
VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS

1. DIRECTORS**1.1 Profiles**

The details of the Directors of the Company are as follows:

Zakaria Bin Hashim, aged 57, is the Chairman of CAB and was appointed to the Board of Directors of CAB on 11 August 2003. He is a Chartered Quantity Surveyor (Fellow Royal Institution Chartered Surveyors, Fellow Institution of Surveyors, Malaysia) and obtained his Diploma in Quantity Surveying from Maktab Teknik, Kuala Lumpur in 1970 and Advance Diploma in Quantity Surveying from the Thames Polytechnic London, UK in 1972. He is one of the founding members of the GG Group and is instrumental in shaping the Company's policies and business relations. He is also a founding partner of Messrs. Zakaria-Lee and Partners Sdn Bhd, a consultant chartered quantity surveying firm established in 1980. He is also active in various public and voluntary organisations. He is the Vice Chairman of the Commonwealth Association of Professional Centres, Vice President of the Federation of Consultants from Islamic Countries, Chairman of the National Consumer Advisory Council, Ministry of Domestic Trade and Consumer Affairs and Board Member of the National Accreditation Board under the Ministry of Education.

Chuah Ah Bee, aged 52, is the Managing Director of CAB and was appointed to the Board of Directors of CAB on 11 August 2003. He completed his secondary education in Jit Sin High School, Bukit Mertajam, Penang in 1969. He is the founder of the CABC Group. He started his business as a petty trader, buying and selling live and fresh chicken in a small town, Bukit Mertajam, Penang. In 1970, he set up Chop Ah Bee, a sole-proprietorship which was involved in poultry trading and breeding. He expanded his poultry breeding business by building more fowl houses and acquiring more land. With the experience gained from poultry breeding and trading, he began to integrate his business by venturing into the production of DOCs, primary processing and further processing of livestock products in 1996/1997. He initiated contract farming for the CABC Group since 1994 which has now become the trend in the poultry breeding. With his entrepreneurial spirit, active involvement and determination to succeed, he has transformed the CABC Group from a small family-run poultry business to one of the largest and integrated poultry breeders and processors in the northern region of Peninsular Malaysia. He has been the Vice Chairman of the Broiler Pricing Committee of Penang & Province Wellesley Farmers' Association since 1995, a Vice Chairman of Persatuan Penjual-Penjual Ayam Itik Pulau Pinang since 1990 and a life member of Penang & Province Wellesley Farmers' Association since 1980.

Chan Kim Keow (Madam), aged 46, is an Executive Director of CAB and was appointed to the Board of Directors of CAB on 11 August 2003. She completed her secondary education in Penang Chinese Girls' Secondary School, Penang in 1974. She is also the Director of the CABC Group. She has been assisting Chuah Ah Bee, her husband on the daily administration of the CABC Group since 1978. She was instrumental in helping Chuah Ah Bee to transform the CABC Group from a family-run poultry business to one of the largest and integrated poultry breeders and processors in the northern region of Peninsular Malaysia.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

Khoo Chee Kong, aged 42, is an Executive Director of CAB and was appointed to the Board of Directors of CAB on 11 August 2003. He completed his secondary education in Methodist Boys' School, Malaysia in 1977. He is a founding member and the driving force behind GG Group's rapid expansion. He began his career with Messrs. BDO Binder in 1979 as an Audit Assistant and was subsequently promoted as an Audit Senior in 1980. He left Messrs. BDO Binder and subsequently joined United Industries group of companies as an Internal Auditor in 1981. While he was with United Industries group of companies, he was seconded to its subsidiaries holding various finance related positions. He joined Kopenda Holdings Sdn Bhd as a Financial Accountant in 1984, Innovest Hart Engineering Sdn Bhd as the Finance Manager in 1988 and Lyman Group of Indonesia as the Head of Corporate Finance and Business Development Department in 1990. Having gained wide business and financial experience in both the domestic and international market place from his previous employments, he, together with the other founding members of the GG Group started the Kyros Kebab business in 1997 with one outlet and managed to expand the business into an international fast food chain.

Loo Choo Gee, aged 39, is an Executive Director of CAB and was appointed to the Board of Directors of CAB on 11 August 2003. He attended Sekolah Menengah Vocational Butterworth, Teluk Air Tawar, Penang in 1980. He began his career with Zue Guan Feedmill Sdn Bhd as a Production Executive in 1986 and was subsequently promoted as Production Manager where he gained his invaluable experience in the production of poultry feeds, factory management and marketing of poultry feeds and other livestock products. In early 1996, he joined Ang Hock Stockfeeds Manufacturer Sdn Bhd as a Factory Manager. In November 1996, he joined JJSB as a Branch Manager and was subsequently promoted as Business Development Director in 2001. His major responsibilities in the CAB Group are to assist in the business development and contract farming management in Kedah Darul Aman and Perlis Indera Kayangan. He has been the Secretary of Persatuan Penternak dan Pengusaha Ayam, Kedah Darul Aman/Perlis Indera Kayangan since 2000 and a committee member of the Committee of Unit Broiler of Federation of Livestock Farmers' Association of Malaysia, representing the Kedah Darul Aman/Perlis Indera Kayangan region since 2001.

Leow Chan Khiong, aged 37, is an Executive Director of CAB and was appointed to the Board of Directors of CAB on 11 August 2003. He is also a member of the Audit Committee of CAB. He obtained his Bachelor Degree in Economics from University of Malaya, Kuala Lumpur in 1990 and Masters Degree in Business Administration from Northern University of Malaysia, Kedah Darul Aman in 1999. He is currently pursuing a professional qualification in Association of Chartered Certified Accountants on part-time basis and is currently in the final stage of the examinations. He began his career as an Executive in Hong Leong Finance Berhad, a wholly-owned subsidiary of the Hong Leong group in 1991 and was subsequently promoted to Assistant Manager, Northern Region, in the Corporate Loans Department in 1995. In early 1996, he left Hong Leong group and joined Malaysian International Merchant Bankers Berhad ("MIMB") as a Senior Executive and was subsequently promoted as an Assistant Manager of MIMB, Penang branch where he gained his invaluable experience in Debt Capital Market, Corporate Finance, Mergers & Acquisitions and Treasury. In December 2000, he joined Ayza Industries Sdn Bhd, a total logistics company, as a Senior Manager in Corporate Planning & Finance Department, responsible for the financial planning and accounting, tax planning, strategic planning and joint-ventures matters. In March 2002, he joined the CAB Group as a Director in Corporate Finance. His responsibilities include corporate planning, financial planning and accounting, tax planning, administration and information technology.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

Kim Lim Chong, aged 56, is an Independent Non-Executive Director of CAB and was appointed to the Board of Directors of CAB on 6 October 2003. He is also the Chairman of the Audit Committee of CAB. He obtained his Bachelor Degree in Accounting from Curtin University of Technology, Western Australia, Australia in 1970. He is a member of both the Malaysian Institute of Accountants and the Australian Society of Certified Practising Accountants. He began his career in Perak Carbide Corporation Berhad ("PCCB") as an Accountant in 1972. He left PCCB and joined the Municipal Council of Penang to serve as an Internal Auditor in 1974 and was promoted as an Assistant Director of Finance in 1980. In 1998, he was promoted as a Director of Finance and served as the Director of Finance until his retirement in September 2002. In February 2003, he was appointed to the Board of Multi-Usage Holdings Berhad ("MUH"), a company listed on the Second Board of the KLSE as an Independent Non-Executive Director and Chairman of Audit Committee. He is also the Chairman of Nominating Committee, the ESOS Committee and a member of Remuneration Committee of MUH.

