

5.0 INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

5.1 Promoters, Directors and Substantial Shareholders

The details of the promoters, Directors and substantial shareholders of UDS and their respective shareholdings after the Public Issue are as follows: -

5.1.1 Promoters

The details of the promoters of UDS and their respective shareholdings after the Public Issue are as follows:-

| Name | Nationality | Designation | Before the Public Issue | | | | After the Public Issue | | | |
|------------------------|-------------|--------------------|-------------------------|-------|---------------|---|-------------------------|-------|---------------|---|
| | | | Direct | | Indirect | | Direct | | Indirect | |
| | | | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Koh Low @ Koh Kim Toon | Malaysian | Executive Chairman | 16,996,508 | 26.23 | - | - | 17,056,508 [#] | 21.32 | - | - |
| Neo Tiam Hock | Malaysian | Executive Director | 3,964,598 | 6.12 | - | - | 4,024,598 [#] | 5.03 | - | - |

5.1.2 Directors

The details of the Directors of UDS and their respective shareholdings after the Public Issue are as follows:-

| Name | Nationality | Designation | Before the Public Issue | | | | After the Public Issue | | | |
|--------------------------------------|-------------|------------------------------------|-------------------------|-------|---------------|---|-------------------------|-------|---------------|---|
| | | | Direct | | Indirect | | Direct | | Indirect | |
| | | | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Koh Low @ Koh Kim Toon | Malaysian | Executive Chairman | 16,966,508 | 26.23 | - | - | 17,056,508 [#] | 21.32 | - | - |
| Neo Chee Kiat | Malaysian | Managing Director | 2,265,474 | 3.50 | - | - | 2,325,474 [#] | 2.31 | - | - |
| Dato' Tan King Tai @ Tan Khooon Ilai | Malaysian | Executive Director | 1,223,814 | 1.89 | - | - | 1,283,814 [#] | 1.60 | - | - |
| Neo Tiam Hock | Malaysian | Executive Director | 3,964,598 | 6.12 | - | - | 4,024,598 [#] | 5.03 | - | - |
| Ng Sey Wec @ Ang Sch Wec | Malaysian | Executive Director | 2,506,340 | 3.87 | - | - | 2,566,340 [#] | 3.21 | - | - |
| Koh Chon Chai | Malaysian | Executive Director | 1,036,048 | 1.60 | - | - | 1,096,048 [#] | 1.37 | - | - |
| Teh Eng Ann | Malaysian | Independent Non-Executive Director | - | - | - | - | 60,000 [^] | 0.08 | - | - |
| Khairilnuar Bin Abdul Rahman | Malaysian | Independent Non-Executive Director | - | - | - | - | 60,000 [^] | 0.08 | - | - |
| Hj Ismail Bin Tunggak | Malaysian | Independent Non-Executive Director | - | - | - | - | 60,000 [^] | 0.08 | - | - |

Notes:-

Inclusive of their respective entitlements of 60,000 shares each pursuant to the allocation of shares to eligible Directors and employees of the UDS Group and assuming they subscribe in full for their allocations.

^ Based on the assumption they subscribe in full for their allocations under the Public Issue Shares reserved for eligible Directors and employees of the UDS Group.

5.0 INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

5.1.3 Substantial Shareholders

The details of the substantial shareholders of UDS and their respective shareholdings after the Public Issue are as follows:-

| Name | Nationality/ Place of Incorporation | Designation | Before the Public Issue | | | | After the Public Issue | | | |
|---------------------------|---|----------------------------|-------------------------|-------|------------------|---|------------------------|-------|------------------|---|
| | | | Direct | | Indirect | | Direct | | Indirect | |
| | | | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Koh Low @ Koh Kim Toon | Malaysian | Executive Chairman | 16,966,508 | 26.23 | - | - | 17,056,508* | 21.32 | - | - |
| Neo Tiam Hock | Malaysian | Executive Director | 3,964,598 | 6.12 | - | - | 4,024,598* | 5.03 | - | - |
| Kenanga Arif Sdn Bhd | Malaysia | Substantial Shareholder | 8,989,100 | 13.87 | - | - | 8,989,100 | 11.24 | - | - |
| Impresif Irama Sdn Bhd | Malaysia | Substantial Shareholder | 7,598,246 | 11.73 | - | - | 7,598,246 | 9.50 | - | - |

Note:-

Inclusive of their entitlement of 60,000 shares each pursuant to the allocation of shares to the eligible Directors and employees of the UDS Group assuming they subscribe in full for their allocations.

