

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT

### 5.1 Promoters

#### 5.1.1 Particulars and Shareholdings

The Promoters of DBE and their respective shareholdings in the Company are as follows:-

Name	Nationality/ Place of Incorporation	No. of DBE Ordinary Shares Held After The IPO			
		Direct	%	Indirect	%
Dato' Ding Chong Chow	Malaysian	12,265,641	2.83	230,089,144	37.61
Raja Taharudin bin Raja Datuk Nong Chik	Malaysian	315,813,569	19.77	-	-
Ding Seng Huat	Malaysian	11,474,907	1.84	-	-
Ding Choon Yung	Malaysian	11,474,907	1.84	-	-
Cheng Lay Miew	Malaysian	11,474,907	1.84	-	-
Hong Lew Wea	Malaysian	11,474,907	1.84	-	-
Fortune Junction	Malaysia	30,089,144	37.61	-	-
PNS	Malaysia	5,076,018	6.35	-	-

*Notes:*

- (1) Including their respective entitlements under the pink-form allocation which had been renounced to the eligible employees and/or business associates of the DBE Group on 2 December 2003.
- (2) Deemed interested by virtue of his substantial interest in Fortune Junction.
- (3) Including his entitlement under the pink form allocations and 15,228,052 shares held through OSK Nominees (Tempatan) Sdn Bhd.

#### 5.1.2 Profile of Promoters

The profiles of Dato' Ding Chong Chow, Raja Taharudin bin Raja Datuk Nong Chik, Ding Choon Yung, Ding Seng Huat, Cheng Lay Miew and Hong Lew Wea, who are the Directors of DBE, are set out in Section 5.3.2 of this Prospectus.

#### **PROFILE OF FORTUNE JUNCTION**

Fortune Junction is a company incorporated in Malaysia under the Companies Act, 1965 on 14 January 2002, having an authorised share capital of RM10,000,000 divided into 10,000,000 ordinary shares of RM1.00 each and an issued and paid-up capital of RM10,000,000 divided into 10,000,000 ordinary shares of RM1.00 each. Its principal activity is investment holding.

The directors of Fortune Junction and their respective shareholdings in the company as at 15 December 2003 (being the latest practicable date prior to the printing of this Prospectus) are as follows:-

Directors	Nationality	Total No. of Ordinary Shares Held in Fortune Junction			
		Direct	%	Indirect	%
Dato' Ding Chong Chow	Malaysian	9,202,563	92.03	-	-
Ding Seng Huat	Malaysian	556,253	5.56	-	-
Ding Choon Yung	Malaysian	241,184	2.41	-	-
Cheng Lay Miew	Malaysian	-	-	-	-
Hong Lew Wea	Malaysian	-	-	-	-

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)

The shareholders of Fortune Junction and their respective shareholdings in the company as at 15 December 2003 (being the latest practicable date prior to the printing of this Prospectus) are as follows:-

Shareholders	Nationality	Total No. of Ordinary Shares Held in Fortune Junction			
		Direct	%	Indirect	%
Dato' Ding Chong Chow	Malaysian	9,202,563	92.03	-	-
Ding Seng Huat	Malaysian	556,253	5.56	-	-
Ding Choon Yung	Malaysian	241,184	2.41	-	-

### PROFILE OF PNS

PNS is a company incorporated in Malaysia under the Companies Act, 1965 on 29 November 1969, having an authorised share capital of RM1,000,000,000 divided into 1,000,000,000 ordinary shares of RM1.00 each and an issued and paid-up share capital of RM751,012,180 divided into 751,012,180 ordinary shares of RM1.00 each. Its principal activity is investment holding.

The directors of PNS and their respective shareholdings in PNS as at 15 December 2003 (being the latest practicable date prior to the printing of this Prospectus) are as follows:-

Directors	No. of Shares Held	% effective Bumiputra
YBhg. Dato' Md Desa b. Pachi	-	-
YBhg. Datuk Haji Hanafi b. Ramli	-	-
YBhg. Datuk Syed Tamim Ansari b. Syed Mohamed	-	-
Hanifah bt. Hassan	-	-
Mustaffa Kamil b. Md Ismail	-	-
YBhg. Dato' Abd. Rahman b. Husin	-	-

The shareholders of PNS and their respective shareholdings in the company as at 15 December 2003 (being the latest practicable date prior to the printing of this Prospectus) are as follows:-

Shareholders	No. of Shares Held	% effective Bumiputra
Minister of Finance (Incorporated)	746,762,178	99.43
Bumiputra-Commerce Finance Berhad	2,000,000	0.27
Sharikat Nominee Bumiputra Tempatan	1,000,000	0.13
Lembaga Tabung Haji	500,000	0.07
Perbadanan Kemajuan Negeri Selangor	500,000	0.07
Perbadanan Kemajuan Negeri Perak	250,000	0.03
The Estate of Mohd Raslan b. Dato' Abdullah	1	-
Federal Land Commissioner	1	-
<b>Total</b>	<b>751,012,180</b>	<b>100.00</b>

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)

### 5.1.3 Directorships and Substantial Shareholdings of Promoters in All Other Public Companies for the Past Two Years

Save as disclosed below, none of the other Promoters have any directorships and/or substantial shareholdings in other public companies for the past two (2) years preceding 15 December 2003 (being the latest practicable date prior to the printing of this Prospectus):-

Name of Promoters	Name of Company	Year Appointed	Total no. of shares held		%	Principal Activities	
			Direct	Indirect			
PNS	APM Industries Holdings Berhad	-	1,680,000	30.00	-	Manufacture and supply of wire harness. It comprises of combination of automotive wires, terminals and connectors, which coordinating and controlling the operations of the whole electrical distribution system of vehicle	
	Cybron Holdings Berhad	-	4,400,000	14.05	-	Investment holding company	
	DBE Guiney Resources Berhad	-	5,076,018	6.35	-	Investment holding company with interest in provision of breeding farm, hatchery, poultry farm, poultry feedmill plant and processing plant activities as well as trading of chicken	
	Industrial Resins (M) Berhad	-	14,000,000	46.67	-	Integrated Polyvinyl Chloride Resin manufacturer and compounder	
	Pentamaster Corporation Berhad	-	8,472,792	10.59	-	investment holding with interest in manufacturing of precision machinery components as well as design, assembly and installation of computerised automation systems and equipment	
	Century Logistics Holdings Berhad	-	-	-	3,972,800	8.94	Investment holding company providing total logistics management
	Lankhorst Berhad	-	10,112,000	25.28	-	Provider of civil engineering and building construction services	
	SMPC Corporation Berhad	-	13,275,000	24.29	-	Steel and metal processing and recycling	
	Supercornat Technologies Berhad	-	5,160,000	25.48	-	Manufacturer of wires and cables	
	Tomisho Holdings Berhad	-	15,600,000	19.53	-	Manufacturer, exporter and wholesaler of furniture, components parts and veneered products	
	Yong Tai Berhad	-	2,245,000	5.63	-	Garments and related products	