Ng Guak Hwei, aged 33, is an Independent Non-Executive Director of CAB and was appointed to the Board of Directors of CAB on 6 October 2003. She is also a member of the Audit Committee of CAB. She obtained her Bachelor of Laws Degree from University of Malaya, Kuala Lumpur in 1994 and was admitted as an Advocate and Solicitor of the High Court of Malaya in February 1995. She read her Chamber with Cheong Wai Meng & Van Buerle in April 1994 and joined K.N. Lee & Associates as legal assistant in February 1995. In November 1995, she joined Khor, Anuar & Khong ("KAK") as a legal assistant in its Bukit Mertajam, Penang branch. At present, she is in charge of the day-to-day management of the legal and operational matters of KAK. She practices corporate, banking and property law. Her areas of practice include corporate and civil litigation, commercial contracts, wills and probate, banking and property work.

Tunku Dato' Dr Ismail bin Tunku Mohammad Jewa, aged 66, is an Independent Non-Executive Director of CAB and was appointed to the Board of Directors of CAB on 6 October 2003. He obtained his Bachelor of Arts Degree from University of Malaya, Kuala Lumpur in 1967, Master in Educations Degree from the Pennsylvania State University, the USA in 1972, PhD in Educational Administration from University of Malaya, Kuala Lumpur in 1979 and Post Doctoral Special Auditor from Harvard University, the USA in 1984. He is a leading academician with an array of working experience. He began his career as a teacher with the Ministry of Education in 1961. He was the Senior Assistant of Sekolah Abdullah Munshi in Penang in 1968 and was promoted to Principal in 1969. He was the Dean of Educational Studies in University Sains Malaysia, Penang from 1979 to 1992 and also the Professor of Educational Administration in University Sains Malaysia, Penang from 1988 to 1995. He has been the President of the State of Penang Family Planning Association since 1979. He is the Independent Non-Executive Chairman of P.I.E. Industrial Berhad and the Independent Non-Executive Director of Oriental Holdings Berhad and Luster Industries Berhad.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

1.2 Shareholdings in the Company

The Directors of the Company and their respective shareholdings in the Company as at the date hereof, before and after the Issues, are as follows:

Directors	Designation	Nationality	Before Issues			After Issues		
			Direct	Indirect	Percentage of share capital %	Direct	Indirect	Percentage of share capital %
			No. of CAB Shares	No. of CAB Shares	Percentage of share capital %	No. of CAB Shares	No. of CAB Shares	Percentage of share capital %
Zakaria Bin Hashim	Chairman	Malaysian	4,468,000	-	7.09	11,268,000	-	14.08
Chuah Ah Bee	Managing Director	Malaysian	33,258,636	-	52.76	29,157,996	-	36.45
Khoo Chee Kong	Executive Director	Malaysian	5,959,512	-	9.45	960,000	-	1.20
Loo Choo Gee	Executive Director	Malaysian	776,000	-	1.23	776,000	-	0.97
Leow Chan Khiang	Executive Director	Malaysian	388,000	-	0.62	388,000	-	0.49
Chan Kim Keow	Executive Director	Malaysian	13,720,910	-	21.76	11,820,000	-	14.77
Kim Lim Chong	Independent Non-Executive Director	Malaysian	-	-	-	-	-	-
Ng Guak Hwei	Independent Non-Executive Director	Malaysian	-	-	-	-	-	-
Tunku Dato' Dr Ismail bin Tunku Mohamad Jewa	Independent Non-Executive Director	Malaysian	-	-	-	-	-	-

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

1.3 Previous or Existing Directorships and Substantial Shareholdings in other Public Companies

Save as disclosed below, as at the date of this Prospectus, none of the Directors of the Company hold other directorships and/or have substantial shareholdings (representing 5% or more of the issued and paid-up share capital) in other public companies incorporated in Malaysia and overseas for the past 2 years:

Name	Company	Directorship	Appointed/ (Resigned)	<--- Substantial shareholding --->			
				<-- Direct -->		<--- Indirect --->	
				No. of shares	%	No. of shares	%
Kim Lim Chong	Multi-Usage Holdings Berhad	Independent Non-Executive Director	14.02.03	-	-	-	-
Tunku Dato' Dr Ismail bin Tunku Mohammad Jewa	P.I.E. Industrial Berhad	Independent Non-Executive Chairman	10.05.00	-	-	-	-
	Oriental Holdings Berhad	Independent Non-Executive Director	02.07.01	-	-	-	-
	Luster Industries Berhad	Independent Non-Executive Director	23.04.03	-	-	-	-

1.4 Directors' Remuneration

There will be no remuneration and benefits paid by the Company to the existing Directors of the Company for services rendered to the Group in all capacities for the financial year ended 30 September 2003. For the financial year ending 30 September 2004, the remuneration and benefits forecast to be paid by the Company to the Directors of the Company for services rendered to the Group in all capacities is estimated to be RM1.008 million.

