

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT

5.1 PROMOTERS

5.1.1 Particulars and Shareholdings

The details of the promoters of the Goodway Integrated and their shareholdings in Goodway Integrated after the IPO are as follows:-

Name	Place of Incorporation/ Nationality	No. of Ordinary Shares Held			
		Direct	%	Indirect	%
MSSB	Malaysia	@ 4,382,180	5.48	-	-
Tai Boon Wee *	Malaysian	^ 20,410,984	25.51	-	-
CAV	Malaysia	7,624,202	9.53	-	-
CTV	Malaysia	3,044,620	3.81	-	-
BIMBMS	Malaysia	5,082,798	6.35	-	-
Lee Fook Seng	Malaysian	6,527,441	8.16	-	-
Tim Heok Lin	Malaysian	^ 2,111,942	2.64	-	-
Wong Ping Kiong	Malaysian	^ 1,134,363	1.42	-	-

Notes: -

^ Including his/her entitlement for the pink form share allocation pursuant to the IPO.

* Held through Al-Wakalah Nominees (Tempatan) Sdn Bhd save and except for the pink form, ESOS allocations and 4 shares (subscriber's share).

@ Held through Al-Wakalah Nominees (Tempatan) Sdn Bhd.

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5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

5.1.2 Profile

Save for the profile of Tai Boon Wee and Wong Ping Kong (Directors of Goodway Integrated) and Tim Heok Lin (key management) which are set out in Sections 5.3.2 and 5.5.2 respectively of this Prospectus, the profiles of the other promoters are as follows: -

Massive Structure Sdn Bhd

(i) Background Information

MSSB was incorporated in Malaysia under the Companies Act, 1965 on 9 October 2002 as a private limited company under its present name. The company is principally an investment holding company.

(ii) Directors and Substantial Shareholders

The particulars of MSSB's Directors and substantial shareholders and their respective shareholdings in the company as at 31 May 2004 are set out below: -

Name	Designation	No. of Ordinary Shares Held in MSSB			
		Direct	(%)	Indirect	(%)
<u>Directors</u>					
Kok Chin Teong	Director	1	50.0	-	-
Goh Gee Thien	Director	1	50.0	-	-
<u>Substantial Shareholders</u>					
Kok Chin Teong	Director	1	50.0	-	-
Goh Gee Thien	Director	1	50.0	-	-

* Goh Gee Thien is the spouse of Tai Boon Wee, the CEO / Group Managing Director of Goodway Integrated.

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5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

Commerce Asset Ventures Sdn Bhd

(i) Background Information

CAV was incorporated in Malaysia under the Companies Act, 1965 on 16 January 1995 as a private limited company. The principal activities of CAV are investment holding, provision of equity financing including mezzanine funding to viable, innovative, high growth and emerging companies. CAV has a fund size of RM117 million and makes investments in the range of RM0.5 million to RM5 million for companies in the start-up and early stages, and up to RM10 million for companies in the later stages. It has no prior experience in the rubber compound & retread business.

(ii) Directors and Substantial Shareholders

The particulars of CAV's Directors and their respective shareholdings in the company as at 31 May 2004 are set out below: -

Name	Designation	No. of Ordinary Shares Held in CAV			
		Direct	(%)	Indirect	(%)
<u>Directors</u>					
Jamil Hajar Bin Abdul Muttalib	Director	-	-	-	-
Dato' Dr Mohamad Zawawi Ismail	Director	-	-	-	-
Dato' Azizan Bin Abd Rahman	Director	-	-	-	-
Raja Shamsul Kamal Raja Shahruzzaman	Director	-	-	-	-
<u>Substantial Shareholder</u>					
CAHB	-	500,000	100.00	-	-
Employees Provident Fund Board	-	-	-	* 500,000	100.00

* By virtue of its substantial shareholdings in CAHB.

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5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)
Commerce Technology Ventures Sdn Bhd
(i) Background Information

CTV was incorporated in Malaysia under the Companies Act, 1965 on 25 April 2000 as a private limited company. The principal activities of CTV are provision of equity and mezzanine capital to viable, innovative, high growth and emerging companies. CTV has a fund size of RM150 million and makes investments in the range of RM0.5 million to RM5 million for companies in the start-up and early stages, and up to RM10 million for companies in the later stages. The industries targeted for investment by CTV are in the information and communication technology, advanced manufacturing and life sciences sectors. CTV is jointly funded by Bank Negara Malaysia and Bumiputra-Commerce Bank Berhad to spur technology financing and promote its development in Malaysia. It has no prior experience in the rubber compound & retread business.