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)

### 5.1.4 Changes in Promoters' Shareholdings in the Company for the Past Three (3) Years

Name Of Promoters	Ordinary shares of RM1.00 each				Ordinary shares of RM0.50 each						
	Balance as at 2/1/2001		From 2/1/2001 to 15/12/2001		From 16/12/2001 to 15/12/2002		From 16/12/2002 to 15/12/2003				
	Direct	Indirect	Acquisition/ (Disposal)	Balance Direct	Balance Indirect	Acquisition/ (Disposal)	Balance Direct	Balance Indirect			
Dato' Ding Chong Chow	1	-	299	300	-	828,900	829,200	111,012,300	-	2,626,608	134,883,008
Raja Tahanudin bin Raja Datuk Nong Chik	-	-	300	300	-	161,290	161,590	-	15,228,052	215,739,912	-
Ding Seng Huat	1	-	99	100	-	539,700	539,800	-	-	1,709,892	-
Ding Choon Yung	1	-	99	100	-	539,700	539,800	-	-	1,709,892	-
Cheng Lay Miew	1	-	99	100	-	539,700	539,800	-	-	1,709,892	-
Hong Lew Wea	1	-	99	100	-	539,700	539,800	-	-	1,709,892	-
Fortune Junction	-	-	-	-	-	11,012,300	11,012,300	-	-	34,883,008	-
PNS	-	-	-	-	-	2,943,511	2,943,511	-	(15,228,052)	8,310,904	-
						<sup>3</sup> 4,487,558	<sup>3</sup> 4,487,558			<sup>3</sup> (4,487,558)	

## Notes:-

- (1) Deemed interested by virtue of his substantial interest in Fortune Junction.
- (2) Including 15,228,052 shares held through OSK Nominees (Tempatan) Sdn Bhd.
- (3) Preference shares converted into 4,487,558 new ordinary shares of RM1.00 each.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)

### 5.2 Substantial Shareholders

#### 5.2.1 Particulars and Shareholdings

The substantial shareholders of DBE and their respective shareholding in the Company are as follows:-

Name	Nationality/ Place of Incorporation	No. of DBE Ordinary Shares Held After The IPO			
		Direct	%	Indirect	%
Dato' Ding Chong Chow	Malaysian	2,265,641	2.83	130,089,144	37.61
Raja Taharudin bin Raja Datuk Nong Chik	Malaysian	215,813,569	19.77	-	-
Fortune Junction	Malaysia	30,089,144	37.61	-	-
PNS	Malaysia	5,076,018	6.35	-	-
Minister of Finance (Incorporated)	Malaysia	-	-	35,076,018	6.35

*Notes:*

(1) Deemed interested by virtue of his substantial interest in Fortune Junction.

(2) Including his entitlement under the pink form allocations and 15,228,052 shares held through OSK Nominees (Tempatan) Sdn Bhd.

(3) Deemed interested by virtue of its substantial interest in PNS.

#### 5.2.2 Profiles of Substantial Shareholders

The profiles of Dato' Ding Chong Chow and Raja Taharudin bin Raja Datuk Nong Chik are set out in Section 5.3.2 of this Prospectus. The profiles of Fortune Junction and PNS are set out in Section 5.1.2 of this Prospectus.

#### 5.2.3 Directorships and Substantial Shareholdings of Substantial Shareholders in All Other Public Companies For the Past Two Years

Save as disclosed in Section 5.1.3 above, none of the other substantial shareholders of DBE has any directorships and/or substantial shareholdings in other public companies for the past two (2) years preceding 15 December 2003 (being the latest practicable date prior to the printing of this Prospectus).

#### 5.2.4 Changes in Substantial Shareholders' Shareholdings in the Company for the Past Three (3) Years

Save as disclosed in Section 5.1.4 above, there have been no other changes in the Directors' shareholdings in DBE for the past three (3) years preceding 15 December 2003 (being the latest practicable date prior to the printing of this Prospectus).

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)

### 5.3 Directors

#### 5.3.1 Particulars and Shareholdings

The Directors of DBE and their respective shareholdings in the Company are as follows:-

Name	Nationality	No. of DBE Ordinary Shares Held After The IPO			
		Direct	%	Indirect	%
Dato' Ding Chong Chow	Malaysian	<sup>2</sup> 2,265,641	2.83	<sup>2</sup> 30,089,144	37.61
Raja Taharudin bin Raja Datuk Nong Chik	Malaysian	<sup>3</sup> 15,813,569	19.77	-	-
Ding Seng Huat	Malaysian	<sup>1</sup> 1,474,907	1.84	-	-
Ding Choon Yung	Malaysian	<sup>1</sup> 1,474,907	1.84	-	-
Cheng Lay Miew	Malaysian	<sup>1</sup> 1,474,907	1.84	-	-
Hong Lew Wea	Malaysian	<sup>1</sup> 1,474,907	1.84	-	-
Hairul' Anuar bin Othman	Malaysian	-	-	-	-
Ling Sing Kiong	Malaysian	<sup>4</sup> 50,000	0.06	-	-
Fong Weng Keong	Malaysian	<sup>4</sup> 50,000	0.06	-	-
Ting Heng Peng	Malaysian	<sup>4</sup> 50,000	0.06	-	-

*Notes:*

- (1) Including their respective entitlements under the pink-form allocation which had been renounced to the eligible employees and/or business associates of the DBE Group on 2 December 2003.
- (2) Deemed interested by virtue of his substantial interest in Fortune Junction.
- (3) Including his entitlement under the pink form allocations and 15,228,052 shares held through OSK Nominees (Tempatan) Sdn Bhd.
- (4) Their respective entitlements under the pink form allocations.

#### 5.3.2 Profiles of Directors

**Dato' Ding Chong Chow**, aged 49, was appointed to the Board of DBE as the Executive Chairman on 2 January 2001.

As one of the co-founders of the DBE Group, he has more than 20 years of experience in poultry farming, poultry trading, breeding and wholesaling business. He started his career as a farmer at a very young age. He later on became a contract farmer and eventually founded DBE Group with his brother, Ding Choon Yung.

Over the years, he had undergone several economic recessions. He managed to gain and learn through experience from the ups and downs of local economy and industry. Progressively, all DBE subsidiaries were setup and grew under his guidance and endless effort.

