

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

### 6.1 Promoters and Directors

The direct and indirect interests of the promoters and Directors in JTB after the Public Issue will be as follows:

Name	Designation	Nationality	Direct		Indirect	
			No. of JTB Shares	%	No. of JTB Shares	%
Goh Mia Kwong	Promoter/ Executive Chairman	Malaysian	786,093	1.79	18,792,705 <sup>1</sup>	42.72
Edward Goh Swee Wang	Promoter/ Managing Director	Malaysian	88,000	0.20	19,490,798 <sup>2</sup>	44.31
Low Lee Kwee	Promoter	Singaporean	729,336	1.66	18,694,705 <sup>3</sup>	42.50
Choy Shu How	Promoter	Singaporean	729,336	1.66	18,694,705 <sup>3</sup>	42.50
Yeow Ah Seng @ Yow Ah Seng	Promoter/ Executive Director	Malaysian	88,000	0.20	-	-
Ng Yik Toon @ Ng Yik Koon	Promoter/ Managing Director of KTCF	Malaysian	44,000	0.10	-	-
Datin Fawziah Binti Hussein Sazally	Non-Executive Director	Malaysian	16,000	0.04	2,775,920 <sup>4</sup>	6.31
Raja Zainal Abidin Bin Raja Hussin	Non-Executive Director	Malaysian	16,000	0.04	5,414,105 <sup>5</sup>	12.31
Lim Chin Kai	Independent Non-Executive Director	Malaysian	16,000	0.04	-	-
Muhamad Feasal Bin Yusoff	Independent Non-Executive Director	Malaysian	16,000	0.04	-	-

**Notes:**

- 1 Deemed interested by virtue of his interest in JTHSB and by virtue of him being an associate of Edward Goh Swee Wang and Lisa Goh Li Ling pursuant to Section 6A of the Companies Act, 1965. Goh Mia Kwong is the father of Edward Goh Swee Wang and Lisa Goh Li Ling
- 2 Deemed interested by virtue of his interest in JTHSB and by virtue of him being an associate of Goh Mia Kwong and Lisa Goh Li Ling pursuant to Section 6A of the Companies Act, 1965. Edward Goh Swee Wang is the son of Goh Mia Kwong and brother to Lisa Goh Li Ling
- 3 Deemed interested by virtue of his interest in JTHSB pursuant to Section 6A of the Companies Act, 1965
- 4 Deemed interested by virtue of her interest in GPSB pursuant to Section 6A of the Companies Act, 1965
- 5 Deemed interested by virtue of his interest in AASB pursuant to Section 6A of the Companies Act, 1965

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

### 6.2 Profile of the Promoters

The profile of the promoters whom are also Directors of JTB, namely, Goh Mia Kwong, Edward Goh Swee Wang and Yeow Ah Seng @ Yow Ah Seng are set out in Section 6.6 of this Prospectus. Additionally, the profile of the promoters, namely, Low Lee Kwee and Choy Shu How whom are part of the key management of JTF and Ng Yik Toon @ Ng Yik Koon whom is part of the key management of KTCF, are set out in Section 6.8 of this Prospectus.

### 6.3 Major Shareholders

The direct and indirect interests of the major shareholders in JTB after the Public Issue will be as follows:

Name	Direct		Indirect		Nationality / Place of Incorporation
	No. of JTB Shares	%	No. of JTB Shares	%	
JTHSB	18,694,705	42.50	-	-	Malaysia
AASB	5,414,105	12.31	-	-	Malaysia
GPSB	2,775,920	6.31	-	-	Malaysia
Saerah Bt. Hj. Hamzah	2,285,277	5.20	-	-	Malaysian
Goh Mia Kwong	786,093	1.79	18,792,705 <sup>1</sup>	42.72	Malaysian
Edward Goh Swee Wang	88,000	0.20	19,490,798 <sup>2</sup>	44.31	Malaysian
Low Lee Kwee	729,336	1.66	18,694,705 <sup>3</sup>	42.50	Singaporean
Choy Shu How	729,336	1.66	18,694,705 <sup>3</sup>	42.50	Singaporean
Raja Zainal Abidin Bin Raja Hussin	16,000	0.04	5,414,105 <sup>4</sup>	12.31	Malaysian
Nik Alieza Melinee Binti Nik Mohamed	-	-	5,430,105 <sup>5</sup>	12.35	Malaysian
Datin Fawziah Binti Hussein Sazally	16,000	0.04	2,775,920 <sup>6</sup>	6.31	Malaysian
Raja Mahmood Bin Raja Hussein	-	-	2,775,920 <sup>6</sup>	6.31	Malaysian

#### Notes:

- 1 Deemed interested by virtue of his interest in JTHSB and by virtue of him being an associate of Edward Goh Swee Wang and Lisa Goh Li Ling pursuant to Section 6A of the Companies Act, 1965. Goh Mia Kwong is the father of Edward Goh Swee Wang and Lisa Goh Li Ling
- 2 Deemed interested by virtue of his interest in JTHSB and by virtue of him being an associate of Goh Mia Kwong and Lisa Goh Li Ling pursuant to Section 6A of the Companies Act, 1965. Edward Goh Swee Wang is the son of Goh Mia Kwong and brother to Lisa Goh Li Ling
- 3 Deemed interested by virtue of his interest in JTHSB pursuant to Section 6A of the Companies Act, 1965
- 4 Deemed interested by virtue of his interest in AASB pursuant to Section 6A of the Companies Act, 1965
- 5 Deemed interested by virtue of her interest in AASB and by virtue of her being an associate of Raja Zainal Abidin Bin Raja Hussin pursuant to Section 6A of the Companies Act, 1965. Nik Alieza Melinee Binti Nik Mohamed is the spouse of Raja Zainal Abidin Bin Raja Hussin.
- 6 Deemed interested by virtue of her/his interest in GPSB pursuant to Section 6A of the Companies Act, 1965.

The profile of the major shareholders of JTB namely, JTHSB, AASB and GPSB are set out in Section 6.3.1 to 6.3.3 of this Prospectus.

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

### 6.3.1 Profile of JTHSB

#### *History and Business*

JTHSB was incorporated in Malaysia on 19 November 2002 as a private limited company under the Companies Act, 1965. JTHSB currently has an authorised share capital of RM100,000 comprising 100,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of JTHSB is RM2 comprising 2 ordinary shares of RM1.00 each. The principal activity of JTHSB is investment holding.