The number of Directors of the Company in the various remuneration bands are set out as follows:

Financial year ending 30 September 2004	<--- Number of Directors --->	
	Executive Directors	Non-Executive Directors
Remuneration band		
Below RM100,000	-	3
RM100,000 to RM200,000	4	1
Above RM200,000	1	-

1.5 Involvement in other Businesses/Corporations

As at the date of this Prospectus, save for Chuah Ah Bee and Chan Kim Keow who are Executive Directors of Chuah Ah Bee Sdn Bhd ("CABS B") and Kebun Ngohoch (P.W) Sdn Bhd ("KNSB"), none of the Executive Directors of the Company are involved in other businesses/corporations. Chuah Ah Bee and Chan Kim Keow in their capacity as Executive Directors of CABS B and KNSB spend not more than 1% of their time in CABS B and KNSB as these companies are non-active property investment companies. Their involvement in CABS B and KNSB is not expected to have a material effect on the amount of time spent in their capacity as the Managing Director and Executive Director of CAB, respectively.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

2. AUDIT COMMITTEE

The composition of the Audit Committee of the Company is as follows:

Name	Designation	Directorship
Kim Lim Chong	Chairman of the Committee	Non-Executive and Independent
Ng Guak Hwei	Member of the Committee	Non-Executive and Independent
Leow Chan Kiang	Member of the Committee	Executive and Non-Independent

3. KEY MANAGEMENT
3.1 Profiles

The key management team of the CAB Group is headed by Chuah Ah Bee and comprises personnel with a wide array of experience in both the poultry and food industries and in the management of the various departments in the Group which includes, inter alia, the corporate affairs, business development, research and development, marketing and finance and administration. The members of the senior management team are as follows:

Chuah Hoon Phong, aged 24, is the Chief Operating Officer of the food processing division of the CAB Group. He obtained his Advanced Diploma in Business Studies from International College, Penang in 2000. He began his career with CABC as a Marketing Manager in 2000 overseeing the overall operations of the food processing division of the CABC Group for more than 2 years after completing his studies and was subsequently promoted as a Chief Operating Officer of the food processing division in October 2002. At present, he is actively involved in the day-to-day operations of the slaughter and processing plant in Segambut, Kuala Lumpur and is also assisting Chuah Ah Bee in the day-to-day operations of the poultry division of the Group.

Chew Chee Khong, aged 46, is the Chief Operating Officer of the fast food division of the CAB Group. He obtained his Bachelor Degree of Economics with Honours from the University of Malaya, Kuala Lumpur in 1980 and his Chartered Institute of Management Accountants ("CIMA") qualification in 1983. He is one of the founding members of the GG Group. He began his career in the banking industry and has held various positions in both commercial and merchant banks over a period of 15 years. Prior to joining Denko Industrial Corporation Berhad as the group General Manager in 1994, he was a Senior Manager of Corporate Banking in Utama Merchant Bank Berhad. In 1996, he ventured into business and established the Kyros Kebab outlets together with the other founding members of the GG Group. He was promoted as a Chief Operating Officer of the fast food division in October 2002. At present, he sits on the Board of Directors of several subsidiaries in GG Group.

Lim Sai Weng, aged 43, is the General Manager of the fast food division of the CAB Group. He obtained his Bachelor Degree of Engineering from the University of Malaya, Kuala Lumpur in 1984. He began his career with the Hong Leong group of companies in 1984 where he was in charge of the corporate planning, business development and operations audit. In 1999, he left the Hong Leong group of companies to work in the field of business development and marketing in Indonesia and China from 1991 to April 1999. In July 1999, he joined the Lion group of companies as the head of administration and was in-charge of marketing and sales of the group's tertiary education institution. He joined GGSB as a General Manager in January 2001 and is at present in charge of corporate planning and franchising.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

Dr Abdul Alim Sidique Bin Md. Shariff, aged 60, is the Veterinarian of the CAB Group. He obtained his Degree in Veterinary Medicine from Agricultural University, Bangladesh in 1971. He began his career with the State Veterinary Services, Penang as an Assistant Veterinary Officer in 1972 and was in-charge of the veterinary advisory services. He joined Majlis Perbandaran Seberang Prai, Penang as the head of Veterinary Department in 1982. In April 2001, he joined CABC as a Plant Manager and was in-charge of the daily operations of the food processing plant of CABC. He left CABC in February 2002 and rejoined CABC in January 2003. At present, his job functions in the CAB Group includes farm visits, monitoring the flock performance, preparing daily reports on flock progress and dealing with various government departments and agencies.

Md Salleh Bin Md Tahir, aged 61, is the Technical Manager of the CAB Group. He obtained his Diploma in Poultry Husbandry from Barneved College, Netherlands in 1973. He began his career with the State Veterinary Services, Kedah Darul Aman as an Assistant Veterinarian in 1962 and was subsequently promoted as an Assistant Veterinarian Officer in 1994. During his career with the State Veterinary Services, Kedah Darul Aman, he acted as the head of District of Kedah Darul Aman in implementing the National Agricultural Policy, extension work and advisory services. He was also the training officer of poultry production for the State Veterinary Services, Kedah Darul Aman. Having worked for the State Veterinary Services, Kedah Darul Aman since 1962, he has gained more than 30 years of experience in animal husbandry. He joined the CABC Group as an Assistant Technical Manager in November 2000 and was promoted as the Technical Manager of the CABC Group in October 2002. At present, his responsibilities include farm visits, monitoring the flock performance, advisory on vaccination programs, prevention, treatment and biosecurity measures, preparing daily reports on the progress of flock and dealing with various government departments and agencies. He was awarded the Pingat Perkhidmatan Cemerlang Negeri Kedah by the Sultan of Kedah in January 1986.

Tan Swee Seong, aged 45, is the Human Resource and Administration Manager of the CAB Group. He obtained his London Chamber of Commerce and Industry Third Level Certificate in Accounting in 1977. He began his career with Heap Seong Chan Sdn Bhd as a store clerk in 1977. He joined Mitashi Industries Sdn Bhd as a Production Manager in 1981 and was attached to Poe Thai (B'worth) Sdn Bhd from 1987 to 1994 in-charge of the accounting and purchasing functions of the company. He joined CABC as an Accounts Officer in March 1994 and was subsequently promoted as the Human Resource and Administration Manager of the CABC Group in March 2002. At present, he is in-charge of the CAB Group's daily administration functions which includes manpower planning and recruitment, training and development, payroll, workers' safety, licensing matters and other administrative related matters.

Kooy Lay Ean, aged 29, is the Accounting Manager of the CAB Group. She obtained her CIMA qualification from Tunku Abdul Rahman College in 1998. She began her career with Institute Maju Jaya, Penang as a Lecturer in accounting in 1999. She joined J.S. Soo & Co as an Auditor in 2000 and was subsequently promoted as a Senior Auditor in 2001. During her career with J.S. Soo & Co, she gained her experience in auditing of various companies ranging from small-sized enterprises to medium-sized manufacturing companies. She joined CABC as an Internal Auditor in May 2002 and was subsequently transferred to the Accounts Department as an Accounting Manager in October 2002. At present, she is responsible for the daily accounting functions of the CAB Group.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

Teh Kok Seong, aged 55, is the Operations Manager of the CAB Group. He obtained his Bachelor Degree in Science (majoring in Chemistry) from University of Bombay, India in 1974. He worked at Seong Hwa Poultry Farm, a broiler farm company from 1988 to 1990. Prior to joining JJSB as a Farm Executive in October 1996, he joined Teoh Jim Seng & Son Poultry Sdn Bhd, a poultry company in Kedah Darul Aman as a Farm Executive in 1991. He was promoted as the Operations Manager of the CAB Group in October 2002. At present, he is in-charge of the day-to-day operations of the CAB Group in Alor Setar, Kedah Darul Aman. He was awarded the Pingat Jasa Kebaktian by the Sultan of Kedah in January 2003.

