p>(iv) appropriate disclosure on the status of the utilisation of the proceeds should be made in the quarterly report and annual report of ATB until the said proceeds are fully utilised;</p> <p>(b) Moratorium on the sale of shares to be imposed on 18,900,000 ordinary shares of RM1.00 each in ATB, which represents 45% of the enlarged issued and paid-up share capital of ATB and are held by the promoters/shareholders of ATB. They are not allowed to sell, transfer or assign the shares for at least one (1) year from the date of admission of ATB on the Second Board of the KLSE. Thereafter they are only allowed to sell, transfer or assign not more than 1/3 of their moratorium shares per year.</p> <p>The above restriction is imposed on the shareholders of MTV Three and up to the ultimate individual shareholders of MTV Three, whereby they must provide a written undertaking that they will not sell, transfer or assign the rights attached to their shares during the moratorium period;</p> <p>(c) ATB is required to make full disclosure in the Prospectus on the following risks:-</p> <p>(i) the effects and risks associated with the business of the ATB Group and steps taken/to be taken by the ATB Group to mitigate the said risks, such as the following:-</p> <ul style="list-style-type: none"> <li>- the implication of AFTA;</li> <li>- exposure to the construction industry;</li> <li>- exposure to the fluctuation in the foreign exchange rates;</li> <li>- high turnover of key personnel; and</li> <li>- absence of a qualified accountant;</li> </ul>	<p>Not applicable. Refer to the conditions imposed by the SC via letter dated 28 January 2003.</p> <p>Complied, as detailed in Section 4.0 of this Prospectus.</p> <p>Complied. Refer to Section 4.13 of this Prospectus.</p> <p>Complied. Refer to Section 4.2 of this Prospectus.</p> <p>Complied. Refer to Section 4.11 of this Prospectus.</p> <p>Complied. Refer to Section 4.5 of this Prospectus.</p> <p>Complied. ATB had on 15 August 2002 appointed Mr Cheah Swi Chun as the Accountant and Corporate Manager of OJK. Refer to Section 6.10 of this Prospectus.</p>

## 8.0 APPROVALS, MORATORIUM AND CONDITIONS

Authority/ Date of Approval	Details of Conditions Imposed	Status of Compliance
	(ii) risks associated with the non-existence of long-term contracts in its industry and steps taken/to be taken by the ATB Group to mitigate the said risks;	Complied. Refer to Section 4.9 of this Prospectus.
	(iii) risks associated with the purchase of raw material and steps taken/to be taken by ATB Group to mitigate the possible shortages of supplies in the future; and	Complied. Refer to Section 4.10 of this Prospectus.
	(iv) risk management plans and practices to mitigate the main risks associated with the business of the ATB Group, including the risks of fire breakout, electric supply crisis and other risks which could jeopardise its operations and financial performance of the ATB Group;	Complied. Refer to Sections 4.14 and 4.15 of this Prospectus.
	(d) The proceeds from the Public Issue and Rights Issue are not allowed to be used for the payment of dividend to the existing shareholders of the OJK Group and/or AM;	To be complied for the Public Issue. However, the rights issue is no longer applicable due to the revision in the flotation scheme, which was approved by the SC via its letter dated 28 January 2003.
	(e) The Promoters of ATB are not allowed to operate any new business which will create a conflict of interest situation with the business of the ATB Group in the future;	The Promoters of ATB will abide with this condition.
	(f) All future transactions between the ATB Group and companies related to the Directors/promoters of ATB shall be made on an arm's-length basis and not based on terms which will disadvantage the ATB Group. In this regard, the Audit Committee is to monitor, and the Directors of ATB are to report, all such transactions, if any, in the annual report of ATB;	To be complied, if applicable.
	(g) Trade debtors which are outstanding for more than six (6) months shall be fully provided and the reporting accountant/external auditors shall provide a written confirmation to the SC in relation to the said provision prior to the registration of this Prospectus with the SC;	Complied. The Auditors had, on 13 May 2003 confirmed to the SC that provisions have been made for the four (4) months period ended 30 November 2002, being the latest audited financial statements of the ATB Group prior to the registration of this Prospectus.
	(h) The Directors of ATB shall provide a written confirmation to the SC prior to the registration of this Prospectus with the SC, that the trade debtors which exceeded the credit period are recoverable and full provision has been made in the accounts of the ATB Group for trade debtors which exceeded six (6) months;	Complied. The Directors had, on 13 May 2003 confirmed to the SC that provisions have been made for the four (4) months period ended 30 November 2002, being the latest audited financial statements of the ATB Group prior to the registration of this Prospectus.
	(i) MIMB/ATB shall provide a written confirmation to the SC that the allocation of shares to the eligible Directors, employees, suppliers and customers of the ATB Group complies with the SC Guidelines on preferential allocation of securities to directors and employees and/or other persons in relation to initial public listing on KLSE;	To be complied.
	(j) MIMB/ATB are required to give written confirmation on the compliance with the approval terms and conditions which are imposed and set out in the above paragraphs (a) to (i) after the completion of the listing of ATB shares on the KLSE.	To be complied.