5.1.4 Profile of corporate substantial shareholders

(i) Kenanga Arif Sdn Bhd

Kenanga Arif Sdn Bhd was incorporated in Malaysia under the Act on 26 December 2001. As at 6 February 2004, the authorised share capital of Kenanga Arif Sdn Bhd was RM100,000 comprising 100,000 ordinary shares of RM1.00 each. Its issued and paid-up share capital was RM2 comprising 2 ordinary shares of RM1.00 each.

Kenanga Arif Sdn Bhd is principally a property and investment holding company.

The Directors and shareholders of Kenanga Arif Sdn Bhd and their respective shareholdings as at 6 February 2004 are as follows:-

| Name | Designation | No of ordinary shares of RM1.00 each held | | | |
|-----------------------------------|-------------|---|-------|----------|---|
| | | Direct | % | Indirect | % |
| Ahmad Fakarrudin Bin Ahmad Nordin | Director | 1 | 50.00 | - | - |
| Mohd Razali Bin Hj. Mashod | Director | 1 | 50.00 | - | - |

(ii) Impresif Irama Sdn Bhd

Impresif Irama Sdn Bhd was incorporated in Malaysia under the Act on 19 June 2002. As at 6 February 2004, the authorised share capital of Impresif Irama Sdn Bhd was RM100,000 comprising 100,000 ordinary shares of RM1.00 each. Its issued and paid-up share capital was RM100,000 comprising 100,000 ordinary shares of RM1.00 each.

Impresif Irama Sdn Bhd is principally involved in general trading.

5.0 INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

The Directors and shareholders of Impresif Irama Sdn Bhd and their respective shareholdings as at 6 February 2004 are as follows:-

| Name | Designation | No of ordinary shares of RM1.00 each held | | | |
|--------------------|-------------|---|-------|----------|---|
| | | Direct | % | Indirect | % |
| Rosma Bin Sooir | Director | 50,000 | 50.00 | - | - |
| Jimat Bin Md Saleh | Director | 50,000 | 50.00 | - | - |

5.2 Promoters', Directors' and Substantial Shareholders' Directorships and Substantial Shareholdings in Other Public Corporations for the Past Two (2) Years

Save as disclosed below, none of the promoters, Directors and/or substantial shareholders of UDS has any directorships or substantial shareholdings in other public corporations for the past two (2) years.

| Name of Director | Name of Company | Designation | Directorship Date Appointed/ Resigned | Substantial Shareholdings as at 06.02.2004 | | | | Principal Activity |
|--|--------------------------|-------------------------------------|---|--|---|---------------------------------------|---|--|
| | | | | Direct | | Indirect | | |
| | | | | No. of Ordinary Shares of RM1.00 each | % | No. of Ordinary Shares of RM1.00 each | % | |
| Koh Low @ Koh Kim Toon | Emivest Berhad | Independent Non-Executive Director | 28.08.2001/ - | - * | - | - | - | Emivest Berhad and its subsidiary companies are principally involved in manufacturing and marketing of animal feeds and duck breeder, sale of poultry, eggs and others. |
| Dato' Ian King Tai @ Tan Khoo Hai | Pensonic Holdings Berhad | Executive Director | 13.09.1995/ - | - * | - | - | - | Pensonic Holdings Berhad and its subsidiary companies are primarily involved in the manufacturing, assembling and retailing of electronic products and electrical home appliances. |
| | Unimech Group Berhad | Independent Non-Executive Directors | 6.03.2000/ - | - * | - | - | - | Note (a) |
| Khairilnuar Bin Abdul Rahman | Pensonic Holdings Berhad | Independent Non-Executive Director | 22.02.2002 | - | - | - | - | Pensonic Holdings Berhad and its subsidiary companies are primarily involved in the manufacturing, assembling and retailing of electronic products and electrical home appliances |

5.0 INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

Notes:

* Less than 5% equity interest.