Yong Chin Woo, aged 40, is the Marketing Manager of the food processing division of the CAB Group. He completed his secondary education in St John's Institution Secondary School, Kuala Lumpur in 1981. He began his career in Syarikat Aliaa Sdn Bhd, Brunei Darul Salam as a Sales Representative in 1985. He was a Sales Representative in Commantra Trading Co. from 1988 till 1999. He joined Fatric Sdn Bhd as a Marketing Manager in 1999 and subsequently left to join F.Y. Marketing Sdn Bhd as a Marketing Manager in August 2002. He joined CABG as a Marketing Manager in October 2002. At present, he is responsible for setting up new retail outlets and developing new markets for processed chicken and poultry related products of the CAB Group.

Sugumaran Nair A/L M Krishna Nair, aged 38, is the Franchise Development Manager of the CAB Group. He completed his secondary education in Stamford College in 1984 and started his career with McDonalds in Malaysia. After serving McDonalds as a management staff for about 10 years, he joined MBf Food Division which owned the master franchise of Grandy's and Carl's Jr. for the entire Asia Pacific region. He was the Franchise Manager for the International region for MBf Food Division for 4 years developing Philippines, Indonesia, Thailand and Korea. He has also been trained in Operations, Training, Marketing and Franchising in Carl Karcher University in Anaheim, California, USA. He then moved on to Q-dees, a pre school education company as a Franchise & Marketing Manager for 4 years. He has also ventured into his own food business developing a home-grown pizza shop with his own recipe for 3 years. He has a total of 17 years of experience in the field of operations, training, marketing and 8 years in franchising. At present, his responsibilities as a Franchise Development Manager in Kyros Kebab is to secure and select potential franchisees, identify new locations for the outlets and assist in matters pertaining to pre-opening of new outlets.

Lim Chin Seng, aged 41, is the Farm Manager of the CAB Group. Upon completing his primary education in 1974, he immediately began his career with Union Farm as a Hatchery Supervisor. Prior to joining CABG as Farm Supervisor in 1991, he joined Sum Leong Poultry, a company involved in the hatching eggs into DOCs, in 1984. He has more than 20 years experience in managing various breeder farms and in hatching of eggs into DOCs. At present, he is in-charge of the day-to-day operations of the CAB Group's breeder farm and hatchery centre in 227, Kampung Nenas, Kuala Tasek, 14100 Bukit Mertajam, Penang.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)
3.2 Shareholdings in the Company

The key management of the CAB Group and their respective shareholdings in the Company as at the date hereof, before and after the Issues, are as follows:

Key management	Designation	Before Issues			After Issues		
		Direct No. of CAB Shares	Indirect No. of CAB Shares	Percentage of share capital %	Direct No. of CAB Shares	Indirect No. of CAB Shares	Percentage of share capital %
Chuah Hoon Phong	Chief Operating Officer of the food processing division	-	-	-	*700,000	-	0.88
Chew Chee Khong	Chief Operating Officer of the fast food division	3,724,114	-	5.91	570,000	-	0.71
Lim Sai Weng	General Manager of the fast food division	-	-	-	*88,000	-	0.11
Dr Abdul Alim Sidique Bin Md. Shariff	Veterinarian	-	-	-	*10,000	-	0.01
Md Salleh Bin Md Tahir	Technical Manager	-	-	-	*20,000	-	0.03
Tan Swee Seong	Human Resource and Administration Manager	-	-	-	*100,000	-	0.13
Koay Lay Ean	Accounting Manager	-	-	-	*20,000	-	0.03
Teh Kok Seong	Operations Manager	-	-	-	*50,000	-	0.06

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

3.2 Shareholdings in the Company (Cont'd)

Key management	Designation	Before Issues		After Issues			
		Direct	Indirect	Direct	Indirect		
		No. of CAB Shares	Percentage of share capital %	No. of CAB Shares	Percentage of share capital %	No. of CAB Shares	Percentage of share capital %
Yong Chin Woo	Marketing Manager of the food processing division	-	-	*20,000	0.03	-	-
Sugumarani Nair A/L M Krishna Nair	Franchise Development Manager	-	-	*10,000	0.01	-	-
Lim Chin Seng	Farm Manager	-	-	*50,000	0.06	-	-

Note:

* The direct shareholdings are based on the assumption that the Public Issue Shares allocated to the eligible employees of CAB and its subsidiaries pursuant to the Public Issue are fully taken up by the respective employees.

3.3 Involvement in other Businesses/Corporations

As at the date of this Prospectus, none of the key management of the Company is involved in other businesses/corporations.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)**4. PROMOTERS**

4.1 The promoters of the Company and their respective shareholdings in the Company as at the date hereof, before and after the Issues, are as follows:

Name	Before Issues		After Issues	
	Direct	Indirect	Direct	Indirect
	No. of CAB Shares	Percentage of share capital %	No. of CAB Shares	Percentage of share capital %
Zakaria Bin Hashim	4,468,000	7.09	11,268,000	14.08
Chuah Ah Bee	33,258,636	52.76	29,157,996	36.45
Chan Kim Keow	13,720,910	21.76	11,820,000	14.77
Khoo Chee Kong	5,959,512	9.45	960,000	1.20

4.2 The profiles of the promoters are set out in Section 1.1 of this Part of this Prospectus.

4.3 None of the promoters has any substantial shareholdings in other public companies for the 2 years preceding the date of this Prospectus.

4.4 The knowledge and experience of the promoters and their involvement in the management of the Group are fully set out in Section 1.1 of this Part of this Prospectus.

4.5 The changes in the shareholdings of the promoters since the date of incorporation of CAB are set out in Section 5.3 of this Part of this Prospectus.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

5. SUBSTANTIAL SHAREHOLDERS

5.1 Shareholdings in the Company

The substantial shareholders of the Company and their respective shareholdings in the Company as at the date hereof, before and after the Issues, are as follows:

Substantial shareholders	Designation	Nationality/ Place of incorporation	Before Issues			After Issues		
			Direct	Indirect	Indirect	Direct	Indirect	Indirect
			No. of CAB Shares	Percentage of share capital %	No. of CAB Shares	Percentage of share capital %	No. of CAB Shares	Percentage of share capital %
Zakaria Bin Hashim	Chairman	Malaysian	4,468,000	7.09	-	11,268,000	14.08	-
Chuah Ah Bec	Managing Director	Malaysian	33,258,636	52.76	-	29,157,996	36.45	-
Chan Kim Keow	Executive Director	Malaysian	13,720,910	21.76	-	11,820,000	14.77	-

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

5.2 Previous or Existing Directorships or Substantial Shareholdings in other Public Companies

None of the substantial shareholders has any previous or existing directorships or substantial shareholdings in other public companies.