## 8.0 APPROVALS, MORATORIUM AND CONDITIONS

Authority/ Date of Approval	Details of Conditions Imposed	Status of Compliance
	(k) ATB is to comply with all matters pertaining to the issuance of securities as set out under the Policies and Guidelines on Issue/Offer of Securities issued by the SC, including the requirements set out in paragraph 10.17, whereby the ATB Group is not allowed to be involved in activities which are not related to its existing core business for at least three (3) years after the date of listing of ATB shares on the KLSE;	To be complied.
14.01.2003	SC has approved the extension of time for additional six (6) months from 4 January 2003 to 4 July 2003 for the public listing of ATB on the Second Board of the KLSE with no condition imposed.	To be complied.
28.01.2003	<p>(a) The conditions to be complied in respect of the utilisation of proceeds from the Public Issue, as disclosed in Section 3.7 of this Prospectus, are as follows:-</p> <p>(i) the approval of the SC must be obtained for any change in the utilisation of proceeds if such changes is made for any other purposes apart for ATB's core business activities;</p> <p>(ii) approval from the shareholders of ATB must be obtained for any variation of 25% or more in the utilisation of proceeds. If the variation is less than 25%, appropriate disclosures shall be made to the shareholders of ATB;</p> <p>(iii) the time frame for the utilisation of proceeds is to be disclosed in this Prospectus. Any extension of time from the time frame fixed by ATB for the utilisation of proceeds must be approved via an absolute resolution by the Board of Directors of ATB and should be disclosed fully to the KLSE; and</p> <p>(iv) appropriate disclosure on the status of the utilisation of the proceeds should be made in the quarterly report and annual report of ATB until the said proceeds are fully utilised;</p> <p>(b) Moratorium condition on the sale of 52,200,000 ATB shares, representing 45% of the enlarged issued and paid-up share capital of ATB held by the promoters/shareholders of ATB. They are not allowed to sell, transfer or assign the shares for at least one (1) year from the date of admission of ATB on the Second Board of the KLSE. Thereafter they are only allowed to sell, transfer or assign not more than 1/3 of their moratorium shares per year.</p> <p>The above restriction is imposed on the shareholders of MTV Three and up to the ultimate individual shareholders of MTV Three, whereby they must provide a written undertaking that they will not sell, transfer or assign the rights attached to their shares during the moratorium period;; and</p> <p>(c) The other conditions stated in the SC's letters dated 5 July 2002 and 14 January 2003 remain.</p>	<p>To be complied, if applicable.</p> <p>To be complied, if applicable.</p> <p>To be complied, if applicable.</p> <p>To be complied, if applicable.</p> <p>Not applicable. Refer to the conditions imposed by the SC via its letter dated 7 April 2003.</p> <p>Refer to the conditions imposed by the SC via its letters dated 5 July 2002 and 14 January 2003.</p>

## 8.0 APPROVALS, MORATORIUM AND CONDITIONS

Authority/ Date of Approval	Details of Conditions Imposed	Status of Compliance
07.04.2003	<p>(a) Moratorium condition on the sale of 52,200,000 ATB shares, representing 45% of the enlarged issued and paid-up share capital of ATB held by the promoters/shareholders of ATB, whereby they are not allowed to sell, transfer or assign the rights attached to their shares for a period of at least one (1) year from the date of listing of ATB on the KLSE and thereafter they are not subject to any moratorium condition; and</p> <p>The above restriction is imposed on the individual shareholders and the shareholders of MTV Three; namely LTAW, YT, MTDC and PMINT, must provide a written undertaking that they will not sell, transfer or assign the rights attached to their shares for a period of at least one (1) year from the date of listing of ATB on the KLSE;</p> <p>(b) (i) Private placement for the public issue shares of ATB must be made through an independent placement agent;</p> <p>(ii) MIMB/independent placement agent must, to an extent possible, allocate at least 30% of the shares under the private placement stated in paragraph above to Bumiputera investors; and</p> <p>(iii) MIMB/independent placement agent is required to submit the final list of investors who subscribed for the private placement shares together with the written confirmation that the SC's Guidelines in relation to the private placement has been complied with.</p> <p>(c) The other conditions stated in the SC's letters dated 5 July 2002, 14 January 2003 and 28 January 2003 remain.</p>	<p>Complied, as detailed in Section 8.2 of this Prospectus. The respective individual and corporate shareholders, including LTAW, YT, MTDC and PMINT have provided their respective undertaking letters to the SC on 12 May 2003 to comply with this requirement.</p> <p>Not applicable due to the revision in the flotation scheme. As such, the SC had via its letter dated 23 April 2003 waived the conditions in relation to the private placement.</p> <p>Refer to the conditions imposed by the SC via its letters dated 5 July 2002, 14 January 2003 and 28 January 2003.</p>
23.04.2003	The other conditions stated in the SC's letters dated 5 July 2002, 14 January 2003, 28 January 2003 and 7 April 2003 remain.	Refer to the conditions imposed by the SC via its letters dated 5 July 2002, 14 January 2003, 28 January 2003 and 7 April 2003.