(ii) Directors and Substantial Shareholders

The particulars of CTV's Directors and their respective shareholdings in the company as at 31 May 2004 is set out below: -

Name	Designation	No. of Ordinary Shares Held in CTV			
		Direct	(%)	Indirect	(%)
<u>Directors</u>					
Dato' Sulaiman Bin Aris	Director	⁽¹⁾ 1,000	50.00	-	-
Dato' Azmi Bin Abdullah	Director	⁽¹⁾ 1,000	50.00	-	-
Jamil Hajar Bin Abdul Muttalib	Director	-	-	-	-
Vijayaledchurny A/P T. Velupillai	Director	-	-	-	-
<u>Substantial Shareholders</u>					
Dato' Sulaiman Bin Aris	Director	⁽¹⁾ 1,000	50.00	-	-
Dato' Azmi Bin Abdullah	Director	⁽¹⁾ 1,000	50.00	-	-

Note: -

- (1) Dato' Sulaiman Bin Aris and Dato' Azmi Bin Abdullah have since 8 May 2000 been the registered holder of 2,000 ordinary shares having a par value of RM1.00 each in the issued and paid-up share capital of CTV. They derive no economic and beneficial interest from or in the Ordinary Shares; and that pursuant to a Declaration of Trust signed effective 8 May 2000, they hold the Ordinary Shares pursuant to a purpose trust for charity and the beneficiary of such trust is/are a charity/charities.

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

BIMB Musyarakah Satu Sdn Bhd

(i) Background Information

BIMBMS was incorporated on 8 February 2001 in Malaysia under the Companies Act 1965 as a private limited company. BIMBMS is a venture capital fund company. It has no prior experience in the rubber compound & retread business.

(ii) Directors and Substantial Shareholders

The particulars of BIMBMS's Directors and their respective shareholdings in the company as at 31 May 2004 are set out below:

Name	Designation	No. of Ordinary Shares Held in BIMBMS			
		Direct	(%)	Indirect	(%)
<u>Directors</u>					
Dato' Mohd. Yusoff Bin Md. Nasir	Director	-	-	-	-
Hamdan Bin Mohd Bintang	Director	-	-	-	-
Nazlan Ozizi Bin Ibrahim	Director	-	-	-	-
Nor Idzam Bin Ya'akub	Director	-	-	-	-
<u>Substantial Shareholder</u>					
BIMB Holdings	-	39,980	100	-	-
Lembaga Tabung Haji	-	-	-	* 39,980	100
Permodalan Nasional Berhad	-	-	-	* 39,980	100
Yayasan Pelaburan Bumiputra	-	-	-	# 39,980	100

* By virtue of its substantial shareholdings in BIMB Holdings

By virtue of its substantial shareholding in PNB, which in turn is a substantial shareholder of BIMB Holdings

Lee Fook Seng, aged 60 was appointed to the Board of Directors of Goodway Rubber on 17 April 2003. He is currently involved in a family business in the tyre retailing sectors. He has more than 20 years experience in tyre retailing business.

5.1.3 Directorships and Substantial Shareholdings of Promoters in All Other Public Corporations for the Past Two Years Preceding the Date Hereof

As disclosed in Section 5.11 of this Prospectus, none of the promoters have any directorships or substantial shareholdings in other public corporations for the past two years preceding 31 May 2004 (latest practicable date prior to the printing of this Prospectus).

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

5.2 SUBSTANTIAL SHAREHOLDERS

5.2.1 Particulars and Shareholdings

The details of the substantial shareholders of the Group and their shareholdings in Goodway Integrated after the IPO and ESOS are as follows:

Name	Place of Incorporation/ Nationality	No. of Ordinary Shares Held			
		Direct	%	Indirect	%
CAV	Malaysia	7,624,202	8.66	-	-
CAHB	Malaysia	-	-	⁽¹⁾ 7,624,202	8.66
Employees Provident Fund Board	Malaysia	-	-	⁽²⁾ 7,624,202	8.66
BIMBMS	Malaysia	5,082,798	5.78	-	-
BIMB Holdings	Malaysia	-	-	⁽³⁾ 5,082,798	5.78
Lembaga Tabung Haji	Malaysia	-	-	⁽⁴⁾ 5,082,798	5.78
Permodalan Nasional Berhad	Malaysia	-	-	⁽⁴⁾ 5,082,798	5.78
Tai Boon Wee *	Malaysian	[^] #21,080,984	23.96	-	-
Lee Fook Seng	Malaysian	6,527,441	7.42	-	-
MSSB	Malaysia	[@] 4,382,180	5.48	-	-
Kok Chin Teong	Malaysian	-	-	[@] 4,382,180	5.48
Goh Gee Thien	Malaysian	-	-	[@] 4,382,180	5.48