5.3 Changes in Substantial Shareholders and their Direct Shareholdings

The changes in the direct shareholdings of the substantial shareholders of CAB since the date of incorporation of CAB up to the date of this Prospectus based on the Register of Substantial Shareholders of the Company are as follows:

Substantial shareholders	<--As at ⁽¹⁾ 20 June 2002-->		<-As at ⁽²⁾ 8 August 2003-->	
	No. of ordinary shares of RM1.00 each	Percentage of share capital %	No. of CAB Shares	Percentage of share capital %
Ng Ai Gaik	1	50.00	2	*
Cheah Chye Khim	1	50.00	2	*
Chuah Ah Bee	-	-	33,258,636	52.76
Chan Kim Keow	-	-	13,720,910	21.76
Zakaria Bin Hashim	-	-	4,468,000	7.09

Notes:

(1) Being the date of incorporation of CAB.

(2) Being the date of completion of the Acquisitions.

* Less than 0.01%.

6. SERVICE AGREEMENTS

Save for the contracts expiring or terminable by the employing company without payment or compensations (other than statutory compensation), there are no existing or proposed service agreements between the Directors and key management of the CAB Group with the Company and/or its subsidiaries.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

7. OFFERORS

7.1 The Offerors of the Offer Shares and their respective shareholdings in the Company based on the Register of Substantial Shareholders and Register of Members of the Company as at the date hereof are as follows:

Offerors	Designation	←After Acquisitions→		←After Offer for Sale→	
		←Direct→ No. of CAB Shares	Percentage of share capital %	←Direct→ No. of CAB Shares	Percentage of share capital %
Chuah Ah Bee	Group Managing Director	33,258,636	52.76	29,157,996	36.45
Chan Kim Keow	Executive Director	13,720,910	21.76	11,820,000	14.77
Khoo Chee Kong	Executive Director	5,959,512	9.45	960,000	1.20
Chew Chee Khong	Chief Operating Officer of the fast food division	3,724,114	5.91	570,000	0.71
Chong Shu Choy	-	744,824	1.18	100,000	0.13

7.2 The profiles of Chuah Ah Bee, Chan Kim Keow and Khoo Chee Kong are set out in Section 1.1 of this Part of this Prospectus. The profile of Chew Chee Khong is set out in Section 3 of this Part of this Prospectus. There is no profile prepared on Chong Shu Choy as he will not be a substantial shareholder, promoter, Director or key management of the CAB Group after the Offer for Sale. Chong Shu Choy has resigned from his position as a Production Manager of the GG Group with effect from 1 May 2003.

7.3 None of the Offerors has any substantial shareholdings in other public companies for the 2 years preceding the date of this Prospectus.

8. RELATIONSHIPS AND ASSOCIATIONS

Save as disclosed below, there is no other family relationship and association between the Directors, substantial shareholders, promoters, Offerors and key management of the CAB Group:

- (i) Chuah Ah Bee and Chan Kim Keow are husband and wife; and
- (ii) Chuah Hoon Phong is the son of Chuah Ah Bee and Chan Kim Keow.

VIII. INFORMATION ON DIRECTORS, KEY MANAGEMENT, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND OFFERORS (CONT'D)

9. DECLARATION BY DIRECTORS AND KEY MANAGEMENT

Save as disclosed below, none of the Directors, key management or person nominated to become a director or key management is or has been involved in any of the following events:

- (i) a petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he was or is a partner or any corporation of which he was or is a director or senior executive officer;
- (ii) a charge and/or conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or
- (iii) being the subject of any order, judgement or ruling of any court, tribunal or government body of competent jurisdiction permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

Zakaria Bin Hashim was the Non-Executive Director of Wind Hill Development Construction Sdn Bhd, which has been wound-up in 2001. A bankruptcy order was taken against Zakaria Bin Hashim which has been discharged on 3 August 1992 whereby he acted as a third party guarantor for Haji Jaafar Ismail.

Zakaria Bin Hashim, Khoo Chee Kong and Chew Chee Khong are the Directors of GGSB which was served with a winding-up petition by Sri Manisan Sdn Bhd for the debt owing of RM6,245 and was subsequently withdrawn on 24 September 1999 as the claim was settled by GGSB with the petitioner.

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IX. APPROVALS, CONDITIONS AND MORATORIUM

1. APPROVALS AND CONDITIONS FROM AUTHORITIES

In conjunction with and as an integral part of the listing of and quotation for the entire issued and paid-up share capital of CAB on the Second Board of the KLSE, the Company undertook a restructuring exercise, details of which are set out in Section 3 of Part V of this Prospectus, which was approved by the FIC on 6 March 2003, MITI on 18 March 2003, and SC on 7 August 2003 and 16 October 2003. The conditions imposed by the FIC, MITI and SC and the status of compliance are set out as follows:

Authority	Conditions Imposed	Status of Compliance
FIC	CAB should have at least 30% Bumiputera equity interest upon its listing.	To be complied.
MITI	1. The allocation of the 19,532,000 shares (14,800,000 Offer Shares and 4,732,000 Public Issue Shares) is subject to the approval of the MITI and the distribution shall be determined after the approval of the SC on the Listing has been obtained.	The approval from the MITI for the allocation of the 14,800,000 Offer Shares and 4,732,000 Public Issue Shares was obtained on 18 September 2003 and 11 November 2003.
	2. The approvals of the FIC and SC are obtained.	Complied. The approval of the FIC and SC was obtained on 6 March 2003, and 7 August 2003 and 16 October 2003, respectively.
	3. The recognition of Zakaria Bin Hashim as the existing Bumiputera shareholder of CAB and the recognition of the 5.58% equity interest held is conditional upon 30% of the shares recognised may be sold within 12 months from the Listing while the remaining 70% may be sold in stages with the prior approval of the MITI.	To be complied.
	4. The recognition of certain Bumiputera investors as Bumiputera shareholders of CAB is subject to the condition that 30% of the CAB Shares allocated to the Bumiputera investors may be sold 3 months after Listing while the remaining 70% may be sold in stages with prior approval from the MITI unless they are Tier 1 Bumiputera shareholders.	To be complied.
SC	1. Moratorium is imposed on the sale of the 36,000,000 CAB Shares ("Moratorium Shares") representing 45% of the enlarged issued and paid-up share capital of CAB, held by the substantial shareholders of CAB as set out in paragraph 6.24 of the SC Guidelines. The substantial shareholders are not allowed to sell, transfer or assign the Moratorium Shares for 1 year from the date of listing of CAB on the KLSE.	To be complied.