He was the Chairman of Poultry and Livestock Association for District of Manjung. In 2001, he was awarded the title Pingat Pekerti Terpilih PPT by the Sultan of Perak. Subsequently on 24 October 2003, he was conferred the Darjah Indera Mahkota Pahang (D.I.M.P) by the Sultan of Pahang which carries the title 'Dato'.

**Raja Taharudin bin Raja Datuk Nong Chik**, aged 48, was appointed to the Board of DBE as the Deputy Executive Chairman on 21 May 2001.

Presently, he is also a Director of Pakerising Industries (M) Sdn Bhd, Sigma Point Sdn Bhd, First Sigma Sdn Bhd, Syarikat Lambang Tenaga Putra Sdn Bhd and Agency Pekerjaan RTS Jaya Sdn Bhd, Chairman of Mas Molek Sdn Bhd, Arus Elite Sdn Bhd, Public Listing Management and Consultancy Services Sdn Bhd and Mont Active Sdn Bhd and Executive Chairman of Malayan Zips Sdn Bhd.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)

He is an Executive Committee Member of UMNO Bahagian Shah Alam, Ketua Cawangan Seksyen 18 Selatan UMNO Bahagian Shah Alam and Chairman of Biro Pendaftaran dan Kemasukan Ahli Baru UMNO Bahagian Shah Alam.

He started his prolific career in Malayan Zips Sdn Bhd in 1976 as the assistant factory manager involved in Factory Management and Production Techniques. He spent 2 years in Japan to undergo training in production knowhow.

After six years in the production division, he was seconded to personnel and administration and was appointed Personnel Manager, where he was directly involved in collective agreement negotiations and all matter pertaining to Human Resources and Industrial Relations.

In 1986, he was appointed as a director to the Board of Malayan Zips Sdn Bhd and subsequently in 1995 as Executive Chairman of the company. He oversees the overall General Management, Administration and Formulating of Marketing Strategies for the company.

He has been involved in the DBE Group since May 2001.

**Ding Seng Huat**, aged 29, was appointed to the Board of DBE as the Group Managing Director on 2 April 2002.

He started his career within the Group in 1990. In 1992, he became a Marketing Manager of DBE Breeding. In 1998, he was appointed as the Group General Manager before promoted to the Group Managing Director in 2002. He has more than thirteen (13) years of experience in the poultry business and was involved directly in the expansion of the Group's purchasing and marketing divisions. He is actively involved in the Federation of Livestock Farmers' Associations of Malaysia.

As the son of co-founder Ding Choon Yung, he is a young and energetic second generation of the Group. He seeks various effective ways to modernize the organization, clinching business opportunities while moving towards the more competitive edge of 21<sup>st</sup> century. His vision is to lead the Group to grow with the goal of being a total integrator in poultry industry.

**Ding Choon Yung**, aged 67, was appointed to the Board of DBE as the Deputy Managing Director on 2 January 2001.

As one of the co-founders of the DBE Group, he has acquired more than 20 years of experience in poultry farming, poultry trading, breeding and wholesaling business. Presently, he is responsible for the Group's overall marketing strategies.

Side-by-side with his brother Dato' Ding Chong Chow through the growing years of DBE Group, Ding Choon Yung played the role of driving force in the marketing and sales strategy. His sharp-minded business skills had led DBE Group to grow from a small broiler farm to become one of the leading poultry farming organizations in the state of Perak.

With the vast hands-on experience accumulated and excellent track record in marketing and sales operations, he had been proven to be crucial during the growing years of DBE Group.

**Cheng Lay Miew**, aged 34, was appointed to the Board of DBE as the Executive Director on 2 January 2001. Presently, he is also the General Manager for the Group's breeding, feedmill and hatchery division.

He started his career within the Group in 1989 as a Farm Manager of DBE Poultry. On 2 January 2002, he was appointed as the General Manager of the Group's breeding and hatchery division. He has more than fourteen (14) years of experience in the poultry rearing and breeding business.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)

He is also responsible for the strategy planning and operations of breeding farms as well as hatchery. Under his management, the breeding farms and hatchery have high achievement of excellent and steady production rate. He was involved in the planning, construction and setting up of the Company's first in-house feedmill. The feedmill commenced operations in July 2002.

**Hong Lew Wea**, aged 32, was appointed to the Board of DBE as the Executive Director on 2 January 2001. Presently, he is also the General Manager for the Group's Poultry and Marketing Division.

He started his career within the Group in 1987 as a Farm Manager. On 2 January 2002, he was appointed as the General Manager of the Group's Poultry and Marketing Division, and is also responsible for the day-to-day operations of the broiler business. He has more than sixteen (16) years of experience in the broiler and breeding business.

Presently, he is responsible for broiler sales and marketing, contract farming, broiler sales and logistics as well as production scheduling. With his excellent planning ability and outstanding leadership quality, he is able to properly schedule broiler production planning, thus minimizing output during low season, while maximizing broiler production during high market demand.

**Hairul' Anuar bin Othman**, aged 36 was appointed to the Board of DBE as the Non-Executive Director on 4 June 2002. He obtained his BA(Hons) Finance & Accounts in 1992 from University of East London, United Kingdom. Presently, he is also the Finance & Accounts Senior Manager of PNS.

He started his career in PNS on 1 August 1998. Presently, he is the Head of Finance & Accounts Department consisting of Accounts, Money Market and Portfolio investment units. Prior to joining PNS, he was a Manager of the Finance & Accounts Department at Perbadanan Usahawan Nasional Berhad ("PUNB") from 1995 to 1998. His responsibilities included heading the Finance & Accounts Department consisting of Accounts, Treasury and Payroll Units. Prior to joining PUNB, he was an officer in Finance Department at Majlis Amanah Rakyat (MARA) from 1993 to 1995.

**Ling Sing Kiong**, aged 46 was appointed to the Board of DBE as the Independent Non-Executive Director on 28 October 2003 and is a member of the Audit Committee. He is a registered real estate agent, auctioneer and credit broker and a member of Malaysia Institute of Estate Agents. Presently, he is a principal of S.K.Ling Co, a firm of Real Estate Agents, Auctioneers and Credit Brokers.

**Fong Weng Keong**, aged 48 was appointed to the Board of DBE as the Independent Non-Executive Director on 28 October 2003 and is a member of the Audit Committee. He qualified as a Chartered Accountant from the Institute of Chartered Accountants of India in 1984 and subsequently became a member of the Malaysian Institute of Accountants. He was previously a Financial Controller of Taiping Super Berhad for 2 years from 1996 to 1998 and a Senior Group Accountant of Latexx Partners Berhad from 1994 to 1996. Prior to that, he was attached to Cargill Holdings (M) Sdn Bhd, an investment holding company and Coopers & Lybrand, a public accounting firm. He is also an Executive Director of KBES Berhad.