#### *Shareholders*

After the completion of the Acquisitions, the following shareholders of JTB intend to consolidate their individual shareholding in JTB to JTHSB, a private investment holding company, by transferring part/all of their shareholding in JTB to JTHSB in exchange for JTHSB Shares as follows:

Shareholders	No. of JTB Shares to be transferred to JTHSB	No. of JTHSB Shares to be held	% equity interest in JTHSB after Transfer
Goh Mia Kwong	5,750,553	3,076	30.76%
Edward Goh Swee Wang	3,729,253	1,995	19.95%
Low Lee Kwee	3,339,013	1,786	17.86%
Choy Shu How	3,339,013	1,786	17.86%
Pek Ah Teo @ Peck Ah Teo	710,906	380	3.80%
Ng Yik Toon @ Ng Yik Koon	943,756	505	5.05%
Yeow Ah Seng @ Yow Ah Seng	882,211	472	4.72%
<b>Total</b>	<b>18,694,705</b>	<b>10,000</b>	<b>100.0%</b>

The transfer of 18,694,705 JTB Shares will be effected through the deposit of the JTB Shares into the CDS account of JTHSB during the prescribed period for the deposit of JTB Shares with MCD but prior to the Public Issue. The said prescribed period is expected to commence one (1) market day after both the issuance of the Prospectus and the advertisement by KLSE to notify the public of the said prescribed period. The said prescribed period is expected to end approximately one (1) month after the said date of commencement.

After effecting the Transfer into the CDS account of JTHSB during the prescribed period for the deposit of JTB Shares with MCD but prior to the Public Issue, the said shareholders will be subscribing for 9,998 new ordinary shares of RM1.00 each in JTHSB. The initial subscribers' shares of RM2 will be transferred to Yeow Ah Seng @ Yow Ah Seng.

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

The shareholders of JTHSB will be as follows:

Name	No. of shares held				Nationality
	Direct	%	Indirect	%	
Goh Mia Kwong	3,076	30.76	1,995 <sup>1</sup>	19.95	Malaysian
Edward Goh Swee Wang	1,995	19.95	3,076 <sup>2</sup>	30.76	Malaysian
Low Lee Kwee	1,786	17.86	-	-	Singaporean
Choy Shu How	1,786	17.86	-	-	Singaporean
Pek Ah Teo @ Peck Ah Teo	380	3.80	-	-	Malaysian
Ng Yik Toon @ Ng Yik Koon	505	5.05	-	-	Malaysian
Yeow Ah Seng @ Yow Ah Seng	472	4.72	-	-	Malaysian

**Notes:**

- 1 Deemed interested by virtue of him being an associate of Edward Goh Swee Wang pursuant to Section 6A of the Companies Act, 1965. Goh Mia Kwong is the father of Edward Goh Swee Wang.
- 2 Deemed interested by virtue of him being an associate of Goh Mia Kwong pursuant to Section 6A of the Companies Act, 1965. Edward Goh Swee Wang is the son of Goh Mia Kwong.

### Board of Directors

After effecting the Transfer into the CDS account of JTHSB, the following persons will be appointed to the Board of JTHSB:

Name	Direct		Indirect		Nationality
	No. of ordinary shares	%	No. of ordinary shares	%	
Goh Mia Kwong	3,076	30.76	1,995 <sup>1</sup>	19.95	Malaysian
Edward Goh Swee Wang	1,995	19.95	3,076 <sup>2</sup>	30.76	Malaysian
Yeow Ah Seng @ Yow Ah Seng	472	4.72	-	-	Malaysian

**Notes:**

- 1 Deemed interested by virtue of him being an associate of Edward Goh Swee Wang pursuant to Section 6A of the Companies Act, 1965. Goh Mia Kwong is the father of Edward Goh Swee Wang.
- 2 Deemed interested by virtue of him being an associate of Goh Mia Kwong pursuant to Section 6A of the Companies Act, 1965. Edward Goh Swee Wang is the son of Goh Mia Kwong.

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

### 6.3.2 AASB

#### *History and Business*

AASB was incorporated in Malaysia on 20 April 1989 as a private limited company under the Companies Act, 1965. The authorised share capital of AASB is RM200,000 comprising 200,000 ordinary shares of RM1.00 each, all of which have been issued and fully paid-up. The principal activity of AASB is investment holding.

#### *Major Shareholders*

The major shareholders (with a shareholding of 5% and above) of AASB as at 29 August 2003 are as follows:

Name	No. of shares held				Nationality
	Direct	%	Indirect	%	
Raja Zainal Abidin Bin Raja Hussin	180,000	90.00	20,000 <sup>1</sup>	10.00	Malaysian
Nik Alieza Melinee Binti Nik Mohamed	20,000	10.00	180,000 <sup>2</sup>	90.00	Malaysian

**Notes:**

- 1 Deemed interested by virtue of him being an associate of Nik Alieza Melinee Binti Nik Mohamed pursuant to Section 6A of the Companies Act, 1965. Raja Zainal Abidin Bin Raja Hussin is the spouse of Nik Alieza Melinee Binti Nik Mohamed.
- 2 Deemed interested by virtue of her being an associate of Raja Zainal Abidin Bin Raja Hussin pursuant to Section 6A of the Companies Act, 1965. Nik Alieza Melinee Binti Nik Mohamed is the spouse of Raja Zainal Abidin Bin Raja Hussin.

#### *Board of Directors*

The particulars of the Directors of AASB as at 29 August 2003 are as follows:

Name	No. of shares held				Nationality
	Direct	%	Indirect	%	
Raja Zainal Abidin Bin Raja Hussin	180,000	90.00	20,000 <sup>1</sup>	10.00	Malaysian
Nik Alieza Melinee Binti Nik Mohamed	20,000	10.00	180,000 <sup>2</sup>	90.00	Malaysian

**Notes:**

- 1 Deemed interested by virtue of him being an associate of Nik Alieza Melinee Binti Nik Mohamed pursuant to Section 6A of the Companies Act, 1965. Raja Zainal Abidin Bin Raja Hussin is the spouse of Nik Alieza Melinee Binti Nik Mohamed.
- 2 Deemed interested by virtue of her being an associate of Raja Zainal Abidin Bin Raja Hussin pursuant to Section 6A of the Companies Act, 1965. Nik Alieza Melinee Binti Nik Mohamed is the spouse of Raja Zainal Abidin Bin Raja Hussin.

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

### 6.3.3 GPSB

#### *History and Business*

GPSB was incorporated in Malaysia on 11 July 1989 as a private limited company under the Companies Act, 1965. The authorised share capital of GPSB is RM200,000 comprising 200,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of GPSB is RM100,000 comprising 100,000 ordinary shares of RM1.00 each. The principal activity of GPSB is investment holding.