The details of the moratorium are as follows:

Shareholders	No. of CAB Shares placed under moratorium	Percentage of share capital %
Chuah Ah Bee Chan Kim Keow	25,615,890	32.02
	10,384,110	12.98
	<u>36,000,000</u>	<u>45.00</u>

IX. APPROVALS, CONDITIONS AND MORATORIUM (CONT'D)

Authority	Conditions Imposed	Status of Compliance																		
SC (cont'd)	2. CAB is required to furnish an undertaking letter to undertake that the respective subsidiaries shall endeavour, to the extent possible, to comply with the requirements imposed on the landed properties of the subsidiaries within 6 months from the date of the SC's approval letter and to notify the SC at the end of each month the status of compliance.	CAB had on 29 August 2003 given an undertaking to the SC. CAB had on 29 August 2003, 30 September 2003 and 28 October 2003 written to the SC on the status of compliance.																		
	<table border="1"> <thead> <tr> <th>Title</th> <th>Owner</th> <th>Conditions imposed</th> </tr> </thead> <tbody> <tr> <td>PT No. 34113, Title No. H.S.(D) 27870, Mukim of Batu, District of Gombak, State of Selangor</td> <td>GGSB</td> <td>To obtain the CFO for the extension</td> </tr> <tr> <td>Lot No. 16473, Title No. PN 10, Mukim of Batu, District of Kuala Lumpur, State of Wilayah Persekutuan, Kuala Lumpur</td> <td>JJSB</td> <td>Rectification of the lean-to extension</td> </tr> <tr> <td>Lot Nos. 1280 to 1283, Title Nos. GM 205 to GM 208 respectively, Mukim of Pumpung, District of Kota Setar, State of Kedah</td> <td>JJSB</td> <td>Rectification of the extension and other structural changes carried out without the prior approval of the relevant authorities</td> </tr> <tr> <td>Lot No. 350, Title No. GM 2045, Mukim of Jabi, District of Pokok Sena, State of Kedah</td> <td>JJSB</td> <td>Obtain the approval of the relevant authorities to change the express condition in the title to "ternakan ayam"</td> </tr> <tr> <td>Lot No. 356, Title No. GM 2050, Mukim of Jabi, District of Pokok Sena, State of Kedah</td> <td>JJSB</td> <td>Obtain the approval of the relevant authorities to change the express condition in the title to "ternakan ayam"</td> </tr> </tbody> </table>	Title	Owner	Conditions imposed	PT No. 34113, Title No. H.S.(D) 27870, Mukim of Batu, District of Gombak, State of Selangor	GGSB	To obtain the CFO for the extension	Lot No. 16473, Title No. PN 10, Mukim of Batu, District of Kuala Lumpur, State of Wilayah Persekutuan, Kuala Lumpur	JJSB	Rectification of the lean-to extension	Lot Nos. 1280 to 1283, Title Nos. GM 205 to GM 208 respectively, Mukim of Pumpung, District of Kota Setar, State of Kedah	JJSB	Rectification of the extension and other structural changes carried out without the prior approval of the relevant authorities	Lot No. 350, Title No. GM 2045, Mukim of Jabi, District of Pokok Sena, State of Kedah	JJSB	Obtain the approval of the relevant authorities to change the express condition in the title to "ternakan ayam"	Lot No. 356, Title No. GM 2050, Mukim of Jabi, District of Pokok Sena, State of Kedah	JJSB	Obtain the approval of the relevant authorities to change the express condition in the title to "ternakan ayam"	<p>Complied. The CFO has been issued on 19 June 2003.</p> <p>The architect has on 29 September 2003 written to the Dewan Bandaraya Kuala Lumpur to seek its opinion on the lean-to extension erected prior to making any official applications to the authority.</p> <p>Complied. The as-built plan for the extension and other structural changes has been approved by the Majlis Perbandaran Kota Setar on 26 April 2003. The structural changes have been rectified in accordance to the approved as-built plan and the draughtsman has on 8 October 2003 confirmed that a CFO is not required for the extension and structural changes.</p> <p>Complied. The letter of approval from the Pejabat Tanah Daerah Kecil Pokok Sena ("PTPS") to change the express condition has been issued on 30 July 2003 and the title has been endorsed accordingly.</p> <p>Complied. The letter of approval from the PTPS to change the express condition has been issued on 30 July 2003 and the title has been endorsed accordingly.</p>
Title	Owner	Conditions imposed																		
PT No. 34113, Title No. H.S.(D) 27870, Mukim of Batu, District of Gombak, State of Selangor	GGSB	To obtain the CFO for the extension																		
Lot No. 16473, Title No. PN 10, Mukim of Batu, District of Kuala Lumpur, State of Wilayah Persekutuan, Kuala Lumpur	JJSB	Rectification of the lean-to extension																		
Lot Nos. 1280 to 1283, Title Nos. GM 205 to GM 208 respectively, Mukim of Pumpung, District of Kota Setar, State of Kedah	JJSB	Rectification of the extension and other structural changes carried out without the prior approval of the relevant authorities																		
Lot No. 350, Title No. GM 2045, Mukim of Jabi, District of Pokok Sena, State of Kedah	JJSB	Obtain the approval of the relevant authorities to change the express condition in the title to "ternakan ayam"																		
Lot No. 356, Title No. GM 2050, Mukim of Jabi, District of Pokok Sena, State of Kedah	JJSB	Obtain the approval of the relevant authorities to change the express condition in the title to "ternakan ayam"																		

IX. APPROVALS, CONDITIONS AND MORATORIUM (CONT'D)

Authority	Conditions Imposed	Owner	Conditions imposed	Status of Compliance
SC (cont'd)	Title Lot No. 1732 and 1733, Title Nos. GM 1061 and GM 1062 respectively, Mukim of Jabi, District of Pokok Sena, State of Kedah	JJSB	Obtain the approval of the relevant authorities to change the express condition in the title to "ternakan ayam"	Complied. The letter of approval from the PTPS to change the express condition has been issued on 30 July 2003 and the titles have been endorsed accordingly.
	Lot No. 638, Title No. GRN 42224, Town of Darul Aman, District of Kubang Pasu, State of Kedah	JJSB	Rectification of the extension works carried out without the prior approval of the relevant authorities	Complied. The as-built plan for the extension work has been approved by the Majlis Daerah Kubang Pasu on 1 June 2003 and the draughtsman has on 28 October 2003 confirmed that a CFO is not required for the extension work.
	Lot Nos. 1108 and 1133, Title Nos. GM 177 and GM 200 respectively, Mukim of Relau, District of Bandar Baharu, State of Kedah	CABC	Obtain the approval of the relevant authorities to change the express condition in the title to "penternakan (ayam)"	The approval from the Pejabat Tanah Bandar Baharu for Lot No. 1133, Title No. GM 200, Mukim of Relau has been issued on 13 September 2003. The title is pending endorsement by the land office. The express condition of Lot No. 1108, Title No. GM 177, Mukim of Relau will not be changed as the land is not used for poultry farming.
	Lot No. P.T. 3824, Title No. H.S.(D) 31357, Mukim 1, District of Seberang Perai Tengah, State of Penang	CABC	<ul style="list-style-type: none"> Obtain the approval for the building plan which was submitted to the Majlis Perbandaran Seberang Perai on 21 May 2003 and CFO; and Notify the SC once the renovation works have been completed 	The building extension plan has been approved by the Majlis Perbandaran Seberang Perai ("MPSP") on 6 June 2003. The CFO for the cold rooms constructed is pending approval by the relevant authorities. Complied. The confirmation by the architect that the renovation work has been completed in accordance to the approved building extension plan has been submitted to the SC on 30 September 2003.