Notes: -

- (1) By virtue of its substantial shareholding in CAV, which in turn is a substantial shareholder of Goodway Integrated;
 - (2) By virtue of their substantial shareholding in CAHB, which in turn is a substantial shareholder of CAV;
 - (3) By virtue of its substantial shareholding in BIMBMS, which in turn is a substantial shareholder of Goodway Integrated; and
 - (4) By virtue of its substantial shareholding in BIMB Holdings, which in turn is a substantial shareholder of BIMBMS.
- [^] Including his entitlement for the pink form share allocation pursuant to the IPO.
- [#] Including his ESOS allocation.
- ^{*} Held through Al-Wakalah Nominees (Tempatan) Sdn Bhd save and except for the pink form, ESOS allocations and 4 shares (subscriber's share).
- [@] Held through Al-Wakalah Nominees (Tempatan) Sdn Bhd.

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

5.2.2 Profiles of Substantial Shareholders

The respective profile of CAV, BIMBMS and Lee Fook Seng (the Promoters of Goodway Integrated) and Tai Boon Wee (a Director of Goodway Integrated) are set out in Sections 5.1.2 and 5.3.2 respectively in this Prospectus.

Commerce Asset-Holding Berhad

CAHB was incorporated in 1924 in Malaysia under the Companies Act 1965 as a private limited company. CAHB was previously known as Bank of Commerce Berhad and it is involved in investment holding.

Employees Provident Fund Board

The Board established under the Employees Provident Fund Ordinance, 1951 which was later amended to the Employees Provident Fund Act, 1991 is the trustee of the Employees Provident Fund which is a defined contribution scheme. The principal activities of the Board are to receive and to collect contributions, to meet all withdrawals of savings and other benefits to members or their beneficiaries upon satisfaction of any condition for withdrawals and to invest its monies for the benefit of its members. Their principal members are the private and non-pensionable public sector employees.

BIMB Holdings Berhad

BIMB Holdings was incorporated on 20 March 1997 in Malaysia and was listed in Main Board of then Kuala Lumpur Stock Exchange on 16 September during the same year. The Group principal activities are the provision of Islamic banking and offshore Islamic banking. The Group's operations are carried out in Malaysia, Indonesia, Sri Lanka and the United Arab Emirates.

Lembaga Tabung Haji

TH was incorporated in November 1962 and commenced operation on 30 September 1963 as a scheme that could help Malaysian Muslims to save gradually for their pilgrimage.

Permodalan Nasional Berhad

Incorporated on 17 March 1978, PNB was conceived as a pivotal instrument of the Government's New Economic Policy to promote share ownership in the corporate sector among the Bumiputera, and develop opportunities for suitable Bumiputera professionals to participate in the creation and management of wealth.

Yayasan Pelaburan Bumiputra

Established under the guidance of a Working Committee backed by the Malaysian Government, the Yayasan Pelaburan Bumiputra (YPB) or Bumiputra Investment Foundation was incorporated on 9 January 1978 as a coordinating body for investment activities in the corporate sector by Government agencies, Bumiputera companies and Bumiputera individuals.

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

Goh Gee Thien, aged 44 was appointed as Director of Massive Structure Sdn Bhd on 28 June 2003. After completing her education in 1978, she gained some experienced as an administrator at a local company before devoting herself as a full time housewife.

Kok Chin Teong, aged 62, was appointed as Director of Massive Structure Sdn Bhd on 18 February 2003. He completed his education in 1960. His last position before retiring was a Sales Manager for a company dealing with petroleum products.