(a) Unimech Group Berhad and its subsidiary companies are mainly involved in the following:-

- (i) Manufacturing of products, which include valves, pipe fittings, rubber expansion bellows and pressure gauge instruments;
- (ii) Value-added engineering business, which comprises amongst others, project system design and implementation, process engineering services, design, fabrication, installation, testing and commissioning of industrial packages for heating and steam generation plant and equipment.

5.3 Knowledge and Experience of Promoters

The knowledge and experience of the promoters, who are also the Directors of UDS, and their involvement in the management of the Group are set out in Section 5.5 of this Prospectus.

5.4 Changes in the Shareholdings of the Promoters/ Substantial Shareholders of UDS for the Past Three (3) Years

The changes in the shareholdings of the promoters/substantial shareholders of UDS for the past three (3) years are as follows:-

| Name | Promoter/ Substantial Shareholder | As at 31 August 2002 | | As at 31 August 2003 | | As at the date of this Prospectus | |
|---------------------------|--|---|-------|---|------|---|-------|
| | | No. of Ordinary Shares of RM1.00 each | % | No. of Ordinary Shares of RM1.00 each | % | No. of Ordinary Shares of RM0.50 each ^ | % ^ |
| Siew Diong Choong | Substantial Shareholder | 25,000 | 50.00 | 25,000 | 0.09 | 50,000 | 0.09 |
| Phnuah Lih Ping | Substantial Shareholder | 25,000 | 50.00 | 25,000 | 0.09 | 50,000 | 0.09 |
| Koh Low @ Koh Kim Toon | Substantial Shareholder & Promoter | - | - | - | - | 16,996,508 | 31.36 |
| Neo Tiam Hock | Substantial Shareholder & Promoter | - | - | - | - | 3,316,314 | 6.12 |
| Kenanga Arif Sdn Bhd | Substantial Shareholder | - | - | - | - | 7,519,518 | 13.87 |
| Impresif Irama Sdn Bhd | Substantial Shareholder | - | - | - | - | 2,845,570 | 5.24 |

Note:-

^ Based on the number of shares in issue of 54,204,014 after the Acquisitions (after Share Split) but before the Rights Issue and the Public Issue.

5.0 INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

5.5 Profile of the Board of Directors*Board of Directors*

Koh Low @ Koh Kim Toon, aged 52, a Malaysian, is the Executive Chairman of UDS and was appointed to the Board of Directors of UDS on 30 November 2003. He is the founder of the UDT Group and is presently the Managing Director of UDI, UDP, UDW, EGT and DA. He has more than 21 years of experience and expertise in the furniture industry. His vision and stewardship over the past 21 years has taken the wood-based furniture, fixture and accessories division of the Group from a small scale manufacturer into its current position as one of the major lamination board manufacturers in Malaysia. He specialises in both the manufacturing and the marketing field of the wood-based furniture, fixture and accessories division of the UDS Group and is currently responsible for the overall business operation and strategic planning. He is the Adviser to the Muar Furniture Association and sits on the board of Emivest Berhad, a company listed on the Second Board of the MSEB and a few other private limited companies.

Neo Chee Kiat, aged 34, a Malaysian, is the Managing Director of UDS and was appointed to the Board of Directors of UDS on 30 November 2003. He assisted his father in the day-to-day marketing and sofa operation of Kim Seng sole proprietorship business in 1988 and later joined SWS as a Director. With more than 15 years experience in the manufacturing of sofa furniture, he has steered SWS from a small-scale manufacturer to being one of the major sofa manufacturers and exporters in Malaysia. He is responsible for the overall business planning and marketing strategy of the upholstered furniture division of the UDS Group. He is the Honorary Secretary of the Johor Furniture Association and the Chinese Correspondent in the Federation of Johor Furniture Manufacturers and Traders Association and also sits on the board of a few private limited companies.

Dato' Tan King Tai @ Tan Khoo Hai, aged 49, a Malaysian, is the Executive Director of UDS and was appointed to the Board of Directors of UDS on 30 November 2003. He is a fellow member of the Institute of Cost and Executive Accountants (UK) since 1993 and is currently the president of the Institute of Commercial and Industrial Accountants, Malaysia. He obtained his Master of Business Administration majoring in Accounting and Finance from Clayton University, Missouri, United States of America in 1999. He has over 25 years of experience in the fields of auditing, accounting and company secretarial services. He is a Director of UDT since June 2002 and is responsible for corporate planning, finance and management of the company. He sits on the board of Pensonic Holdings Berhad and Unimech Group Berhad which are listed on the Second Board of the MSEB. He also sits on the board of a few private limited companies.