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## 8.0 APPROVALS, MORATORIUM AND CONDITIONS

## 8.2 Moratorium on Disposal of Shares

The SC has approved the IPO vide its letter dated 5 July 2002, 14 January 2003, 28 January 2003, 7 April 2003 and 23 April 2003 whereby moratorium on the disposal of shares have been imposed on the following Promoters/shareholders of ATB:-

Promoters/Shareholders	Shareholding <----- After IPO ----->		No. of ATB Shares <--- under Moratorium --->	
	No. of ATB Shares	%	No. of ATB Shares	%
MTV Three	20,000,000	17.24	12,103,394	10.43
Khor Mooi Hian	6,035,200	5.20	3,950,435	3.41
Ooi Joo Kee	5,279,200	4.55	3,455,584	2.98
Ng Bak Teng	7,983,602	6.88	5,225,796	4.50
Ng Bak Seng	6,469,598	5.58	4,234,777	3.65
Ng Bak Yong	4,163,600	3.59	2,725,350	2.35
Ng Bak Hiong	5,871,198	5.06	3,843,086	3.31
Ng Hung Weng	5,431,600	4.68	3,555,340	3.07
Ng Hung Seh	6,035,200	5.20	3,950,435	3.41
Ng Siew Khoon	6,824,000	5.88	4,466,757	3.85
Ng Siew Chuan	2,914,398	2.51	1,907,666	1.65
Ooi Choon Yee	2,595,200	2.24	1,698,729	1.46
Cheah Soo Jin	1,654,000	1.44	1,082,651	0.93
	<b>81,256,796</b>	<b>70.05</b>	<b>52,200,000</b>	<b>45.00</b>

Under the terms of the moratorium, the Promoters/shareholders will not be allowed to sell, transfer or assign their shareholdings in ATB amounting to 52,200,000 ATB shares representing 45% of the issued and paid-up share capital of ATB of 116,000,000 ATB shares for a period of one (1) year from the date of admission of ATB to the Official List of the Second Board of the KLSE. Thereafter, the shareholders are not subjected to any moratorium requirement. The restriction is specially endorsed on the share certificates representing the respective shareholdings of ATB of the abovementioned Promoters/shareholders of ATB which are under moratorium, as follows:-

*“The shares comprised herein are not capable of being sold, transferred or assigned for a period as determined by the Securities Commission (“the moratorium period”). Accordingly, the shares comprised therein will not constitute good delivery pursuant to the Rules of the Kuala Lumpur Stock Exchange during the moratorium period. No share certificate or certificates will be issued to replace this certificate during the moratorium period unless the same shall be endorsed with this restriction.”*

By their letters dated 12 May 2003, all the abovementioned Promoters/shareholders have given their undertakings to the SC to comply with the abovementioned moratorium. The shareholders of MTV Three, namely LTAW, YT, MTDC and PMINT, have also given their undertakings to the SC, vide their letters dated 12 May 2003 to comply with the abovementioned moratorium.

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## 9.0 RELATED PARTY TRANSACTIONS

### 9.1 Related Party Transactions

#### 9.1.1 Promotion of Assets

Save as disclosed below, none of the Directors and/or substantial shareholders and/or key management of the Company and its subsidiary companies, and persons connected to them has any interest, directly or indirectly, in the promotion of or in any assets which has been acquired or proposed to be acquired or disposed of or proposed to be disposed of by or leased or proposed to be leased to the Company and its subsidiaries, within two (2) years preceding the date of this Prospectus. The Directors and/or substantial shareholders of ATB who are deemed interested in the Acquisition of OJK and Acquisition of AM as disclosed in Section 5.3 of this Prospectus at the time of each transaction are as follows:-