5.3 DIRECTORS AND CHIEF EXECUTIVE OFFICER

5.3.1 Particulars and Shareholdings

The details of the Directors of the Group and their shareholdings in Goodway Integrated after the IPO and ESOS are as follows: -

Name	Designation / Functions	After IPO				After Full Exercise of ESOS			
		No. of Ordinary Shares Held				No. of Ordinary Shares Held			
		Direct	%	Indirect	%	Direct	%	Indirect	%
Raja Shamsul Kamal Bin Raja Shahrizzaman	Chairman / Non-Executive Non-Independent Director	* 200,000	#	-	-	* 200,000	#	-	-
Tai Boon Wee [®]	CEO / Group Managing Director	^ 20,410,984	25.51	-	-	^ 21,080,984	23.96	-	-
Wong Ping Kiong	Executive Director	^ 1,134,363	1.42	-	-	^ 1,584,363	1.80	-	-
Mohd Jafni Bin Mohd Alias	Non-Executive Non-Independent Director	* 200,000	#	-	-	* 200,000	#	-	-
Nor Idzam Bin Ya'akub	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-
Adi Arman Bin Abu Osman (an alternate director for Nor Idzam Bin Ya'akub)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-
Mok Yuen Lok	Independent Non-Executive Director	* 20,000	#	-	-	* 20,000	#	-	-
Ismail Bin Mahayudin	Independent Non-Executive Director	* 20,000	#	-	-	* 20,000	#	-	-

Notes: -

* Except for Tai Boon Wee and Wong Ping Kiong, the shareholdings of the other directors of Goodway Integrated are based entirely on their respective entitlements for the pink form share allocation pursuant to IPO.

^ Including his entitlement for the pink form share allocation pursuant to the IPO.

Less than 1%.

@ Held through Al-Wakalah Nominees (Tempatan) Sdn Bhd save and except for the pink form, ESOS allocations and 4 shares (subscriber's share).

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

5.3.2 Profiles of Directors and Chief Executive Officer

Raja Shamsul Kamal Raja Shahrizzaman, aged 44, was appointed as a Director and Chairman of Goodway Integrated on 20 May 2004. He is also a Director of Commerce Asset Ventures Sdn Bhd and CPEM. After a short stint with the Public Works Department, he joined Shah Alam Properties Sdn Bhd and formed the core project management team for the development of the Shah Alam town centre.

In 1987, he joined Bank of Commerce Berhad where he was assigned to the Corporate Banking Department and subsequently headed the Public Sector Unit until 1992. Thereafter he was seconded to Commerce Asset Leasing Sdn Bhd as the Chief Executive Officer. In 1996, he was appointed the General Manager at Commerce Asset Fund Managers Sdn Bhd before taking up his present position as Chief Executive Officer at Commerce Asset Ventures Sdn Bhd in the middle of 1997. Raja Shamsul Kamal currently sits on the Board of a number of private companies, and previously on public listed companies in Malaysia.

He holds a Bachelor of Civil Engineering Degree (Hons) from the University of Newcastle-upon-Tyne, England.

Tai Boon Wee, aged 44, was appointed CEO and Group Managing Director of Goodway Integrated on 20 May 2004. He was appointed as Managing Director of Goodway Rubber in 1994 and prior to that was the Operations Director of Goodway Rubber in 1991. He joined Goodway Rubber in 1989 as the Marketing Manager overseeing the overseas market. He was responsible for creating a market presence for the Group's products in Japan, Hong Kong, Taiwan and Indonesia. Such presence resulted in the plant in Sabah achieving its full production capacity for the year. Since then, and with the move to Nilai, the plant has tripled its capacity.

Tai Boon Wee was the mastermind behind the successful joint-venture project with GK, a German rubber compound entity from 1993 to 2003. GK provided the technology transfer for the manufacturing of technical rubber and rubber compounds, whilst he was responsible for positioning and building a successful brandname for the Group's product in the Asia-Oceanic-Africa markets, as well as domestically. Tai Boon Wee was also one of the founders of Kilotrac, a wholly owned subsidiary of Goodway Integrated. Tai Boon Wee is also a director of Goodway Australia.

Mr. Tai Boon Wee obtained the London Chamber of Commerce and Industry Higher Stage Diploma in Marketing (Spring Series) in 1980.

Wong Ping Kiong, aged 41, was appointed Executive Director of Goodway Integrated on 20 May 2004. She is in charge of the corporate affairs of the Group. Ms Wong was the pioneer in the Group. She joined Goodway Rubber in 1989 as an Accounts Executive. She was promoted to Finance Manager of Goodway Rubber in 1996 and was subsequently made Senior Manager (Finance) in 1999. She was responsible for the Group's financial matters and was directly involved in the procurement of raw materials and sourcing of funds for the Group's expansion.