Neo Tiam Hock, aged 58, a Malaysian, is the Executive Director of UDS and was appointed to the Board of Directors of UDS on 30 November 2003. He is the founder of SWS. He has more than 40 years of experience and expertise in the furniture industry, which has helped the Group in the growth of its upholstered furniture division. He is responsible for the overall business operation of the upholstered furniture division of the UDS Group. He also sits on the board of a few private limited companies.

Ng Sey Wee @ Ang Seh Wee, aged 58, a Malaysian, is the Executive Director of UDS and was appointed to the Board of Directors of UDS on 30 November 2003. He has approximately 10 years of working experience in the furniture industry and is involved in the daily operations of the wood-based furniture, fixture and accessories division of the UDS Group. His responsibilities include sourcing of raw materials, marketing and management of the wood-based furniture, fixture and accessories division. He also sits on the board of a few private limited companies.

Koh Chon Chai, aged 37, a Malaysian, is the Executive Director of UDS and was appointed to the Board of Directors of UDS on 30 November 2003. He was the Marketing Manager of UDT from 1990 to 1998. He has 15 years' marketing and sales experience in UDT. He has participated in many international furniture trade fairs and exhibitions held overseas and locally. He is responsible for the overall business operations of UDT. He also plays an important role in the furniture association and is currently the Treasurer for both the Federation of Johor Furniture Manufacturers and Traders Association, and the Muar Furniture Association. He also sits on the board of a private limited company.

5.0 INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

Teh Eng Aun, aged 53, a Malaysian, was appointed as the Independent Non-Executive Director of UDS on 30 November 2003. He obtained his Bachelor of Commerce degree from the University of Newcastle, New South Wales, Australia in 1975. He practised as a chartered accountant in a public accounting firm between 1981 and 1995. In 1996, he joined UT Securities Sdn Bhd as a remisier. He has over 20 years of experience in corporate consultancy, financial management, auditing and investigation. He is presently a general committee member of the Penang Chinese Chamber of Commerce and a member of the Malaysian Institute of Accountants.

Khairilnuar Bin Abdul Rahman, a Malaysian, aged 39, was appointed as the Independent Non-Executive Director of UDS on 30 November 2003. He graduated from the Institute of Technology Mara in 1988. He started his career by managing a petrol kiosk from 1989 to 1993. He then joined a private limited company as an Executive Director since 1993 and is also the Independent Non-Executive and Audit Committee of Pensonic Holdings Berhad since February 2002. He also sits on the board of a few private limited companies.

Hj Ismail Bin Tunggak, aged 54, a Malaysian, was appointed as the Independent Non-Executive Director of UDS on 30 November 2003. He was the Head of POS Malaysia & Services Holdings Berhad (previously known as Jabatan Perkhidmatan POS/POS Malaysia Bhd), Bukit Pasir from 1976 to 1983 and Sungai Mati from 1983 to 1987. He was the Penghulu of Mukim Sri Menanti from 1987 to 1997 and of Mukim Tangkak from 1997 to 2000 before holding the post of Penghulu of Mukim Parit Bakar since 2000. He is also a committee member of several government agencies.

5.6 Declaration by the Directors and Key Management

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

- (i) a petition under bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he/she was a partner or any corporation of which he/she was a Director or key personnel;
- (ii) was charged and/or convicted in a criminal proceeding or is named as the subject of a pending criminal proceeding; or
- (iii) was the subject of any order, judgement or ruling of any court of competent jurisdiction temporarily enjoining him/her from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

5.7 Directors' Remuneration and Benefits

For the financial year ended 31 August 2003, the remuneration and fees paid to the Directors of the Company for their services rendered to the UDS Group was RM1,007,000 (2002: RM601,200). For the financial year ending 31 August 2004, the estimated remuneration and fees to be paid to the Directors of the Company for their services rendered to the UDS Group is approximately RM1,100,000.