#### *Major Shareholders*

The major shareholders (with a shareholding of 5% and above) of GPSB as at 29 August 2003 are as follows:

Name	No. of shares held				Nationality
	Direct	%	Indirect	%	
Datin Fawziah Binti Hussein Sazally	50,000	50.00	-	-	Malaysian
Raja Mahmood Bin Raja Hussein	50,000	50.00	-	-	Malaysian

#### *Board of Directors*

The particulars of the Directors of GPSB as at 29 August 2003 are as follows:

Name	No. of shares held				Nationality
	Direct	%	Indirect	%	
Datin Fawziah Binti Hussein Sazally	50,000	50.00	-	-	Malaysian
Raja Mahmood Bin Raja Hussein	50,000	50.00	-	-	Malaysian
Datuk Paduka Hj Ahmad Basri bin Mohd Akil	-	-	-	-	Malaysian

### 6.4 Promoters' and Major Shareholders', Directorships and/or their Major Shareholdings in other public companies for the past two (2) years

Save as disclosed below, none of the promoters and major shareholders of JTB have any directorships and /or major shareholdings in other public companies for the past two (2) years:

Company	% of equity held	Position in company	Date of appointment	Date of resignation
<b><u>Datin Fawziah Binti Hussein Sazally</u></b> Haisan Resources Berhad	-	Director	30.10.2000	-
<b><u>Raja Zainal Abidin Bin Raja Hussin</u></b> Gadang Holdings Berhad	5.9	-	-	-
Hwa Tai Industries Berhad	-	Director	3.04.1992	-

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

### 6.5 Changes in the Promoters' and Major Shareholders' Shareholdings in JTB for the past three (3) years

JTB was incorporated on 22 November 2000. The changes in the promoters' and major shareholders' shareholdings (direct and/or indirect interest) in JTB for the past three (3) years are as follows:

Shareholders	As at 22.11.2000 Shareholdings				As at 31.12.2001 Shareholdings				As at 31.12.2002 Shareholdings			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Lee Kik Wooi	1	50.00	-	-	1	50.00	-	-	1	-	-	-
Yoong Rou Ying	1	50.00	-	-	1	50.00	-	-	1	-	-	-
Goh Mia Kwong	-	-	-	-	-	-	-	-	6,432,646	17.52	3,729,253 <sup>1</sup>	10.16
Edward Goh Swee Wang	-	-	-	-	-	-	-	-	3,729,253	10.16	6,432,646 <sup>2</sup>	17.52
Low Lee Kwee	-	-	-	-	-	-	-	-	4,058,349	11.05	-	-
Choy Shu How	-	-	-	-	-	-	-	-	4,058,349	11.05	-	-
Ng Yik Toon @ Ng Yik Koon	-	-	-	-	-	-	-	-	943,756	2.57	-	-
Yeow Ah Seng @ Yow Ah Seng	-	-	-	-	-	-	-	-	882,211	2.40	-	-
AASB	-	-	-	-	-	-	-	-	5,414,105	14.74	-	-
GPSB	-	-	-	-	-	-	-	-	2,775,920	7.56	-	-
Saerah Bt. Hj. Hamzah	-	-	-	-	-	-	-	-	2,241,277	6.10	-	-
Raja Zainal Abidin Bin Raja Hussin	-	-	-	-	-	-	-	-	-	-	5,414,105 <sup>3</sup>	14.74
Nik Alieza Melinee Binti Nik Mohamed	-	-	-	-	-	-	-	-	-	-	5,414,105 <sup>4</sup>	14.74
Datin Fawziah Binti Hussein Sazally	-	-	-	-	-	-	-	-	-	-	2,775,920 <sup>5</sup>	7.56
Raja Mahmood Bin Raja Hussein	-	-	-	-	-	-	-	-	-	-	2,775,920 <sup>5</sup>	7.56

#### Notes:

- 1 Deemed interested by virtue of him being an associate with Edward Goh Swee Wang pursuant to Section 6A of the Companies Act, 1965. Goh Mia Kwong is the father of Edward Goh Swee Wang
- 2 Deemed interested by virtue of him being an associate with Goh Mia Kwong pursuant to Section 6A of the Companies Act, 1965. Edward Goh Swee Wang is the son of Goh Mia Kwong
- 3 Deemed interested by virtue of his interest in AASB pursuant to Section 6A of the Companies Act, 1965
- 4 Deemed interested by virtue of her interest in AASB and by virtue of her being an associate of Raja Zainal Abidin Bin Raja Hussin pursuant to Section 6A of the Companies Act, 1965. Nik Alieza Melinee Binti Nik Mohamed is the spouse of Raja Zainal Abidin Bin Raja Hussin.
- 5 Deemed interested by virtue of her/his interest in GPSB pursuant to Section 6A of the Companies Act, 1965.

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

### 6.6 Directors

#### 6.6.1 Profile of the Directors

**Goh Mia Kwong**, aged 64, is the Executive Chairman of JTB. He was appointed to the Board of JTB on 31 December 2002. He began his career in the tin can manufacturing industry in 1958 as an office assistant before becoming a partner of Johore Tin Factory & Company together with Low Lee Kwee and Choy Shu How. His vision and stewardship over the years have taken the company from a small can maker into one of the leading players in the local can manufacturing industry. In 1973, JTF was incorporated as a limited liability company, a structure which was deemed appropriate in view of the rapid growth of Johore Tin Factory & Company. He has been the Chairman and Managing Director of JTF since 1973. Mr Goh also co-founded KTCF in 1975 where he also serves as a Director.

**Edward Goh Swee Wang**, aged 40, is the Managing Director of JTB. He was appointed to the Board of JTB on 31 December 2002. He is also a member of the JTB Audit Committee and the Managing Director of UNI. He obtained his Master in Business Administration degree (MBA) from the Oklahoma State University, United States of America, in 1988. He is also a holder of a Bachelor of Science in Mechanical Engineering from the same university. He started the operations of UNI in 1989, manufacturing mainly pineapple cans. The range of products was increased progressively in subsequent years. UNI has been expanding rapidly and is continuing to grow steadily under his leadership and drive.

**Yeow Ah Seng @ Yow Ah Seng**, aged 50, is an Executive Director of JTB. He was appointed to the Board of JTB on 31 December 2002. He has vast experience and knowledge in the tin can manufacturing industry. He started his career in the tin can manufacturing industry in another tin can manufacturing company, General Containers Sdn Bhd, as a production supervisor and subsequently as a sales executive. He joined KTCF in 1988 as an Executive Director, and has since been the driving force behind the company's growth and expansion. He is responsible for the building up of customer loyalty by providing them with quality services and value and has over the years contributed to the increase in the market share of KTCF in a highly competitive environment.

**Datin Fawziah Binti Hussein Szally**, aged 49, is a Non-Executive Director of JTB. She was appointed to the Board of JTB on 31 December 2002. She started her career as a computer programmer and had served the Government Service for more than 10 years. Her last appointment was with the Information Resource Centre, Public Services Department (PSD), Malaysia before she resigned in 1991. With her entrepreneurship and management skills, she left PSD to establish her own businesses and investments. Besides JTB, she is also a director in another public listed company, Haisan Resources Berhad, which is listed on the Second Board of the KLSE. In addition, she is also a director of a few private limited companies which are involved in a wide and diversified range of activities, including JTF since 1993.