**Ting Heng Peng**, aged 43 was appointed to the Board of DBE as the Independent Non-Executive Director on 28 October 2003. He is a graduate of University of Windsor, Ontario, Canada with a Bachelor of Commerce Degree (Hons) in 1982. Upon graduation, he went to England where he studied law at the University of Essex. He obtained his Bachelor of Law (Hons) in 1985. Following his admission as a barrister of Lincoln's Inn, London in 1986, he came back to Malaysia and was called to the Malaysia Bar in 1987. He has been in legal practice as advocate and solicitor in the legal firm of Amin-Tan & Co since 1987. He is also a Director of Supermax Corporation Berhad.



## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)

### 5.3.3 Directorships and Substantial Shareholdings of Directors in All Other Public Companies for the Past Two Years

Name of Director	Name of Company	Date of Appointment	Date of Resignation
Fong Weng Keong	KBES Berhad	1 November 2003	-
Ting Heng Peng	Supermax Corporation Berhad	18 June 2000	-

### 5.3.4 Changes in Directors' Shareholdings in the Company for the Past Three (3) Years

Save as disclosed in Section 5.1.4 above, there have been no other changes in the Directors' shareholdings in DBE for the past three (3) years preceding 15 December 2003 (being the latest practicable date prior to the printing of this Prospectus).

### 5.3.5 Directors' Remuneration and Benefits

For the 11 months financial period ended 15 December 2003 (being the latest practicable date prior to the issuance of the Prospectus), a total of RM475,751 was paid to the Directors of DBE for services rendered to the Company and its subsidiary companies. For the financial years ending 31 December 2003 and 31 December 2004, the amount payable to the Directors for services rendered to the Company and its subsidiary companies is estimated to be RM575,000 and RM1,128,000 respectively.

Remuneration Band (RM'000)	Financial Year Ending 31 December 2003		Financial Year Ending 31 December 2004	
	Aggregate Remuneration (RM'000)	Number of Directors	Aggregate Remuneration (RM'000)	Number of Directors
Up to 50,000	15,000	1	108,000	4
50,001 – 100,000	392,000	5	-	-
100,001 – 200,000	168,000	1	732,000	5
200,001 – 500,000	-	-	288,000	1
Above 500,000	-	-	-	-
<b>Total</b>	<b>575,000</b>	<b>7</b>	<b>1,128,000</b>	<b>10</b>

## 5.4 Audit Committee

The main functions of the Audit Committee fall within the ambit of the MSEC Listing Requirements. The members of the Audit Committee are as follows:-

Name	Designation	Directorship
Fong Weng Keong	Chairman	Independent Non-Executive Director
Ding Seng Huat	Member	Group Managing Director
Ling Sing Kiong	Member	Independent Non-Executive Director

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)

### 5.5 Key Management of the DBE Group

#### 5.5.1 Particulars and Shareholdings of the Key Management Team

Name	Designation	Nationality	No. of DBE Ordinary Shares Held After The IPO *			
			Direct no. of Shares	%	Indirect no. of Shares	%
Cheng Lay Miew	General Manager Operations I	Malaysian	<sup>1</sup> 1,474,907	1.84	-	-
Hong Lew Wea	General Manager Operations II	Malaysian	<sup>1</sup> 1,474,907	1.84	-	-
Ding Sieng Loong	General Manager Operations III	Malaysian	<sup>2</sup> 230,000	0.29	-	-
Tien Cher Hong	General Manager, Corporate & Finance	Malaysian	<sup>2</sup> 330,000	0.41	-	-
Wong Kai Meng	General Manager, Quality Assurance Broiler and Feedmill	Malaysian	<sup>2</sup> 230,000	0.29	-	-
Dr Chay Seong Hoe	Breeder Farm Manager	Malaysian	<sup>2</sup> 30,000	0.04	-	-
Tou Lieng Ching	Broiler Farm Manager	Malaysian	<sup>2</sup> 33,000	0.04	-	-
Ding Chu Nguk	Hatchery Manager	Malaysian	<sup>2</sup> 33,000	0.04	-	-
Tan Boon Hor	Plant Manager	Malaysian	<sup>2</sup> 30,000	0.04	-	-
Malik Parvez Ahmad bin Nazir Ahmad	Financial Controller	Malaysian	<sup>2</sup> 324,000	0.41	-	-
Seu Kim Seong	Group Project Manager	Malaysian	<sup>2</sup> 100,000	0.13	-	-

Notes:-

(1) Including their respective entitlement under the pink-form allocations.

(2) Their respective entitlements under the pink-form allocations.

#### 5.5.2 Profiles of the Key Management

Save for the profiles of Chang Lay Miew and Hong Lew Wea, which are set out in Section 5.3.2 of this Prospectus, the profiles of the other key management are set out below.

**Ding Sieng Loong**, aged 24, is the General Manager Operations III. He obtained a Diploma in Business Administration from Thames International College in 1997. He has been a member of the Association of Business Executives, United Kingdom in 1997. He joined the Group as Plant Manager in 1997. In 2001, he was appointed as the General Manager of the Food Processing Plant. He is presently responsible for the day-to-day operations of the Group's processing plant and all Gurney wholesale/retail outlets. He is also responsible for the customer support services, which is created to ensure excellent after sales services to customers, the formulation of business expansion plans and the establishment of new markets in the region.

**Tien Cher Hong**, aged 43, is the General Manager, Corporate & Finance. He obtained a Bachelor of Science (Honours) degree in Physics from the University of Malaya in 1984. Prior to joining the DBE Group in February 2002, he was the Manager of Affin Bank branch in Ayer Tawar, the position that he held since 1995. He joined the Affin Bank group in 1984. He is presently responsible for the DBE Group's financial and corporate services.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)**

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**Wong Kai Meng**, aged 48 is the General Manager, Quality Assurance Broiler and Feedmill. He graduated from National Taiwan University with a Bachelor of Science in agriculture in 1978 majoring in Animal Science. He has worked in the similar poultry industry with Upjohn Co. SA, Consolidated Farm Bhd and Cargill Feed Sdn Bhd prior to joining the DBE Group in June 2002. He is responsible for the formulation of feed nutrient with optimum performance at least cost for feedmill production and to ensure good husbandry practices in broiler farms.

**Malik Parvez Ahmad bin Nazir Ahmad**, aged 34, is the Financial Controller. He graduated from International Islamic University in 1992, obtained Bachelor of Accounting. He joined KPMG Peat Marwick for five (5) years and he is also a member of the Malaysian Institute of Accountants. Prior to joining the DBE Group in May 2002, he was the Financial Controller for Medtex Partners Inc. in USA, a subsidiary of Latex Partners Berhad. He is presently responsible for the preparation of financial statements, dealing with auditors and banking matters, preparation of annual budget and special engagement assigned on case-by-case basis, and all financial related matters. He is also an independent director for KBES Berhad.