IX. APPROVALS, CONDITIONS AND MORATORIUM (CONT'D)

Authority	Conditions Imposed		Status of Compliance	
SC (cont'd)	Title	Owner	Conditions imposed	
	Lot No. 2547, Title No. H.S.(M) 822, Mukim 10, District of Seberang Perai Tengah, State of Penang	CABC	<ul style="list-style-type: none"> Obtain the approval for the extension; and Obtain the CFO for all the buildings constructed on the land 	<p>Complied. The building extension plan has been approved by the MPSP on 18 April 2003.</p> <p>The tenant is in the midst of seeking the confirmation from the local authority on the requirement of a CFO for the extension works.</p>
	Lot Nos. 6078, 6079 and 6695, Title Nos. GM 3065, GM 3047 and GRN 48421, Mukim of Sayung, District of Kuala Kangsar, State of Perak	CABB	Obtain the approval of the relevant authorities to change the express condition in the title to "penteranakan"	CABB has on 24 June 2002 submitted the applications to the relevant authority to change the express condition on the titles which are pending approval.
	3.	CAB is to declare to the SC that all issues in relation to the tax position of the CAB Group, inclusive of the writ of summons by the Inland Revenue Board dated 5 September 2001 in respect of the disposal of the landed properties owned by CABC to Aseania Development Sdn Bhd and the notice of withdrawal has been resolved before the Prospectus is issued.		CAB has on 8 October 2003 declared to the SC that there is no outstanding issue in relation to the tax position of the CAB Group and that the writ of summons has been discontinued.
	4.	Any future transactions between the CAB Group and promoters, Directors and substantial shareholders or companies connected with the promoters, Directors or substantial shareholders must be conducted on an arms-length basis and not based on terms which are more favourable than the normal commercial terms which would disadvantage the CAB Group. The Audit Committee is required to monitor and the Directors of the Company are required to report such transactions in the annual report of the CAB Group.		To be complied.
	5.	Any subsidiary of CAB which operates outside of Malaysia (existing or to be incorporated/acquired in the future) must pay dividend to the holding company in Malaysia each year in the event it records profits (or have retained profits which are not allocated). The requirement to pay a yearly dividend must be complied with continuously in the future as long as the subsidiaries remain within the CAB Group.		To be complied.
		The SC noted that CAB has 2 foreign subsidiaries, namely KKPL and SKK which are subsidiaries of KKOY, a subsidiary of GGSB.		

IX. APPROVALS, CONDITIONS AND MORATORIUM (CONT'D)

Authority	Conditions Imposed	Status of Compliance
SC (cont'd)	<p>6. CAB is required to fully comply with all requirements in relation to the implementation of the listing exercise of the Company as stated in the SC Guidelines.</p> <p>7. In relation to the utilisation of proceeds from the Public Issue, the conditions to be complied with are as follows:</p> <p>(i) Approval of the SC must be obtained for any change to the initial utilisation of the proceeds in the event the change involves utilisation for purposes other than the core business of the CAB Group;</p> <p>(ii) Approval of the shareholders of CAB must be obtained for any change equal to 25% or more of the original utilisation of proceeds from the Public Issue. If the change contemplated is less than 25%, appropriate disclosure must be made to the shareholders of CAB;</p> <p>(iii) Disclosure of the time frame for the utilisation of proceeds must be made in the Prospectus.</p> <p style="padding-left: 40px;">Any extension of time from the time frame set by CAB for the utilisation of proceeds has to be approved by a resolution of the Board of Directors of CAB and must be fully disclosed to the KLSE;</p> <p>(iv) Appropriate disclosure on the status of the utilisation of proceeds must be made in the quarterly and annual reports of CAB until the proceeds have been fully utilised.</p> <p>8. CIMB and CAB are required to give written confirmations on compliance of the entire terms and conditions of approval for the proposed listing, after it has been completed.</p> <p>9. The 6,000,000 CAB Shares that is to be allocated to the Malaysian public by way of balloting can only be clawed-back for private placement if there is an under-subscription of the shares under balloting, and the amount that can be clawed-back is restricted to the number of shares not subscribed by way of balloting.</p>	<p>Complied/To be complied.</p> <p>To be complied (if applicable).</p> <p>To be complied (if applicable).</p> <p>Complied. Appropriate disclosure has been made in Section 7 of Part III of this Prospectus.</p> <p>To be complied (if applicable).</p> <p>To be complied.</p> <p>To be complied.</p> <p>To be complied (if applicable).</p>

2. MORATORIUM ON SALE OF SHARES

In conjunction with the Listing, two promoters of CAB have agreed to a moratorium on the sale of their shares.

Pursuant to the SC's Guidelines, the belowmentioned promoters of the Company will not be allowed to sell, transfer or assign their respective portion of shareholdings, as tabulated in column II below and amounting to 36,000,000 CAB Shares, representing 45% of the enlarged issued and paid-up share capital of the Company after the Issues for 1 year from the date of admission of the Company to the Official List of the Second Board of the KLSE.

IX. APPROVALS, CONDITIONS AND MORATORIUM (CONT'D)

Details of the two promoters of the Company who will be subjected to the moratorium, as approved by the SC, are as follows:

Shareholders	I ←----- After Issues ----->		II ←-- Under Moratorium --->	
	No. of CAB Shares	Percentage of share capital %	No. of CAB Shares	Percentage of share capital %
Chuah Ah Bee	29,157,996	36.45	25,615,890	32.02
Chan Kim Keow	11,820,000	14.77	10,384,110	12.98
Total	40,977,996	51.22	36,000,000	45.00

The restriction, which is fully accepted by the two promoters above, being the controlling shareholders, is specifically endorsed on the share certificates representing its shareholding, which are under moratorium to ensure that trading of these shares, are not allowed in compliance with the restriction imposed by the SC.