**Raja Zainal Abidin Bin Raja Hussin**, aged 47, is a Non-Executive Director of JTB. He was appointed to the Board of JTB on 31 December 2002. He is a businessman with a diversified portfolio of businesses, including investment holding, tin can manufacturing, property development, general trading, high technology audio visual equipment, telecommunication, computers and broadcasting products, teak trees suppliers and fertiliser supplier. He is currently a director in Hwa Tai Industries Berhad, which is listed on the Second Board of the KLSE, as well as a director in a number of private limited companies.



## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

**Lim Chin Kai**, aged 45, is an Independent Non-Executive Director of JTB. He was appointed to the Board of JTB on 31 December 2002. He is also the Chairman of JTB Audit Committee. He holds a Master of Business Administration degree from the University of San Francisco, United States of America, and also a Bachelor of Science in Mechanical Engineering from the Oklahoma State University, USA. He is currently the General Manager of Megachem Pte Ltd and a director in one (1) of its subsidiaries in China. Megachem Group is principally involved in distribution of specialty chemicals. Prior to him joining the Megachem Group, he was involved at different levels and functions of management in a diversified range of companies.

**Muhamad Feasal Bin Yusoff**, aged 33, is an Independent Non-Executive Director of JTB. He was appointed to the Board of JTB on 31 December 2002. He is also a Member of JTB Audit Committee. He obtained his Bachelor of Arts (Hons) majoring in Accounts and Finance from Manchester Metropolitan University, United Kingdom in 1993, and a professional qualification from the Association of Chartered Certified Accountants (ACCA) in 1995. He is a member of ACCA and a Chartered Accountant of the Malaysian Institute of Accountants. He first started his career in the public practice with Deloitte Touche Tohmatsu in 1995. He then moved to Ernst & Young, two (2) years later, before setting up his own practice, Feasal & Co., in 2003.

### 6.6.2 Directors' Directorship and/or Major Shareholdings in other public companies for the past two (2) years

Save as disclosed below, none of the directors of JTB have any directorships and/or major shareholdings in other public companies for the past two (2) years.

Company	% of equity held	Position in company	Date of appointment	Date of resignation
<b><u>Datin Fawziah Binti Hussein Sazally</u></b> Haisan Resources Berhad	-	Director	30.10.2000	-
<b><u>Raja Zainal Abidin Bin Raja Hussin</u></b> Gadang Holdings Berhad Hwa Tai Industries Berhad	5.9 -	- Director	- 03.04.1992	- -

### 6.6.3 Directors' Remuneration and Benefits

For the financial year ended 31 December 2002, the aggregate remuneration and benefits paid to the Directors of the JTB Group for services rendered in all capacities to the Company and its subsidiaries was RM2,438,274. For the financial year ending 31 December 2003, the amount payable to the Directors for services rendered in the aforesaid capacities to the Company and its subsidiaries is estimated to be RM2,552,000.

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

The aggregate remuneration and benefits received by each Director for the financial year ended 31 December 2002 is as summarised below:

### Executive Directors

	Remuneration (RM'000 per annum)	Benefit (RM'000 per annum)
At JTB level	N/A	N/A
At subsidiary level	156 – 381	0 – 164

### Non-Executive Directors

	Remuneration (RM'000 per annum)	Benefit (RM'000 per annum)
At JTB level	N/A	N/A
At subsidiary level	14 – 20	N/A

## 6.7 Audit Committee

The composition of the Audit Committee is as follows:

Name	Designation	Directorship
Lim Chin Kai	Chairman of Committee	Independent Non-Executive Director
Edward Goh Swee Wang	Member of Committee	Managing Director
Muhamad Feasal Bin Yusoff	Member of Committee	Independent Non-Executive Director

The Audit Committee comprising two (2) independent non-executive directors and an executive director, is responsible for making recommendations to the Board regarding the selection of the external auditors, reviewing the results and scope of the audit and other services provided by the Group's external auditors and reviewing and evaluating the Group's internal audit and control functions. The Audit Committee is also responsible for the assessment of financial risk and matters relating to related party transactions and conflicts of interest. The Audit Committee may obtain advice from independent parties and other professionals in the performance of its duties.

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**6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP**


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**6.8 Key Management and Key Technical Personnel****6.8.1 Profile of Key Management and Key Technical Personnel**

The management team of the JTB Group is headed by its Executive Chairman, Goh Mia Kwong, Managing Director, Edward Goh Swee Wang and Executive Director, Yeow Ah Seng @ Yow Ah Seng. They are assisted by the following key management and key technical personnel:

***Management*****JTF**

**Low Lee Kwee**, aged 68, is one of the founding members of JTF. He started his career in the tin can manufacturing industry as an apprentice before becoming a partner of Johore Tin Factory & Company subsequently. In 1973, he was admitted to the Board of JTF as one of the Executive Directors, when JTF was incorporated as a limited liability company. He has contributed extensively, together with Goh Mia Kwong and Choy Shu How, to the growth of JTF. He is still actively involved in the various development and daily works of JTF, and continues to play a role in the growth of the company, even though he has resigned as an executive director in 2003.

**Choy Shu How**, aged 62, is the other founding member of JTF. He began his career in the tin can manufacturing industry as an apprentice, and subsequently became a partner in Johore Tin Factory & Company. He was made an Executive Director of JTF in 1973 when JTF was incorporated as a limited liability company. He has contributed extensively, together with Goh Mia Kwong and Low Lee Kwee, to the growth of JTF through his in-depth knowledge of the tin can manufacturing industry. He continues to be involved in the various development and daily works of JTF, even though he has resigned as an executive director in 2003.

**Saerah Bt. Hj Hamzah**, aged 50, is an Executive Director of JTF. She started her career as an administration assistant in JTF in 1973. Since then, she has been involved at different levels and functions of management in the company over the years. She is involved in both the administration and production aspects of the company. In 1992, she was admitted to the Board of JTF, and has been a Director since. She currently oversees the planning, co-ordination, development and overall management of JTF.

**Koe Beng Lim**, aged 43, is the Sales Manager of JTF. He oversees the overall sales function of JTF. His responsibilities include sales planning and budgeting, analysis of market and demand, market development and charting the pace and direction of marketing. He started his career in JTF in 1986 and through his extensive knowledge in the products of JTF, he has managed to further promote and expand the company's customer base. Prior to that, he was with Sin Joo Cheong Tin Factory Sdn Bhd, a subsidiary of the Khong Guan group of companies, also principally involved in tin can manufacturing, for about five (5) years, as the Development Assistant.

**Leong Yiam Kong**, aged 31, is the Group Accountant. He is a member of the Malaysian Institute of Accountants and the Association of Chartered Certified Accountants, United Kingdom. He oversees the overall financial and accounting functions of the Group. Prior to joining JTF in 2000, he was an Assistant Manager with Deloitte Touche Tohmatsu, an international public accounting, management and tax consultancy firm.