Name of Related Party	Nature of Relationship
(a) Dato' Azizi Bin Yom Ahmad	Director of OJK and substantial shareholder of OJK and AM.
(b) MTV Three	Substantial shareholder of OJK and AM.
(c) Khor Mooi Hian	Substantial shareholder of OJK and AM.
(d) Ooi Joo Kee	Substantial shareholder of OJK and AM.
(e) Ng Back Teng	Director and substantial shareholder of OJK and AM.
(f) Ng Bak Seng	Director of AM and substantial shareholder of OJK and AM.
(g) Ng Bak Yong	Substantial shareholder of OJK and AM.
(h) Ng Bak Hiong	Substantial shareholder of OJK and AM.
(i) Ng Hun Chew	Director of OJK and substantial shareholder of OJK and AM.
(j) Ng Hung Weng	Director and substantial shareholder of OJK and AM respectively.
(k) Ng Siew Khoon	Substantial shareholder of OJK and AM.
(l) Ng Siew Chuan	Substantial shareholder of OJK and AM.
(m) Ooi Choon Yee	Director of AM and substantial shareholder of OJK and AM.
(n) Cheah Swi Chun	Son of Cheah Soo Jin, a shareholder of OJK and AM.

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## 9.0 RELATED PARTY TRANSACTIONS

### 9.1.2 Material Interest in Contracts or Arrangements

Save as disclosed in Section 9.1.4(d) in relation to the Tenancy Agreement between AS and Mr Ng Bak Seng, none of the Directors and/or the substantial shareholders and/or key management of the Company and its subsidiary companies, and persons connected to them has any material interest, directly and/or indirectly, in any contract or arrangement which is significant in relation to the business of the Group and/or subsisting at the date of this Prospectus.

### 9.1.3 Interest in Similar Business

None of the Directors and/or the substantial shareholders and/or key management of the Company and its subsidiary companies, and persons connected to them are interested, directly and/or indirectly, in any business carrying on a similar trade as the Company and its subsidiary companies.

### 9.1.4 Other Related Party Transactions

Save as disclosed below, there are no other related party transactions between the ATB Group and the Directors, substantial shareholders and/or persons connected to them:-

- (a) Dy Hong Industries is a sole proprietor company owned by Mr Ng Bak Hiong. Dy Hong Industries' principal activity is the distribution of building materials. Dy Hong Industries was a customer of the ATB Group. For the past two (2) financial years ended 31 July 2000 and 2001, sales by the ATB Group to Dy Hong Industries amounted to RM250,933 and RM96,075 respectively. There was no transaction with the Group for the financial year ended 31 July 2002.
- (b) Mr Ng Bak Seng, a Director and substantial shareholder of ATB together with his wife, Madam Thum Yoke Moy are substantial shareholders of Well Base Holding Sdn Bhd with total equity interest of 100%. Well Base Holding Sdn Bhd's principal activity was trading of hardware. Well Base Holding Sdn Bhd was a customer of the Group. For the past two (2) financial years ended 31 July 2000 and 2001, sales by the ATB Group to Well Base Holding Sdn Bhd amounted to RM1,890,000 and RM167,259 respectively. However, there was no transaction with the Group for the financial year ended 31 July 2002.
- (c) Mr Ng Hun Chew is related to some of the substantial shareholders of ATB and is also a substantial shareholder of South Strong Building Products Sdn Bhd with an equity interest of 80.40%. South Strong Building Products Sdn Bhd's principal activity is trading of building materials. South Strong Building Products Sdn Bhd is a customer of the Group. For the past three (3) financial years ended 31 July 2000 to 2002, sales by the ATB Group to South Strong Building Products Sdn Bhd amounted to RM848,375, RM980,421 and RM1,131,750 respectively.
- (d) On 19 September 2000, AS entered into a Tenancy Agreement with Mr Ng Bak Seng for rental of Lot Nos. PT 727 and PT 728, Mukim of Pernu, District of Melaka Tengah, Melaka to be used as factory for AS and warehouse for AM at a rental of RM25,000 per month or equivalent to RM300,000 per annum. The said Tenancy Agreement has been renewed for a further period of two (2) years, expiring on 30 September 2003. Based on the certificate of rental valuation by C H Williams Talhar & Wong dated 7 December 2000, the market rental value of the above mentioned property is RM414,000 per annum.

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**9.0 RELATED PARTY TRANSACTIONS**

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**9.2 Declaration of the Advisers**

MIMB hereby confirms that there are no existing or potential conflict of interest in its capacity as the Adviser for the IPO. MIMB is also acting as the Managing Underwriter for the IPO.

Messrs Salina, Lim Kim Chuan & Co has given its confirmation that there are no existing or potential conflict of interest in its capacity as the Solicitors for the IPO.

Messrs Horwath Teoh Yap has given its confirmation that there are no existing or potential conflict of interest in its capacity as the Auditors and Reporting Accountants.

C H Williams Talhar & Wong Sdn Bhd has given its confirmation that there are no existing or potential conflict of interest in its capacity as the Valuers for the IPO.

A&A Market Research Sdn Bhd has given its confirmation that there are no existing or potential conflict of interest in its capacity as the Independent Market Research Consultant in relation to the IPO.

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