**Seu Kim Seong**, aged 28, is the Group Project Manager. He obtained his Bachelor of Science in Computer System Engineering from Western Michigan University, USA, in 1998. He started his career in Haltech Automation Sdn. Bhd as a Sales & Marketing Engineer. Prior to joining the DBE Group in August 2000, he was the Business Development Manager for Pembinaan Purcon Sdn. Bhd, a company that is involved in constructions, development, timber trading, agriculture and petroleum products. He is presently responsible for planning out of all new projects as well as corporate services.

**Dr Chay Seong Hoe**, aged 31, is the Breeder Farm Manager. He obtained Doctor of Veterinary Medicine (DVM) from the Universiti Putra Malaysia Serdang (formerly Universiti Pertanian Malaysia) in 1997. Prior to joining the DBE Group in August 2001, he was the Assistant Technical Manager in Leong Huat Breeding Farm in Penang. He has worked with Leong Huat, a company that is involved in poultry business, since 1997. He is presently responsible for the management of the Group's breeder farms including management and operational aspects of farming.

**Tou Lieng Ching**, aged 33, is the Broiler Farm Manager. He started his career in the Group as Broiler Farm Manager in 1996. Prior to joining the DBE group, he was a contract farmer for DBE. He has obtained more than 15 years of experience in managing the broiler farms including management and operational aspects of farming.

**Ding Chu Nguk**, aged 31, is the Hatchery Manager. She started her career in DBE as a General Clerk in 1990. In 1995, she was promoted as the Production Manager for DBE Food Processing. She was then transferred to DBE Hatchery to be the Hatchery Manager since 1999, holding her present position. She is presently responsible for DBE Hatchery's management and operations.

**Tan Boon Hor**, aged 33, is the Plant Manager of DBE Feedmill. He obtained his Bachelor of Agriculture Science from Universiti Putra Malaysia, Serdang (Formerly Universiti Pertanian Malaysia) in 1995. Prior to joining the DBE Group in December 2001, he was the Spare Part Manager in Nakamichi Sdn. Bhd. He obtained his experience in feed mill industry from Cargill Feed Sdn. Bhd. from 1996 to 2000. He is presently responsible for the coordination of the feed mill constructions and gearing-up for upcoming productions.

## **5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS & KEY MANAGEMENT (CONT'D)**

### **5.6 Declarations from the Directors and Key Management Team**

No Directors or the key management team, is or has been involved in any of the following events (whether in or outside Malaysia):-

- (a) a petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or key management;
- (b) a conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; and
- (c) being the subject of any order, judgment 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.

### **5.7 Involvement of Directors and Key Management in Other Companies**

Save as disclosed below, all the other Executive Directors and key management of DBE serve as a full time basis in the Group.

- Raja Taharudin bin Raja Datuk Nong Chik, the Deputy Executive Chairman, is also a Director of Pakerising Industries (M) Sdn Bhd, Sigma Point Sdn Bhd, First Sigma Sdn Bhd, Syarikat Lambang Tenaga Putra Sdn Bhd and Agency Pekerjaan RTS Jaya Sdn Bhd, Chairman of Mas Molek Sdn Bhd, Arus Elite Sdn Bhd, Public Listing Management and Consultancy Services Sdn Bhd and Mont Active Sdn Bhd and Executive Chairman of Malayan Zips Sdn Bhd. He is not directly involved in the day to day operations of these companies and only attends the meetings of board of directors. Hence, he is able to devote himself to his responsibilities in respect of the DBE Group. Furthermore, these companies are managed by well qualified and experienced managers.

### **5.8 Family Relationship**

Dato' Ding Chong Chow and Ding Choon Yung, the founders of the DBE Group, are brothers. Ding Seng Huat, the Group Managing Director is the son of Ding Choon Yung. Ding Chu Nguk, the Hatchery Manager is the daughter of Ding Choon Yung.

Cheng Lay Miew and Hong Lew Wea, the Directors of DBE, are nephews of Dato' Ding Chong Chow and Ding Choon Yung. Ding Sieng Loong, General Manager of Operations III is the son of Dato' Ding Chong Chow.

### **5.9 Existing or Proposed Service Contracts**

As of 15 December 2003 (being the latest practicable date prior to the printing of this Prospectus), none of the Directors and key management of the Company and its subsidiaries have any existing or proposed service contracts with the Company and its subsidiaries which are not terminable without payment of compensation other than statutory compensation.

## 6. APPROVALS AND CONDITIONS

### 6.1 Approvals and Conditions

The MITI had on 15 April 2003 and 7 July 2003 approved the IPO. The SC approved the IPO on 25 September 2003 and 2 October 2003 respectively. The conditions imposed by the respective authorities and the status of compliance are as follows:-