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

**Lisa Goh Li Ling**, aged 32, is the Operation Manager of JTF. She is responsible for the daily planning, co-ordination, development and management of JTF. Ms Goh holds a Higher Diploma in Hotel Management from Switzerland. Prior to her joining JTF in 2001, she was the Assistant Director of Sales of Eden Garden Hotel. She has also worked with other well-established organisations such as Desaru Impian Resort, Hotel Sofitel Palm Resort & Golf and Hotel Krone Sarnen Switzerland. Her contribution to the areas of management and administrative further enhance the overall operation of JTF.

### UNI

**Yap Seok Keng**, aged 44, is the Administration Manager of UNI. She is responsible for the overall planning, co-ordination, development and management of UNI. She holds a London Chamber of Commerce and Industries Diploma and a Diploma in Marketing, Sales and Public Relations. Prior to joining UNI in 1990, she was an administration executive at General Containers Sdn Bhd, from 1980 to 1989. She has more than twenty (20) years of experience in the tin can manufacturing industry.

**Hoo Joo Chuan**, aged 31, is the Factory Manager of UNI. He is responsible for the strategic planning, implementation and enforcement of various operation policies in UNI. He also manages the quality control function of UNI. He holds a Bachelor Degree of Business Administration from National Cheng Kung University, Taiwan. Prior to joining UNI in 2000, he was a Site Manager with Lip Chuan Construction Sdn Bhd from 1999 to 2000, Purchasing Officer at Malayan Flour Mills Berhad from 1997 to 1999 and Business Coordinator with the Great Wall Group, Taiwan from 1995 to 1997.

**Peck Kim Teck**, aged 45, is the Factory Manager of UNI's Meru branch factory. He is responsible for the daily planning, co-ordination and management of the branch. Prior to joining UNI in 2001, he was a supervisor in Syarikat Sama Sdn Bhd from 1983 to 2001. In his last 8 years with Syarikat Sama Sdn Bhd, he was stationed in Guolene Metal Can Sdn Bhd to oversee the tin residue management function.

### KTCF

**Ng Yik Toon @ Ng Yik Koon**, aged 54, is the Managing Director of KTCF. She joined KTCF in 1980 and was subsequently admitted to the Board of KTCF in 1981. With her administrative experience and skills, she has been instrumental to the rapid development and growth of KTCF over the years.

**Hang Kwee Hwa**, aged 48, is the Accounts and Administration Executive of KTCF. She is responsible for the overall administration and accounting functions of KTCF. Ms Hang holds a London Chamber of Commerce and Industries Diploma. She has been with KTCF since 1975, and thus is well grounded in the financial reporting, administration and production management of KTCF.

### *Technical*

### JTF

**Choo Kiang Haw**, aged 51, is the Printing Manager of JTF. He has more than thirty (30) years of experience in the printing field and possesses an in-depth knowledge on the printing techniques and know-how. Besides the strategic planning, scheduling and monitoring of the printing activities, he also undertakes quality control on the print quality. He started his career in Singapore Offset Printing in 1970 as an apprentice and was subsequently promoted to be a supervisor, before joining JTF in 1978.

## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

**Adam Bin Abdullah**, aged 52, is the Head of JTF Round Cans Department. He supervises and coordinates all activities and schedule within the department. He has a good working knowledge on tin cans production, with more than twenty (20) years of hands-on experience, including maintenance of machinery. He has been with JTF since 1978 and is also a member of JTF Quality Committee, an internal committee set up to check and enhance the quality of products.

**Naidu A/L Painaidu**, aged 30, is the Head of JTF Material Handling and Logistics Department. He supervises and coordinates all activities and schedule within the department, and is also responsible for the delivery schedule of JTF. He holds a NCC Diploma in Computer Programming. Prior to joining JTF in 1995, he was with Tru-Tech Electronic Sdn Bhd for about two (2) years, working as a Line Leader.

**Muhammad Taufiq Cham Bin Abdullah**, aged 46, is the Production Supervisor of JTF. He oversees the activities of the tin cans components department, and is also responsible for the upkeep of certain machinery. He is currently a member of JTF Quality Committee, an internal committee set up to check and enhance the quality of products. Prior to joining JTF in 1989, he was a supervisor at General Containers Sdn Bhd from 1980 to 1982, and a technician at MKI Sdn Bhd from 1977 to 1980.

**Foo Pak Tat**, aged 47, is the Head of JTF Maintenance Department. He is responsible for the upkeep and maintenance of all machinery and electrical systems of JTF. He holds a City & Guild Part II Electrical Engineering Certificate and a NTC III Certificate. Prior to joining JTF in 1992, he was a Technical Executive at General Containers Sdn Bhd from 1982 to 1991. He has also worked as an electrical foreman and electrician in two (2) other companies, namely, Sunlight Plywood Pte Ltd and Container Printer Pte Ltd from 1978 to 1982.

### UNI

**Kiew Choon Woon**, aged 32, is the Production Manager of UNI. He is responsible for the strategic planning, scheduling and monitoring of the production activities. He has an in-depth knowledge on the various production techniques and technical know-how, and a keen interest in the tin can manufacturing industry. He started his career in UNI in 1989 as an apprentice. He was involved in the initial set-up, implementation and coordination of various production functions of UNI.

### KTCF

**Tan Ah Siah**, aged 46, is the Production Supervisor of KTCF. He oversees the overall production aspects of KTCF, such as production line planning, scheduling and monitoring. Mr Tan started his career in KTCF in 1979, as an apprentice. He has accumulated more than twenty (20) years of hands-on experience in the tin can manufacturing industry. Prior to joining KTCF, he was an apprentice in San Hai Engineering Works from 1972 to 1979.

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## 6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP

### 6.8.2 Key Management and Key Technical Personnel's Shareholdings in JTB

Save as disclosed below, none of the other members of the key management or key technical personnel have any shareholdings in JTB after the Public Issue.

Name	Nationality	Designation	No. of JTB Shares held after Public Issue			
			Direct	%	Indirect	%
Goh Mia Kwong	Malaysian	Promoter/Executive Chairman	786,093	1.79	18,792,705 <sup>1</sup>	42.72
Edward Goh Swee Wang	Malaysian	Promoter/Managing Director	88,000	0.20	19,490,798 <sup>2</sup>	44.31
Yeow Ah Seng @ Yow Ah Seng	Malaysian	Promoter/Executive Director	88,000	0.20	-	-
Low Lee Kwee	Singaporean	Promoter	729,336	1.66	18,694,705 <sup>3</sup>	42.50
Choy Shu How	Singaporean	Promoter	729,336	1.66	18,694,705 <sup>3</sup>	42.50
Saerah Bt. Hj. Hamzah	Malaysian	Executive Director of JTF	2,285,277	5.20	-	-
Adam Bin Abdullah	Malaysian	Head of JTF Round Cans Department	2,121,466	4.82	-	-

**Notes:**

- 1 Deemed interested by virtue of his interest in JTHSB and by virtue of him being an associate of Edward Goh Swee Wang and Lisa Goh Li Ling pursuant to Section 6A of the Companies Act, 1965. Goh Mia Kwong is the father of Edward Goh Swee Wang and Lisa Goh Li Ling
- 2 Deemed interested by virtue of his interest in JTHSB and by virtue of him being an associate of Goh Mia Kwong and Lisa Goh Li Ling pursuant to Section 6A of the Companies Act, 1965. Edward Goh Swee Wang is the son of Goh Mia Kwong and brother to Lisa Goh Li Ling
- 3 Deemed interested by virtue of his interest in JTHSB pursuant to Section 6A of the Companies Act, 1965

### 6.9 Declaration by the Directors, Key Management and Key Technical Personnel

None of the Directors, key management or key technical personnel is or has been involved in any of the following events (whether in or outside Malaysia):

- i) A petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or key personnel; or
- ii) Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; or
- iii) The subject of any order, judgement or ruling of any court of competent jurisdiction 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.