Ms Wong started her career as an Audit Assistant in a private firm in Sarawak, East Malaysia, prior to joining Goodway Rubber. Ms Wong is also a director of Kilotrac and Goodway Australia.

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

She obtained a Bachelor of Science in Business Administration majoring in Accounting from Oklahoma State University in 1986.

Mohd Jafni Mohd Alias, aged 38, was appointed director of Goodway Integrated on 20 May 2004. He is an Associate of CPEM. He studied Chartered Institute of Management Accountant in the United Kingdom from 1986 to 1991. He began his career in banking in 1991 when he joined Bank Bumiputra Malaysia Berhad as an Account Manager in the Corporate Banking Department. He joined Commerce International Merchant Bankers Berhad in 1995 as a Deputy Manager in the Capital Market Department. He was then promoted to Manager/Unit Head in 1997. During his career in the banking industry, he was involved in various areas of banking in particular Loan Syndication, Project Financing, Private Debt Securities and Project Advisory. He joined CAV in March 2000 as Manager, Business Development. He was then transferred to CPEM in January 2001.

Nor Idzam Bin Ya'akub, aged 41, was appointed director of Goodway Integrated on 20 May 2004. He is also the Chief Executive Officer and Director of BIMB Venture Capital Sdn Bhd ("BIMBVC"). He also holds directorships in several private companies. He was instrumental in the setting up of the venture capital arm of the BIMB Holdings Berhad Group and is responsible for the day-to-day operations of the business. He has more than a decade of experience in the venture capital industry.

Prior to joining the BIMB Holdings Berhad, he was a member of the senior management member of another established venture capital company, which is a joint venture between a leading local development bank and foreign institutional investors from Japan, Taiwan, Singapore and Brunei. He helped establish the business for them since 1994 before he was recruited to set up BIMBVC in September 2000. Prior to that, he was employed by another venture capital company and was responsible in nurturing entrepreneurs and new start up companies.

He graduated from Edith Cowan University, Western Australia majoring in Accounting.

Adi Arman Bin Abu Osman, aged 30, was appointed as the alternate director to Encik Nor Idzam Bin Ya'akub on 20 May 2004. He currently manages the investment portfolio held under the management of BIMBVC. Prior to joining BIMBVC, he was with the Labuan offshore banking unit of the BIMB Holdings Berhad.

He graduated from the London School of Economics and Political Science with a Bachelor of Science (Honours) in Economics, majoring in Accounting and Finance in 1997. He later spent two (2) years in the Middle East, graduating with a Diploma Certificate in Arabic Language from the University of Madinah, Saudi Arabia in 2000.

Mok Yuen Lok, aged 44, was appointed an Independent Non-Executive Director on 20 May 2004. He graduated in 1981 with a Bachelor of Science from Heriot Watt University, Edinburgh, and has been involved in the accounting profession since 1982. He is also a member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants.

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

He is the co-founder and Country Managing Partner of Horwath, an international accounting firm and sits on the Board of Directors of Horwath International. He has served on the Panel of Adjudicators for the National Annual Corporate Report Awards for 3 years, and presently acts as a Danaharta-appointed Special Administrator for several cases, as well as an appointed Liquidator / Receiver and Manager, overseeing over RM1 billion of Non-Performing Loans.

He is a member of the World Entrepreneurs' Organization, Malaysia Chapter and Young Presidents' Organization and also a council member of Hospis Malaysia.

Ismail Bin Mahayudin aged 61, was appointed as an Independent Non-Executive Director on 20 May 2004. Prior to his retirement from the BIMB Holdings, he was a Management Member of BIMB Holdings Berhad and Senior General Manager, Treasury and International Banking Division of Bank Islam Malaysia Berhad. He started his career as a teacher in Sekolah Menengah Dato' Seri Amar Diraja, Muar, Johor, in 1971. He joined Bank Bumiputra Malaysia Bhd in 1975 as Officer in the Trade Finance Department. In 1980, he joined Bank of Commerce Malaysia Bhd as Manager of the Bills Department. He joined BIMB in 1983 as General Manager, Trade Finance and Treasury Division and assumed position as Senior General Manager of the Retail Banking Division in 1994 till his retirement in 2002.

He holds a Bachelor of Arts (University of Malaya) and a Teaching Certificate from Malayan Teachers College, Kuala Lumpur. He was Chairman of BIMB Foreign Currency Clearing Agency Sdn Bhd, Al-Wakalah Nominees (Tempatan) Sdn Bhd and BIMB International Islamic Trust (Labuan) Sdn Bhd. He was also a Director of Syarikat Takaful Malaysia Bhd and Bank Islam (L) Ltd.