	Details of Conditions	Status of Compliance												
	<b>MITI</b>													
<b>Letter dated 15 April 2003</b>	<p>Listing of the 80,000,000 shares of RM0.50 each in DBE on the Second Board of MSEB is subject to the following:</p> <p>(i) to obtain SC's approval;</p> <p>(ii) to obtain FIC's approval; and</p> <p>(iii) the allocation of 4,000,000 of the shares of RM0.50 each in DBE reserved for Bumiputera investors, i.e 5% of the enlarged paid-up capital, will be subject to MITI's prior approval.</p> <p>The MITI recognised the following bumiputra shareholders:-</p> <table border="1"> <thead> <tr> <th>Bumiputera shareholders</th> <th>No. of DBE shares</th> <th>% of enlarged shareholdings</th> </tr> </thead> <tbody> <tr> <td>PNS</td> <td>20,304,070</td> <td>25.38</td> </tr> <tr> <td>Raja Taharudin bin Raja Datuk Nong Chik</td> <td>585,517</td> <td>0.73</td> </tr> <tr> <td><b>Total</b></td> <td><b>20,889,587</b></td> <td><b>26.11</b></td> </tr> </tbody> </table>	Bumiputera shareholders	No. of DBE shares	% of enlarged shareholdings	PNS	20,304,070	25.38	Raja Taharudin bin Raja Datuk Nong Chik	585,517	0.73	<b>Total</b>	<b>20,889,587</b>	<b>26.11</b>	The SC had, vide its letter dated 25 September 2003 approved the listing and noted the bumiputera shareholdings of DBE.
Bumiputera shareholders	No. of DBE shares	% of enlarged shareholdings												
PNS	20,304,070	25.38												
Raja Taharudin bin Raja Datuk Nong Chik	585,517	0.73												
<b>Total</b>	<b>20,889,587</b>	<b>26.11</b>												
<b>Letter dated 7 July 2003</b>	<p>subject to the condition of 30% of the 20,889,587 shares are allowed to be sold within <b>twelve (12) months after</b> the Company is listed and the remaining 70% in stages subject to the MITI's prior approval.</p> <p>The MITI approved for PNS to transfer 20,304,070 DBE shares to Raja Taharudin bin Raja Datuk Nong Chik, as the recognised Bumiputera shareholdings, upon the exercise of the Call and Put Option Agreement entered into between PNS and Raja Taharudin bin Raja Datuk Nong Chik.</p> <p>However, the entire 20,889,587 DBE shares, including the 585,517 DBE shares held originally by Raja Taharudin bin Raja Datuk Nong Chik, is subject to the condition of 30% of the 20,889,587 shares are allowed to be sold within <b>three (3) months after</b> the Company is listed and the remaining 70% in stages subject to the MITI's prior approval.</p>	To be complied upon listing												
	<b>SC</b>													
<b>1.</b>	<p>The SC noted that the proceeds to be raised from the Public Issue will be utilised for the core business activities of DBE. The utilisation of Public Issue proceeds are as follows:</p> <table border="1"> <thead> <tr> <th></th> <th>RM'million</th> </tr> </thead> <tbody> <tr> <td>Repayment of borrowings</td> <td>5.41</td> </tr> <tr> <td>Working capital</td> <td>7.11</td> </tr> <tr> <td>Estimated listing expenses</td> <td>1.40</td> </tr> <tr> <td><b>Total</b></td> <td><b>13.92</b></td> </tr> </tbody> </table> <p>Conditions that need to be complied for the utilisation of the aforesaid proceeds are as follows:</p> <p>(i) The SC approval must be obtained for any changes to the original utilisation of the proceeds if the changes involve any utilisation other than for the core business of DBE;</p>		RM'million	Repayment of borrowings	5.41	Working capital	7.11	Estimated listing expenses	1.40	<b>Total</b>	<b>13.92</b>	To be complied by DBE should there be any changes to the utilisation of proceeds.		
	RM'million													
Repayment of borrowings	5.41													
Working capital	7.11													
Estimated listing expenses	1.40													
<b>Total</b>	<b>13.92</b>													

**6. APPROVALS AND CONDITIONS (CONT'D)**

	<b>Details of Conditions</b>	<b>Status of Compliance</b>
	(ii) Approval from the shareholders of DBE must be obtained for any changes of 25% or more from the original utilisation of proceeds. If changes are less than 25%, an appropriate disclosure need to be made to the shareholders of DBE;	To be complied by DBE should there be any changes to the utilisation of proceeds.
	(iii) Time frame for the utilisation of the IPO proceeds to be disclosed in the Prospectus. Any extension of time from that determined earlier by DBE for the utilisation of proceeds must be approved by a final resolution by the Board of Directors of DBE and full disclosure must be made to the MSEB; and	To be complied by DBE should there be any changes to the utilisation of proceeds.
	(iv) Appropriate disclosure on the status of utilisation of proceeds must be made in the quarterly reports and annual reports of DBE until the proceeds have been fully utilised.	To be complied upon listing.
<b>2.</b>	(i) Relating to trade debtors of the DBE Group: <p>(a) DBE must make full disclosure in its prospectus of the total and ageing analysis of the trade debts. In addition, the Directors of DBE must provide comments on the recoverability of the trade debts that exceeds the credit period;</p> <p>(b) Full provision must be made to trade debts where :</p> <ul style="list-style-type: none"> <li>• there are any issues/misunderstanding or disputed amount;</li> <li>• legal action has been taken; or</li> <li>• time period exceeds six months.</li> </ul> <p>The Directors of DBE must provide a written confirmation to the SC before the issuance of the Prospectus that full provision has been made to the trade debts in accordance with paragraph (2)(i)(b) above;</p> <p>(c) The Directors of DBE must also provide a written confirmation to the SC before the issuance of the Prospectus that the trade debts exceeding the credit period are recoverable.</p>	Complied. Please refer to Section 9.3 for further details.
	(ii) IPO Shares which are allocated to placees to be determined must be placed out by an independent placement agent, and AmMerchant Bank or the independent placement agent, whichever is applicable, must furnish to the SC, for their information, the final list of the placees for the placement exercise and written confirmation that the private placement complies with the Policies and Guidelines on Issue/Offer of Securities ("SC Guidelines") upon completion of the placement exercise	Complied. The Directors had vide its letter dated 1 December 2003 confirmed to the SC that full provision had been made to the trade debts in accordance to the conditions imposed by the SC.
	(iii) Moratorium shall be imposed on 36,000,000 ordinary shares of RM0.50 each in DBE which represents 45% of the enlarged issued and paid up share capital of DBE held by the Promoters/substantial shareholders of DBE in accordance to paragraph 10.12 of the SC Guidelines. Henceforth, they are not allowed to sell, transfer or assign their shareholdings amounting to 45% of the enlarged issued and paid-up share capital of DBE for one (1) year from the date of listing of DBE on the MSEB.	Complied. The Directors had vide its letter dated 1 December 2003 confirmed that the trade debts exceeding credit period are recoverable.
		To be complied upon listing.
		Complied. The independent placement agent, AmMerchant Bank will furnish to the SC the final list of the placees and a confirmation that the private placement complies with the SC Guidelines upon the completion of the placement exercise.
		To be complied upon listing.