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**6. INFORMATION ON PROMOTERS, DIRECTORS, MAJOR SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE JTB GROUP**

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**6.10 Family Relationships**

Except for Lisa Goh Li Ling and Edward Goh Swee Wang who are the children of Goh Mia Kwong, Raja Mahmood Bin Raja Hussin (director and major shareholder of GPSB) and Raja Zainal Abidin Bin Raja Hussin (director and major shareholder of AASB) who are brothers, and Nik Alieza Melinee Binti Nik Mohamed being the spouse of Raja Zainal Abidin Bin Raja Hussin, none of the other promoters, major shareholders, Directors, key management or key technical personnel of the JTB Group have family relationships with one another.

**6.11 Service Agreements**

None of the Directors, key management or key technical personnel of the JTB Group have any existing or proposed service agreements with the Company or any of its subsidiaries, excluding agreements expiring or determinable by the employing company without payment or compensation (other than statutory compensation) within one (1) year.

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## 7. APPROVALS AND CONDITIONS

### 7.1 Approvals Required

The Restructuring and Flotation Exercise is conditional upon the following approvals being obtained:

- (i) The SC, the approval of which was obtained on 5 August 2002, 22 October 2002, 7 February 2003, 5 May 2003 and 16 September 2003. The approvals obtained on 7 February 2003 and 16 September 2003 are the approvals for the extension of time to complete the Restructuring and Flotation Exercise;
- (ii) The MITI, the approval of which was obtained on 28 May 2002, 24 September 2002, 13 March 2003 and 15 April 2003; and
- (iii) The FIC, the approval of which was obtained on 20 June 2002, 29 January 2003 and 25 April 2003.

### 7.2 Conditions to the Approvals and Status of Compliance

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

Authority	Conditions Imposed	Status of Compliance
SC	<p>(i) The utilisation of proceeds, arising from the Public Issue for the core business of the JTB Group as set out in Section 3.8 of this Prospectus, is subject to the following conditions:</p> <p>(a) The approval of the SC is required for any variation to the initial proposed utilisation of proceeds if such variation is made for any other purpose apart from for the core business of the JTB Group;</p> <p>(b) The approval of the shareholders of JTB is required for the said proposed utilisation of proceeds and also for any variation amounting to 25% or more to the initial proposed utilisation of proceeds. If the proposed variation is less than 25%, appropriate disclosure is to be made to the shareholders of JTB;</p> <p>(c) The time frame for the said utilisation of proceeds is to be disclosed in the listing prospectus of JTB.</p> <p>Any extension of time to the time frame fixed by JTB for the said utilisation of proceeds is to be approved through a clear resolution by the Board of JTB and full disclosure is to be made to the KLSE; and</p> <p>(d) Appropriate disclosure on the status of the said utilisation of proceeds is to be made in the Quarterly Reports and the Annual Reports of JTB until full utilisation of the said gross proceeds.</p>	<p>To be complied with, if applicable.</p> <p>The approval of the existing shareholders of JTB, as at the date of this Prospectus, for the proposed utilisation of proceeds, had been obtained on 23 June 2003. The remaining conditions are to be complied with, if applicable.</p> <p>The time frame for the said utilisation of proceeds has been disclosed in Section 3.8 of this Prospectus.</p> <p>To be complied with, if applicable.</p> <p>To be complied with.</p>



## 7. APPROVALS AND CONDITIONS

Authority	Conditions Imposed	Status of Compliance
SC	<p>(ii) Full disclosure is to be made in the listing prospectus of JTB in relation to the following:</p> <p>(a) Plans and risk management practices of the JTB Group to mitigate the risks relating to its business operations including risks relating to the termination of rental agreements on the factories currently occupied by the JTB Group, fire, power crisis and other emergencies;</p> <p>(b) The interest/involvement of the proposed directors and major shareholders of JTB in other business activities which have/may have conflict of interest with the business activities of the JTB Group, if any, as well as the steps taken/to be taken to address the said conflict of interest;</p> <p>(c) Litigation cases of the JTB Group, including the facts, the current status, the financial impact that may arise, as well as the legal advisers' opinion on the said litigation cases; and</p> <p>(d) Total trade debts of the JTB Group, the ageing analysis of the trade debts and those that have exceeded the credit period. In addition, the directors of JTB is required to comment/give a statement on the recoverability of the trade debts that have exceeded the credit period;</p> <p>(iii) The proposed directors, major shareholders and other companies related to the proposed directors and major shareholders of JTB are required to settle in full/resolve any of their non-trade debts with the JTB Group before the issuance of the listing prospectus of JTB;</p> <p>(iv) Full provision is to be made for trade debts, where:</p> <p>a. there are disputed amounts;</p> <p>b. legal action has commenced/been taken; and</p> <p>c. the credit period has exceeded six (6) months.</p> <p>In relation to the above, the directors of JTB are required to provide the SC with a written confirmation that the trade debts exceeding the credit period are recoverable and provision for doubtful/bad debts have been made in the financial accounts and the financial forecast/projection of the JTB Group as stated above;</p>	<p>The plans and risk management practices to mitigate the operational risks have been disclosed in Section 4.2.7 of this Prospectus.</p> <p>All existing interest or involvement of the Directors and major shareholders of JTB are disclosed in Section 8 of this Prospectus.</p> <p>The information have been disclosed in Section 14.5 of this Prospectus.</p> <p>The trade debtors ageing analysis has been disclosed in Section 10.5.4 of this Prospectus.</p> <p>Met in relation to all non-trade debts.</p> <p>Full provision have been made for the said trade debts as set out in the trade debtors ageing analysis in Section 10.5.4 of this Prospectus.</p> <p>Met pursuant to the letter to SC dated 5 September 2003.</p>