The remarks to be endorsed on these share certificates are as follows:

"The shares comprised herein are not capable of being sold, transferred or assigned for a period as determined by the SC ("Moratorium Period"). Accordingly, the shares comprised herein will not constitute good delivery pursuant to the Rules of the Exchange during the moratorium period. No share certificate or certificates will be issued to replace this certificate unless the same shall be endorsed with this restriction."

X. CONFLICT OF INTERESTS, RELATED PARTY TRANSACTIONS AND INTERESTS IN ASSETS

1. CONFLICT OF INTERESTS

There is no existing or potential conflict of interests between the CAB Group and its Adviser, Placement Agent and Underwriter, Reporting Accountants, Solicitors, Valuers, Registrar and Independent Market Research Consultant as set out in Part I of this Prospectus.

2. RELATED PARTY TRANSACTIONS WITH DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

Save as disclosed below, there are no transactions, existing or potential, entered or to be entered by CAB or its subsidiaries, which involve the interest, direct or indirect, of the Directors, substantial shareholders of CAB and/or persons connected to them as defined under Section 122A of the Act:

- (i) On 1 January 2003, GGSB entered into a tenancy agreement with ZL Management Services Sdn Bhd to rent a four and a half storey shophouse known as No. 24, Jalan Lumut, Damai Kompleks, 50400 Kuala Lumpur for a monthly rental of RM5,200 from 1 January 2003 till 31 December 2004. Zakaria Bin Hashim is a Director and substantial shareholder of GGSB and he is also a Director and substantial shareholder of ZL Management Services Sdn Bhd.

The tenancy agreement was entered into in the ordinary course of business of GGSB on commercial terms.

- (ii) On 25 July 2002, BTFF entered into a tenancy agreement with Chuah Ah Bee Sdn Bhd to rent Lot No. 4510, Mukim 15, Daerah Seberang Perai Tengah, Penang for a monthly rental of RM500 from 1 July 2002 to 30 September 2002 and RM1,000 from 1 October 2002 to 30 June 2004. Chuah Ah Bee and Chan Kim Keow are the Directors and substantial shareholders of Chuah Ah Bee Sdn Bhd.

The tenancy agreement was entered into in the ordinary course of business of BTFF on commercial terms.

There is no transaction, existing or potential, entered or to be entered by CAB or its subsidiaries which involve the interest, direct or indirect, of the key management of the Group.

There is no transaction that is unusual in its nature or conditions, involving goods, services, or tangible or intangible assets, to which CAB or any of its subsidiaries or substantial shareholders was a party in respect of the past financial year ended 30 September 2002 and the 9 months ended 30 June 2003 and in the subsequent financial year immediately preceding the date of this Prospectus.

There is no amount of outstanding loans (including guarantees of any kind) made by CAB or any of its subsidiaries or substantial shareholders to or for the benefit of any Directors, substantial shareholders of CAB and/or persons connected to them as defined under Section 122A of the Act as at the date of this Prospectus.

3. INTEREST IN A SIMILAR TRADE

None of the Directors and substantial shareholders of CAB has any interest, direct or indirect, in any business or company carrying on a similar trade as the Company or its subsidiaries.

X. CONFLICT OF INTERESTS, RELATED PARTY TRANSACTIONS AND INTERESTS IN ASSETS (CONT'D)

4. INTERESTS IN MATERIAL ASSETS

Save as disclosed below and the Acquisitions, none of the Directors or substantial shareholders of CAB has any interest, direct or indirect, in any promotion of, or in any material assets which have been, within the 2 years preceding the date of this Prospectus, acquired by, disposed of by or leased to or proposed to be acquired by, disposed of by or leased to CAB or its subsidiaries:

- (i) On 22 July 2002, CABC entered into a sale and purchase agreement to purchase Lot No. 4420, Mukim 12, Daerah Seberang Perai Utara, Penang held under HS(D) 531 from Chuah Ah Bee for a purchase consideration of RM348,185;
- (ii) On 22 July 2002, CABC entered into a sale and purchase agreement to purchase all assets free from all encumbrances on Lot No. 4420, Mukim 12, Daerah Seberang Perai Utara, Penang held under HS(D) 531 from Chuah Ah Bee for a purchase consideration of RM175,000;
- (iii) On 25 July 2002, BTFF entered into a tenancy agreement with Chuah Ah Bee Sdn Bhd to rent Lot No. 4510, Mukim 15, Daerah Seberang Perai Tengah, Penang for a monthly rental of RM500 from 1 July 2002 to 30 September 2002 and RM1,000 from 1 October 2002 to 30 June 2004. Chuah Ah Bee and Chan Kim Keow are the Directors and substantial shareholders of Chuah Ah Bee Sdn Bhd;
- (iv) On 8 August 2002, CABC entered into a sale and purchase agreement to purchase Lot No. 3268, Section 4, Town of Butterworth, Daerah Seberang Perai Utara, Penang held under Geran No. 39619 from Chuah Ah Bee for a purchase consideration of RM170,000;
- (v) On 23 September 2002, CABC entered into a share sale agreement to sell 11,000 ordinary shares of RM100.00 each in Kebun Ngohoch (P.W) Sdn Bhd to Chan Kim Keow for a purchase consideration of RM2,300,000;
- (vi) On 2 October 2002, CABC entered into a sale and purchase agreement to sell Lot No. 1349 held under GM 382, Lot No. 58 held under GM 452, Lot No. 1350 held under GM 383, Lot No. 13919 held under GM 367, Lot No. 1320 held under GM 368, Lot No. 1351 held under GM 384, Lot No. 25 held under GM 447, all at Mukim 17, Daerah Seberang Perai Tengah, Penang to Chuah Ah Bee for a purchase consideration of RM1,100,000;
- (vii) On 2 October 2002, CABC entered into a sale and purchase agreement to sell Lot No. 137, Mukim 10, Daerah Seberang Perai Tengah, Penang held under GM 148 and Lot No. 2546, Mukim 10, Daerah Seberang Perai Tengah, Penang held under HS(M) 921 to Chuah Ah Bee for a purchase consideration of RM1,641,000;
- (viii) On 2 October 2002, CABC entered into a sale and purchase agreement to sell ½ undivided shares of Lot Nos. 22 and 1454, Mukim 4, Daerah Seberang Perai Tengah, Penang held under Geran Mukim Nos. GM 115 and 123, respectively to Chuah Ah Bee for a purchase consideration of RM150,000; and
- (ix) On 1 January 2003, GGSB entered into a tenancy agreement with ZL Management Services Sdn Bhd to rent a four and a half storey shophouse known as No. 24, Jalan Lumut, Damai Kompleks, Kuala Lumpur for a monthly rental of RM5,200 from 1 January 2003 till 30 December 2004. Zakaria Bin Hashim is a Director and substantial shareholder of ZL Management Services Sdn Bhd.