## 6. APPROVALS AND CONDITIONS (CONT'D)

	Details of Conditions	Status of Compliance																																	
	<p>In this connection, the SC has no objection to DBE's application to impose the moratorium on the Promoters/substantial shareholders of DBE as follows:</p> <table border="1" data-bbox="355 322 1051 748"> <thead> <tr> <th data-bbox="355 322 643 360">Name</th> <th colspan="2" data-bbox="643 322 1051 360">Shareholders under moratorium</th> </tr> <tr> <td data-bbox="355 360 643 405"></td> <th data-bbox="643 360 844 405">No of shares</th> <th data-bbox="844 360 1051 405">% of enlarged share capital</th> </tr> </thead> <tbody> <tr> <td data-bbox="355 405 643 439">Fortune Junction Sdn Bhd</td> <td data-bbox="643 405 844 439">24,553,940</td> <td data-bbox="844 405 1051 439">30.69</td> </tr> <tr> <td data-bbox="355 439 643 472">Dato' Ding Chong Chow</td> <td data-bbox="643 439 844 472">1,382,426</td> <td data-bbox="844 439 1051 472">1.74</td> </tr> <tr> <td data-bbox="355 472 643 506">Ding Seng Huat</td> <td data-bbox="643 472 844 506">899,943</td> <td data-bbox="844 472 1051 506">1.12</td> </tr> <tr> <td data-bbox="355 506 643 539">Ding Choon Yung</td> <td data-bbox="643 506 844 539">899,943</td> <td data-bbox="844 506 1051 539">1.12</td> </tr> <tr> <td data-bbox="355 539 643 573">Cheng Lay Miew</td> <td data-bbox="643 539 844 573">899,943</td> <td data-bbox="844 539 1051 573">1.12</td> </tr> <tr> <td data-bbox="355 573 643 607">Hong Lew Wea</td> <td data-bbox="643 573 844 607">899,943</td> <td data-bbox="844 573 1051 607">1.12</td> </tr> <tr> <td data-bbox="355 607 643 663">Raja Taharudin Raja Datuk Nong Chik</td> <td data-bbox="643 607 844 663">269,400</td> <td data-bbox="844 607 1051 663">0.34</td> </tr> <tr> <td data-bbox="355 663 643 696">PNS</td> <td data-bbox="643 663 844 696">6,194,462</td> <td data-bbox="844 663 1051 696">7.75</td> </tr> <tr> <td data-bbox="355 696 643 748"></td> <td data-bbox="643 696 844 748">36,000,000</td> <td data-bbox="844 696 1051 748">45.00</td> </tr> </tbody> </table> <p>Moratorium condition is also applicable to each of the shareholder of the private limited company and to each ultimate individual shareholder. Hence, each shareholder of a private limited company and each ultimate individual shareholder must give an undertaking that they will not sell, transfer or assign their respective shareholdings in the private limited company during the moratorium period;</p>	Name	Shareholders under moratorium			No of shares	% of enlarged share capital	Fortune Junction Sdn Bhd	24,553,940	30.69	Dato' Ding Chong Chow	1,382,426	1.74	Ding Seng Huat	899,943	1.12	Ding Choon Yung	899,943	1.12	Cheng Lay Miew	899,943	1.12	Hong Lew Wea	899,943	1.12	Raja Taharudin Raja Datuk Nong Chik	269,400	0.34	PNS	6,194,462	7.75		36,000,000	45.00	<p>To be complied upon listing.</p> <p>As disclosed in Section 2.11 of this Prospectus, the moratorium shares held by Raja Taharudin bin Raja Datuk Nong Chik and PNS have been varied pursuant to the exercise of the call and put option agreement dated 11 February 2002.</p> <p>The ultimate individual shareholders of Fortune Junction namely Dato Ding Chong Chow, Ding Seng Huat and Ding Choon Yung had on 2 December 2003 given an undertaking that they will not sell, transfer or assign their respective shareholdings in Fortune Junction during the moratorium period.</p>
Name	Shareholders under moratorium																																		
	No of shares	% of enlarged share capital																																	
Fortune Junction Sdn Bhd	24,553,940	30.69																																	
Dato' Ding Chong Chow	1,382,426	1.74																																	
Ding Seng Huat	899,943	1.12																																	
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PNS	6,194,462	7.75																																	
	36,000,000	45.00																																	
(iv)	the Directors of DBE who are involved in the operation of the DBE Group on a full time basis are not permitted to involve themselves in their own private businesses on a full time basis;	To be complied upon listing.																																	
(v)	Promoters, substantial shareholders and Directors of DBE must not carry out any business in the future that will give rise to direct or indirect competition or conflict of interest with the business of the DBE Group;	To be complied upon listing.																																	
(vi)	Any future businesses between the DBE Group and parties related to the Promoters/Directors/substantial shareholders of DBE must be on arm's length and not on terms that are disadvantageous to the DBE Group. The Audit Committee of DBE must monitor the terms of related-party transactions and the Directors of DBE must report such transactions in the annual reports of DBE;	To be complied upon listing.																																	
(vii)	DBE Group must not venture into any business that is not related to its present core business activities for the next three (3) years from the date of its listing on the MSEB, in accordance to paragraph 10.17 of the SC Guidelines;	To be complied upon listing.																																	
(viii)	DBE must obtain the approval from the relevant authorities for the change of the expressed conditions for the 23 pieces of lands owned by the DBE Group which restrict the use of these lands to plantation of certain crops to the existing use (i.e. to carry on poultry farming activities) <b>prior to the issuance of the Prospectus;</b>	Complied. The PPTG, Perak had on 12 December 2003 approved the change of the expressed conditions for the 23 pieces of land. Please refer to Section 3(iii) of this Prospectus for further details.																																	
(ix)	DBE must obtain the approval from the relevant authorities for the transfer of one (1) land located on HS(M) 168/79, Lot 3617, Mukim Pengkalan Baru, Perak from Dato' Ding Chong Chow to DBE Poultry Sdn Bhd ("DBE Poultry") prior to the issuance of the Prospectus. If not, DBE must dispose of the said land and Dato' Ding Chong Chow must pay cash compensation to DBE Poultry if the disposal value is less than the original acquisition price paid by DBE Poultry of RM272,835. The compensation must be paid by Dato' Ding Chong Chow within one (1) month from the completion of the disposal. The Directors of DBE must furnish the SC with a written confirmation that this condition had been complied with <b>prior to the issuance of the Prospectus;</b>	Complied. The PPTG, Perak had on 17 October 2003 approved the transfer of the land. The Directors had vide its letter dated 1 December 2003 confirmed to the SC that DBE had complied with this condition. Please refer to Section 8 of this Prospectus for further details.																																	