## 7. APPROVALS AND CONDITIONS

Authority	Details of Conditions Imposed	Status of Compliance
	<p>(v) JTB is required to obtain the approval of the relevant local authorities on the conversion of the condition to the land, where the new factory of JTB Group is to be constructed, from agricultural purpose to industrial purpose.</p> <p>Further, the JTB Group is required to fully comply with the requirements of the relevant local authorities in relation to the construction of the said new factory;</p>	<p>Approval-in-principle from the Land Office of Johor obtained on the 26 March 2003 and is subject to the review of eight (8) copies of land plans submitted to the Land Office of Johor. Premium in respect of the said conversion had been paid on 8 September 2003.</p> <p>To be complied with.</p>
	(vi) JTB is required to obtain the relevant licence for the industrial activities of UNI under the Industrial Co-ordination Act 1975 prior to the issuance of the listing prospectus;	UNI obtained its manufacturing licence on 31 January 2003.
	(vii) JTB is required to obtain separate licences for the business operations of KTCF at No. 41, Jalan Lau Kim Teck, Kluang, prior to the issuance of the listing prospectus;	KTCF obtained a separate licence for its business operations at No.41, Jalan Lau Kim Teck, Kluang on 28 September 2002.
	(viii) Proposed directors and major shareholders of JTB that are involved full time in the operation/management of the JTB Group are not allowed to be involved full time in their other private business operation/management;	To be complied with.
	(ix) The promoters, proposed directors and major shareholders of JTB are not allowed in the future to carry on any business that is directly/indirectly in competition with the JTB Group and which results in a conflict of interest with the business of the JTB Group;	To be complied with.
	(x) Any business transaction in the future between the JTB Group and proposed directors, major shareholders of JTB or companies related to the proposed directors and major shareholders is to be transacted on an "arm's length" basis and not based on terms which may be unfavourable to the JTB Group. In this respect, the Audit Committee of JTB is required to monitor, and the directors of JTB is to report such business transaction, if any, in the Annual Reports of JTB;	To be complied with.

## 7. APPROVALS AND CONDITIONS

Authority	Conditions Imposed	Status of Compliance
	<p>(xi) A moratorium is imposed on a total of 19,793,700 JTB Shares or 45% of the enlarged issued and paid up share capital of JTB, which will be held by promoters/shareholders.</p> <p>The said promoters/shareholders are not allowed to sell, transfer or assign their said shares for a period of at least one (1) year from the date of listing of JTB on the KLSE. Thereafter, they are allowed to sell, transfer or assign only up to a maximum of one-third (1/3) per annum (on a straight-line basis) of their respective shareholdings under moratorium.</p> <p>SIBB/JTB is required to inform the SC of the name of the private investment holding company incorporated to hold the JTB Shares of certain vendors of JTF, UNI and KTCF when it has been determined upon/incorporated.</p> <p>The above moratorium is also applicable to each of JTHSB's shareholders or to each of the ultimate individual shareholder (if the shareholder of JTHSB is another private holding company). In this connection, each JTHSB shareholder or each ultimate individual shareholder is required to give a written undertaking that he/she will not sell, transfer or assign his/her shareholding in the said private holding company for the period as stipulated above.</p>	<p>Met as disclosed in Section 7.3 of this Prospectus.</p> <p>An exemption was sought from the SC pursuant to the new SC Guidelines issued on 11 March 2003 whereby the moratorium requirement is only in respect of the first year from the listing of the new securities on the KLSE in line with the final phase of the disclosure based regime.</p> <p>Pursuant to the exemption obtained from the SC vide its letter dated 5 May 2003, the said promoters/ shareholders are not allowed to sell, transfer or assign their said shares totalling 19,793,700 JTB Shares representing 45% of the enlarged issued and paid up share capital of JTB for a period of one (1) year from the date of listing of JTB on the KLSE. Thereafter they are allowed to sell, transfer or assign their respective shareholdings under moratorium.</p> <p>Met pursuant to the letter to SC dated 19 May 2003.</p> <p>To be complied with.</p>

## 7. APPROVALS AND CONDITIONS

Authority	Conditions Imposed	Status of Compliance
	<p>(xii) The JTB Group is not allowed to venture into activities that are not related to their core business for a period of three (3) years from the date of listing on the KLSE; and</p> <p>(xiii) SIBB/JTB is required to fully comply with the listing requirements as provided for under the SC Guidelines, principally, Chapters 7, 10 and 25 of the SC Guidelines.</p> <p>(xiv) A.A. Anthony Securities Sdn Bhd, as the Placement Agent of JTB, is required to submit to SC the following after the Placement has been implemented:</p> <p>(i) The final list of the placees who are receiving the Placement shares; and</p> <p>(ii) Written confirmation that the Placement fully complies with the requirements of a placement exercise as provided for under the SC Guidelines issued on 3 September 2001.</p>	<p>To be complied with.</p> <p>To be complied with.</p> <p>To be complied with.</p>
<b>MITI</b>	<p>(i) JTB to obtain the approval from the SC;</p> <p>(ii) JTB to obtain the approval from the FIC; and</p> <p>(iii) The existing 27.61% Bumiputera equity interest in JTB recognised by MITI is subject to the following:</p> <p>(a) 30% of the recognised Bumiputera equity interest may be sold during the 12 months after the listing; and</p> <p>(b) the remaining 70% of the recognised Bumiputera equity interest may be sold in stages upon obtaining the prior approval of MITI.</p> <p>(iv) The special allocation of 1,053,000 JTB Shares representing 2.39% equity interest of the enlarged issued and paid-up share capital of JTB is subject to MITI's approval, which is to be determined after obtaining the SC's approval on the listing.</p>	<p>Met. SC's approval was obtained on 5 August 2002 and 22 October 2002.</p> <p>Met. FIC's approval was obtained on 20 June 2002.</p> <p>To be complied with.</p> <p>Met. MITI's approval was obtained on 15 April 2003, subject to the conditions stated above.</p>
<b>FIC</b>	<p>(i) JTB to have at least 30% direct Bumiputera equity interest upon listing.</p>	<p>Will be complied with subsequent to the Public Issue of 1,053,000 JTB Shares to the Approved Bumiputera Allottee.</p>

**7. APPROVALS AND CONDITIONS****7.3 Moratorium on Disposal of Shares**

The SC in approving the flotation of the Company on the Second Board of the KLSE had, vide its letter dated 5 August 2002, pursuant to Paragraph 10.12 of the SC Guidelines, imposed a moratorium on the disposal of JTB Shares by certain promoters of JTB.

The promoters of JTB who are subject to the moratorium are as follows:

	<b>No. of JTB Shares held after the Public Issue</b>	<b>% of the issued and paid-up share capital</b>	<b>No. of JTB Shares placed under moratorium</b>	<b>% of the issued and paid-up share capital</b>
JTHSB	18,694,705	42.50	18,694,705	42.50
Goh Mia Kwong	786,093	1.79	366,331	0.83
Low Lee Kwee	729,336	1.66	366,332	0.83
Choy Shu How	729,336	1.66	366,332	0.84
<b>Total</b>	<b>20,939,470</b>	<b>47.61</b>	<b>19,793,700</b>	<b>45.00</b>

The above promoters of JTB will not be allowed to sell, transfer or assign their shareholdings amounting to 19,793,700 JTB Shares representing 45% of the enlarged issued and paid-up share capital for one (1) year from the date of admission of JTB to the Official List of the Second Board of the KLSE. Thereafter, they are allowed to sell, transfer or assign only up to a maximum of one-third per annum (on a straight-line basis) of their respective shareholdings under moratorium.