The number of Directors and various remuneration bands are set out below:-

| Range of Remuneration per annum | Financial Period Ended 31 August 2003 | | | Financial Year Ending 31 August 2004 | | |
|---------------------------------|--|--------------------------------|-------|---|--------------------------------|-------|
| | No. of Executive Directors | No. of Non-Executive Directors | Total | No. of Executive Directors | No. of Non-Executive Directors | Total |
| Below RM200,000 | 2 | 3 | 5 | 2 | 3 | 5 |
| Between RM200,000 and RM300,000 | 4 | - | 4 | 4 | - | 4 |

5.0 INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

5.8 Audit Committee

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

| Name | Designation | Directorship |
|------------------------------------|--------------------|------------------------------------|
| Teh Eng Aun | Chairman | Independent Non-Executive Director |
| Khairilnuar Bin Abdul Rahman | Member | Independent Non-Executive Director |
| Dato' Tan King Tai @ Tan Khoon Hai | Member | Executive Director |

The main functions of the Audit Committee include the review of audit plan and audit report with the Auditors, review of Auditors' evaluation of internal controls, review of the scope of internal audit procedures, review of the financial statements and nomination of Auditors.

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5.0 INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (*Cont'd*)

5.9 Profile of the Key Management

Gan Siong Keng, aged 38, a Malaysian, is the General Manager of SWS. He graduated from Kuantan Polytechnic with a certificate of electrical engineering in 1988. He started his career in 1989 as a Production Supervisor with SGS Thomson Micro Electronic Sdn Bhd. He joined SWS as a Marketing Executive in 1995. He was subsequently promoted to Marketing Manager in 1998 and Factory Manager in 2000 before he was appointed as the General Manager of SWS in 2002. His responsibilities include overall production planning, marketing function and implementation of productivity improvement programs.

Neo Pei Lee, aged 35, a Malaysian, is the Factory Manager of SWS. She joined SWS in 1998 as Purchasing Officer and was promoted to Assistant Factory Manager in 2001 and subsequently to her current position in 2003. She started her career in 1996 as the Marketing and Purchasing Clerk of Kim Seng furniture shop after completing secondary education. She is responsible for the overall purchasing functions of SWS.

Tan Kim Poo, aged 35, a Malaysian, is the Branch Manager of UDT. He started his career as a Marketing Executive of UDT in 1990 and was subsequently promoted as Marketing Manager in 2000. He is responsible for overseeing UDT's two branches in Kuala Lumpur and Johor Bahru. He has vast experience in the furniture industry and has participated in numerous exhibitions held in Germany, China, Taiwan, Vietnam, Myanmar and Singapore.

Kuo Lee Chuang, aged 38, a Malaysian, is currently Factory Manager of UDP. He graduated from Universiti Kebangsaan Malaysia in 1990 and holds a Bachelor of Arts degree. Upon graduation, he joined ST Microelectronic Muar Sdn Bhd as a Senior Production Supervisor from 1990 to 1995. Subsequently, he joined T.A. Furniture Industry Sdn Bhd as an Assistant Production Manager from 1995 to 1997 and Panelform Sdn Bhd as a Factory Manager from 1997 to 2000. He joined UDP in 2000 as a Factory Manager until to-date. He is responsible for overseeing the production operation of UDP.

Soo Kim Wee, aged 28, a Malaysian, is the Finance Manager of SWS. She joined SWS in 1999 as an Accounts Executive and was promoted to Finance and Administrative Officer in 2000 and subsequently to her current position in 2003. She started her career in 1994 as an Assistance Production Manager of Tonyon Industries Sdn Bhd after completing her secondary education. In 1996, she joined Kim Guan Steel (JB) Sdn Bhd as an Accounts Executive. She joined Tonyon Industries Sdn Bhd again in 1997 as the Accounts Executive and held the post until 1999. She is responsible for the overall financial planning and accounting matters of the upholstered furniture division of the UDS Group.

Koh Tie Siang, aged 26, a Malaysian, is the Assistant to the Managing Director of UDI. He graduated from the University of Central Oklahoma in 2001 and holds a Bachelor of Business Administration. Prior to joining UDI, he was attached to Equator Biotech Sdn Bhd as an Assistant to the Managing Director from 2001 to 2002. His duties include overseeing the operations and operating system of UDI.