**6. APPROVALS AND CONDITIONS (CONT'D)**

	<b>Details of Conditions</b>	<b>Status of Compliance</b>
	(x) DBE must ensure that the outstanding tax liabilities for the financial year ended 31 December 2002 ("FY2002") had been fully settled prior to 31 December 2003 or <b>before the issuance of the Prospectus</b> , whichever is earlier;	Complied. Outstanding tax liabilities were fully paid on 2 December 2003.
	(xi) The vendors of the subsidiaries of DBE must pay cash compensation to DBE for any additional tax liabilities which may be imposed by the Inland Revenue Board ("IRB") on the subsidiaries of DBE for the FY2002 within one (1) month from the date of assessment of the IRB. The Directors of DBE must furnish to the SC a written confirmation that this condition is complied with prior to the issuance of the Prospectus;	Complied. The vendors of the subsidiaries of DBE had on 2 December 2003 given a letter of undertaking to pay for any additional tax liabilities which may be imposed by the IRB for the FY2002 within one(1) month from the date of assessment of the IRB. The Directors had vide its letter dated 1 December 2003 confirmed to the SC that DBE had complied with this condition.
	(xii) To fully disclose the following matters in the prospectus of DBE:	
	(a) Prospects and future plans together with the risk management plans and practice to mitigate the main business risk factors including risks associated with the breakout of fire, energy crisis and other emergency risks which may affect the operations of the DBE Group;	Complied. Please refer to Section 3(ii) and (xxii) of the Prospectus for further details.
	(b) Current related party transactions including the acquisitions of the landed properties by six (6) subsidiaries of DBE and subsequently the acquisition of the six (6) subsidiaries by DBE, together with the basis of valuation for the purchase consideration of the aforesaid transactions and steps taken to ensure that the aforesaid transactions are not disadvantages to the DBE Group; and	Complied. Please refer to Section 7 of this Prospectus for further details.
	(c) Status of compliance of the DBE Group's operations with the relevant environmental regulations; and	Complied. Please refer to Section 3(xvii) for further details.
3.	The proposed exemptions from complying with certain requirements in the SC Guidelines was considered and approved, as proposed, as follows:	
	(i) The requirement as stated in paragraph 10.10(2)(c) of the SC Guidelines, in respect of the requirement for no material conflict of interest between DBE and the Promoters, Directors and substantial shareholders, where PNS and the Minister of Finance Incorporated ("MOF") each has an interest/involvement directly or indirectly in Dinar Emas Ternak Sdn Bhd ("Dinar Emas") which carries on a similar trade as the DBE Group;	
	(ii) The requirement as stated in paragraph 10.12 of the SC Guidelines, in respect of moratorium, whereby PNS is allowed to sell and transfer 6,194,462 ordinary shares of RM0.50 each in DBE, representing 7.75% of the enlarged issued and paid up share capital of DBE, held by PNS that will be under moratorium, to Raja Taharudin Raja Datuk Nong Chik upon the exercise of the Call and Put Options Agreement;	
	(iii) The requirement as stated in Schedule 4.03(iii) of the SC Guidelines, where each substantial shareholders must provide a statutory declaration, except for MOF; and	
	(iv) The requirement as stated in paragraph 10.10(1)(g) of the SC Guidelines which states that the company must be in a healthy financial position with no shortfall in working capital, although upon the Proposed Listing, the DBE Group is still in a net current liability position of RM256,000 or a current ratio of 0.99 times.	



**6. APPROVALS AND CONDITIONS (CONT'D)**

	<b>Details of Conditions</b>	<b>Status of Compliance</b>															
4.	<p>The SC approval as in paragraph 3 above is subject to the following conditions:</p> <p>(i) DBE to make full disclosure in its Prospectus the details relating to the current interest/involvement of PNS and MOF in Dinar Emas which may give rise to conflict of interest with the DBE Group and steps taken/will be taken to mitigate this conflict;</p> <p>(ii) Pursuant to the sale of the entire equity interest in DBE from PNS to Raja Taharudin Raja Datuk Nong Chik upon the exercise of the Call and Put Option Agreement, 6,194,462 ordinary shares of RM0.50 each in DBE (which is under moratorium imposed on PNS) must be under moratorium in accordance to paragraph 10.12 of the SC Guidelines; and</p> <p>(iii) DBE must ensure that there is no shortfall in working capital of the DBE Group based on "after the Proposed Listing", before the issuance of the Prospectus. The Directors of DBE must furnish to the SC a written confirmation that this condition had been complied with prior to the issuance of the Prospectus.</p>	<p>Complied. Please refer to Section 7.2 of this Prospectus for further details.</p> <p>Complied. Please refer to Section 2.11 of this Prospectus for further details.</p> <p>Complied, as at 31 August 2003, the working capital of the DBE Group based on 'after the Proposed Listing' is RM4,294,000. The Directors had vide its letter dated 1 December 2003 confirmed to the SC that DBE had complied with this condition.</p>															
5.	<p>In respect of the equity structure of DBE, the SC noted that the shareholdings for Bumiputera, non Bumiputera and Foreigners after the Proposed Listing will change as follows:</p> <table border="1" data-bbox="295 985 1029 1160"> <thead> <tr> <th>Category</th> <th>Before the proposal (%)</th> <th>After the proposal (%)</th> </tr> </thead> <tbody> <tr> <td>Bumiputera</td> <td>18.12</td> <td>31.07</td> </tr> <tr> <td>Non Bumiputera</td> <td>81.88</td> <td>68.93</td> </tr> <tr> <td>Foreign</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>100.00</td> <td>100.00</td> </tr> </tbody> </table>	Category	Before the proposal (%)	After the proposal (%)	Bumiputera	18.12	31.07	Non Bumiputera	81.88	68.93	Foreign	-	-	Total	100.00	100.00	<p>Noted. However, non Bumiputera and Foreigners may change subject to completion of placement and public balloting.</p>
Category	Before the proposal (%)	After the proposal (%)															
Bumiputera	18.12	31.07															
Non Bumiputera	81.88	68.93															
Foreign	-	-															
Total	100.00	100.00															
6.	<p>DBE and the relevant parties must provide a written confirmation on the compliance of all the SC's terms and conditions as mentioned above when the listing exercise has been fully implemented.</p>	<p>To be complied with upon the full implementation of the listing exercise.</p>															

**6.2 Approvals, Major Licenses and Permits**

Approvals under the possession of the Group are as follows:-

<b>Approvals/Licence</b>	<b>Location of assets</b>	<b>Material Equity Conditions Imposed</b>	<b>Status of Compliance</b>
Manufacturing License from MITI to DBE Food Processing to act as a licensed manufacturer at No.10, Jalan PS 4/2, Taman Prima Selayang, 68100 Batu Caves, Selangor for "Processed Chicken"	Land held under No. 10, Jalan PS 4/2, Taman Prima Selayang, 68100 Batu Caves, Selangor Darul Ehsan	The composition of the board of directors of DBE Food Processing shall, as far as possible, reflect the equity structure of the company and the MITI shall be informed of any appointment and changes in the directorship.	Complied
Manufacturing Licence from MITI granted to DBE Poultry to act as a licensed manufacturer at Pelabuhan Lumut, Kampung Acheh, Mukim Lumut, Daerah Manjung, Manjung, Perak Darul Ridzuan for "Animal and Aquaculture Feed".	Lot 0-9 and Lot N, Mukim of Lumut, Perak Darul Ridzuan	The composition of the board of directors of DBE Poultry shall, as a general rule reflect the equity structure of the company and the MITI shall be informed of any appointment and changes in the directorship.	Complied

Major licences and permits are set out in Section 4.5.6 of the Prospectus.