Pursuant to the exemption sought and obtained from the SC vide its letter dated 5 May 2003, however, the above promoters by JTB are not allowed to sell, transfer or assign their said shares totalling 19,793,700 JTB Shares representing 45% of the enlarged issued and paid up share capital of JTB for a period of one (1) year from the date of listing of JTB on the KLSE. Thereafter, they are allowed to sell, transfer or assign their respective shareholdings under moratorium.

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**8. RELATED PARTY TRANSACTIONS AND/OR CONFLICTS OF INTEREST****8.1 Related Party Transactions and/or Conflicts of Interest****a) Directors and Major Shareholders**

Save as disclosed below and in Section 14.3 (j), (k) and (l) of this Prospectus, other than in the ordinary course of business of the JTB Group, there are no existing or potential related party transactions and conflicts of interest between the JTB Group and JTB's Directors, major shareholders and/or persons connected with such a Director or major shareholder as defined under Section 122A of the Companies Act, 1965.

Director/Major Shareholder of JTB	Company	Equity Held (%)	Nature of interest/ Relationship
Goh Mia Kwong	GSP Marketing Sdn Bhd (GSPM)	33.33	Goh Mia Kwong is a director and major shareholder of GSPM. His daughter, Susan Goh Li Ying is also a major shareholder of GSPM and is deemed to be connected with Goh Mia Kwong.
Raja Zainal Abidin Bin Raja Hussin	Hwa Tai Industries Berhad (HTIB)	-	Raja Zainal Abidin Bin Raja Hussin is a director of HTIB

**Note:**

The Managing Director of JTB, Edward Goh Swee Wang, is deemed to be a person connected with Goh Mia Kwong by virtue of him being the son of Goh Mia Kwong.

**GSPM**

JTF currently manufactures and supplies mosquito coil stands under order for GSPM. JTF started transacting with GSPM in November 2001. The total sales revenue for the financial year ended 31 December 2002 was approximately RM87,000, constituting 0.24% of JTF's total sales for the year.

**HTIB**

HTIB is a customer of JTF and KTCF. The total sales by JTF to HTIB for the financial year ended 31 December 2002 was approximately RM1,643,000, constituting 4.52% of JTF's total sales for the year. The total sales by KTCF to HTIB for the financial year ended 31 December 2002 was approximately RM128,000 which amounts to 1.56% of KTCF's total sales for the year.

**8. RELATED PARTY TRANSACTIONS AND/OR CONFLICTS OF INTEREST****b) Key Management and Key Technical Personnel**

Save as disclosed below, other than in the ordinary course of business of the JTB Group, there are no existing or potential related party transactions and conflicts of interest between the JTB Group and JTB's key management, key technical personnel and/or persons connected with such a key management or key technical personnel as defined under Section 122A of the Companies Act, 1965.

<b>Key management/Key technical personnel of JTB</b>	<b>Company</b>	<b>Equity Held (%)</b>	<b>Nature of interest/ Relationship</b>
Adam bin Abdullah	Advance Technology Coating Sdn Bhd (ATC)	60.00	Adam bin Abdullah is a director and major shareholder of ATC.
Naidu a/l Painaidu	Naidu Transport Agency (NTrans)	100.00	Naidu a/l Painaidu is the sole proprietor of NTrans.
Yap Seok Keng	Pengangkutan Chin Heng (Selatan) Sdn Bhd (PCH)	-	Yap Seok Keng's brother, Yap Sock Khoon and sister-in-law, Tan Mui Eng are major shareholders of PCH and are deemed to be connected to Yap Seok Keng.
Ng Yik Toon @ Ng Yik Koon	Ever Progress Enterprise (EPE)	-	Ng Yik Toon @ Ng Yik Koon's brother, Ng Yit Chew is sole proprietor of EPE and is deemed to be connected to Ng Yik Toon @ Ng Yik Koon.

**ATC**

ATC purchases tin cans and sells lacquers to JTF and UNI. The total sale of tin cans by JTF and UNI to ATC for the financial year ended 31 December 2002 were approximately RM1.063 million and RM0.07 million respectively, constituting 2.92% and 0.22% of the total sales of JTF and UNI for the year. The total purchases of lacquer by JTF and UNI from ATC for the financial year ended 31 December 2002 were approximately RM600 and RM1,000 respectively, constituting 0.002% and 0.004% of the total expenses of JTF and UNI for the year.

**NTrans**

NTrans provides transportation services to JTF and UNI. The total transportation charges incurred by JTF and UNI to NTrans for the financial year ended 31 December 2002 were approximately RM159,000 and RM71,000 respectively, constituting 0.50% and 0.25% of the total expenses of JTF and UNI for the year.

**PCH**

PCH provides transportation services to JTF and UNI. The total transportation charges incurred by JTF and UNI to PCH for the financial year ended 31 December 2002 amounted to approximately RM16,000 and RM148,000 respectively, being 0.05% and 0.53% of the total expenses of JTF and UNI respectively.

## **8. RELATED PARTY TRANSACTIONS AND/OR CONFLICTS OF INTEREST**

### **EPE**

EPE provides transportation services to KTCF. The total transportation charges incurred by KTCF to EPE for the financial year ended 31 December 2002 was approximately RM56,000, constituting 0.77% of KTCF's total expenses for the year.

In addition to the above, Ng Yik Toon @ Ng Yik Koon has an existing Tenancy Agreement with KTCF. Further information on the abovementioned Tenancy Agreement is set out under Section 14.6(i) of the Prospectus.

The Directors of JTB confirm that all related party transactions are transacted on an "arm's length" basis and not based on terms which may be unfavourable to the JTB Group. In addition, the Audit Committee of JTB will review all related party transactions and the Directors will report on such transactions in the annual reports.

### **8.2 Declaration by the Advisers, Auditors, Reporting Accountants, Solicitors and Market Researcher**

SIBB hereby confirms that save as disclosed in Section 14.6(a) of this Prospectus, there are no existing or potential interest or conflict of interest in its capacity as the Adviser for the Public Issue.

Messrs Deloitte KassimChan have given their confirmation that there are no existing or potential interest or conflict of interest in their capacity as the Auditors and Reporting Accountants for the Public Issue.

Messrs Chooi & Company have given their confirmation that there are no existing or potential interest or conflict of interest in their capacity as the Solicitors for the Public Issue.

Robertson Stephens Inc. has given its confirmation that there are no existing or potential interest or conflict of interest in its capacity as the Independent Market Researcher in relation to the Public Issue.

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