Tan Kok Bee, aged 37, a Malaysian, is the Accountant of UDT. He graduated from the Chartered Institute of Management Accountant (CIMA) in 1992 and is a member of the Malaysian Institute of Accountants since 1996. Prior to joining UDT in 2003, he was attached to Leong Hup as an Accountant from 1991 to 1996. Subsequently, he joined Nite Beauty Industries Sdn Bhd as an Accountant from 1996 to 2002. At present, he is in charge of the overall financial planning and accounting matters of the wood-based furniture, fixtures and accessories division of the UDS Group.

Chua Wee Wee, aged 30, a Malaysian, is the Marketing Manager of SWS. She completed her Sijil Pelajaran Tinggi Malaysia in 1994 and obtained her Diploma in Business English with distinction through a correspondence course in 2000. From 1993 to 1997, she worked as a telephone operator in Resort World Bhd, then as a Front Office Assistant and was subsequently promoted to Front Office Night Auditor. From 1997 to 1998, she worked as a Front Office Supervisor in Classic Hotel, Muar. In 1998, she joined SWS as Marketing Officer and was promoted to her current position in 2003. She is responsible for co-ordinating customers' orders, shipments, quotations, providing after-sales services and marketing activities.

Koh Tie Yeow, aged 27, a Malaysian, is the Assistant Factory Manager of UDW. He completed his Sijil Pelajaran Malaysia in 1994 and joined UDT as Store Assistant. In 1997, he was transferred to the Marketing Department as Sales Executive, and subsequently he was promoted to his current position in 2003. He is responsible for overseeing the overall production operation of UDW. He is also a committee member of the R&D team, ISO 9001:2000 committee and the safety committee.

5.0 INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

5.10 Shareholdings of the Key Management

The shareholdings of the key management after the Public Issue are as follow:-

| Name | Nationality | Designation | Before the Public Issue | | | | After the Public Issue | | | |
|----------------|-------------|---------------------------------------|-------------------------|---|---------------|---|------------------------|------|---------------|---|
| | | | Direct | | Indirect | | Direct * | | Indirect | |
| | | | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Gan Siong Keng | Malaysian | General Manager of SWS | -- | - | - | - | 40,000 | 0.05 | - | - |
| Neo Pei Lcc | Malaysian | Factory Manager of SWS | - | - | - | - | 40,000 | 0.05 | - | - |
| Tan Kim Poo | Malaysian | Branch Manager of UDT | - | - | - | - | 40,000 | 0.05 | - | - |
| Kuo Lee Chuang | Malaysian | Factory Manager of UDP | - | - | - | - | 40,000 | 0.05 | - | - |
| Soo Kim Wee | Malaysian | Finance Manager of SWS | - | - | - | - | 40,000 | 0.05 | - | - |
| Koh Tie Siang | Malaysian | Assistant to Managing Director of UDI | - | - | - | - | 40,000 | 0.05 | - | - |
| Tan Kok Bee | Malaysian | Accountant of UDT | - | - | - | - | 40,000 | 0.05 | - | - |
| Chua Wee Wee | Malaysian | Marketing Manager of SWS | - | - | - | - | 40,000 | 0.05 | - | - |
| Koh Tie Yeow | Malaysian | Assistant Factory Manager of UDW | - | - | - | - | 40,000 | 0.05 | - | - |

Note:-

* Based on the assumption they subscribe in full for their allocations under the Public Issue Shares reserved for eligible Directors and employees of the UDS Group.

None of the key management has any existing direct or indirect shareholding in UDS except for their respective entitlements pursuant to the allocation of the Public Issue Shares to eligible Directors and employees of the UDS Group.

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5.0 INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

5.11 Service Agreements

There are no existing or proposed service agreements between the Company or any of its subsidiary companies with the Directors and key management.

5.12 Employees

As at 6 February 2004 (being the latest practicable date prior to the printing of this Prospectus), the UDS Group has a total of 457 employees (including Executive Directors) comprising 310 Malaysians and 147 foreigners. The foreign workers comprise Indonesian, Nepalese and Bangladeshi workers. To supplement the need for such skills, the Group throughout the year conducts constant on-the-job training and in-house workshops. The marketing and sales staff attend trade expositions throughout the year for international exposure and to keep abreast with the latest developments in the furniture industry. The breakdown of employees by category is as follows:-

| Category | Average Years of Service | | | Total |
|-----------------------------|--------------------------|-----------------|------------|------------|
| | More than 10 | Between 6 to 10 | 5 or less | |
| Management & Professional | 5 | 7 | 16 | 28 |
| Technical & Supervisory | 2 | 10 | 23 | 35 |
| Clerical and others | 4 | 7 | 49 | 60 |
| Factory and General Workers | - | 38 | 296 | 334 |
| Total | 11 | 62 | 384 | 457 |

The employees do not belong to any union and they enjoy a cordial relationship with the management. There has been no industrial dispute in the past between the management and the employees of the Group.

As at 6 February 2004, all of the foreign workers are legally employed and there are no special terms of engagement. There has been no caution, reprimand or special condition imposed by the Immigration Department.

5.13 Family Relationship

Save as disclosed below, none of the promoters, Directors, substantial shareholders and key management of the UDS Group is related to each other:-

- (i) Koh Low @ Koh Kim Toon is the father of Koh Tie Siang and Koh Tie Yeow, and uncle of Koh Chon Chai and Tan Kim Poo.
- (ii) Koh Tie Siang is the son of Koh Low @ Koh Kim Toon, brother of Koh Tie Yeow and the cousin of Koh Chon Chai and Tan Kim Poo.
- (iii) Koh Tie Yew is the son of Koh Low @ Koh Kim Toon, brother of Koh Tie Siang and the cousin of Koh Chon Chai and Tan Kim Poo.
- (iv) Koh Chon Chai is the nephew of Koh Low @ Koh Kim Toon, and cousin of Koh Tie Siang and Koh Tie Yeow.
- (v) Tan Kim Poo is the nephew of Koh Low @ Koh Kim Toon, and cousin of Koh Tie Siang and Koh Tie Yeow.
- (vi) Neo Tiam Hock is the father of Neo Chee Kiat and Neo Pei Lee and the father-in-law of Gan Siong Keng.

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- (vii) Neo Chee Kiat is the son of Neo Tiam Hock, brother of Neo Pei Lee and brother-in-law of Gan Siong Keng.
- (viii) Neo Pei Lee is the daughter of Neo Tiam Hock, wife of Gan Siong Keng and sister of Neo Chee Kiat.
- (ix) Gan Siong Keng is the son-in-law of Neo Tiam Hock, husband of Neo Pei Lee and brother-in-law of Neo Chee Kiat.

5.14 Involvement of Executive Directors and Key Management in Other Businesses/Corporations

Save as disclosed below, none of the executive directors and key management of the Group is involved in other businesses or corporations.

Dato' Tan King Tai @ Tan Khoo Hai holds the position of an Executive Director in Pensonic Holdings Berhad ("Pensonic"). However, his job function thereto is mainly involved in reviewing the financial reports of its finance department. His involvement in Pensonic is not significant as to give rise to any negative implications on his ability to act as Executive Director for both UDS and Pensonic.

5.15 Management Succession Plan

The Group is led by an experienced and qualified management team headed by Koh Low @ Koh Kim Toon and Neo Chee Kiat. Both of them have approximately 21 and 15 years of experience respectively in the furniture business.

The Group's key management team comprising qualified personnel with ages ranging from 26 to 38 years old. The Group has an established middle management team across all levels to assist the heads of various business divisions/key management team in order to facilitate skill transfer so as to ensure smooth running of the Group's management and operations continuity. In addition, rotation of duties are also used as a mechanism to provide management with a broad understanding of the business of the UDS Group.

The ability and commitment of both the key management and middle management teams are reflected in the steady growth of the Company over the past few years.

In addition, the Group highly values its human resources and considers its well-trained staff to be one of the Group's major assets. The Group is committed to grooming its employees, especially the middle management with continuous on-the-job training to gain and develop the necessary knowledge and experience related to their respective responsibility.

The Directors are confident that by having a pool of skilled and experienced employees and an established system of operation in place, in the event of any departure of its executive Directors and/or key management, disruption to the operations of the UDS Group will be minimal.

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