He is now an external research fellow of Islamic Banking Institute of Malaysia (IBFIM) and the advisor for Islamic Banking, Bumiputra-Commerce Bank Berhad.

5.3.3 Directors' Remuneration and Benefits

The aggregate remuneration and benefits paid to the Directors and CEO of Goodway Integrated for services rendered in all capacities to the Group for the financial year ended 31 December 2003 and the current financial year ending 31 December 2004 are as follows: -

Remuneration Band (RM'000)	Financial Year Ended 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	-	-	-	-
50,001 – 100,000	-	-	60	5
100,001 – 200,000	-	-	-	-
200,001 – 500,000	-	-	699	2
Above 500,000	-	-	-	-
Total	-	-	759	*7

Note:

* The Board consists of eight (8) members of which one (1) member is an alternate director.

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

5.4 AUDIT COMMITTEE

The main functions of the Audit Committee fall within the ambit of the Listing Requirements, which include the review of audit plans and audit reports with the Group's auditors, review of the auditors' evaluation of internal accounting controls and management information systems, review of the scope of internal audit procedures, review of the balance sheet and income statement, review of related party transactions and conflict of interest within the Group, and nomination of the auditors. The Audit Committee comprises of the following individuals: -

Name	Designation	Directorship
Mok Yuen Lok	Chairman of Audit Committee	Independent Non-Executive Director
Wong Ping Kiong	Member of Audit Committee	Executive Director
Ismail Bin Mahayudin	Member of Audit Committee	Independent Non-Executive Director

5.5 KEY MANAGEMENT

5.5.1 Particulars and Shareholdings of the Key Management Team

The details of the key management of the Group and their shareholdings in Goodway Integrated after the IPO are as follows: -

Name	Designation / Functions	After IPO				After Full Exercise of ESOS			
		No. of Ordinary Shares Held				No. of Ordinary Shares Held			
		Direct	%	Indirect	%	Direct	%	Indirect	%
Tai Boon Wee	CEO / Group Managing Director	#20,410,984	25.51	-	-	21,080,984	23.96	-	-
Tim Heok Lin	Executive Director, Goodway Rubber	#2,111,942	2.64	-	-	2,557,942	2.91	-	-
Wong Ping Kiong	Executive Director	#1,134,363	1.42	-	-	1,584,363	1.80	-	-
Brian Leonard Smith	Managing Director, Goodway Australia	#200,000	0.25	-	-	#420,000	*0.48	-	-
Chin Yon Fei	General Manager of Production Operations	#700,000	0.88	-	-	#730,000	*0.83	-	-
Choo Tiam Loy	Assistant General Manager of Production Operations	#650,000	0.81	-	-	#680,000	*0.77	-	-

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

Name	Designation / Functions	After IPO				After Full Exercise of ESOS			
		No. of Ordinary Shares Held				No. of Ordinary Shares Held			
		Direct	%	Indirect	%	Direct	%	Indirect	%
Gan Huey Mian	Enterprise Resource Planning Manager	#200,000	0.25	-	-	#230,000	*0.26	-	-
Lim Shu Chang	Country Manager, China	#200,000	0.25	-	-	#230,000	*0.26	-	-
Rajamanikam A/L Doraisamy	Quality Assurance & Technical Manager	#100,000	0.13	-	-	#130,000	*0.15	-	-

Notes: -

* Negligible, less than 1%.

(1) Being their respective entitlements under the pink form allocation.

(2) The ESOS will only be implemented i.e. the options under the ESOS will only be offered to the eligible directors and employees of the Group, on the date the Company's listing on the Second Board of Bursa Malaysia. The shareholdings shown are based on the assumption that the number of options to be granted under the ESOS is 10% of the Company's enlarged issued and paid up share capital on the date of listing. Under the terms of the bye-laws of the ESOS, the quantum of the ESOS is up to 10% of the Company's issued and paid up share capital at any time during the existence of the ESOS.

(3) The respective indicative ESOS allocations for the key management is as follows: -

Name	Indicative number of ESOS Options
Tai Boon Wee	670,000
Tim Heok Lin	446,000
Wong Ping Kiong	450,000
Chin Yon Fei	30,000
Choo Tiam Loy	30,000
Gan Huey Mian	30,000
Lim Shu Chang	30,000
Rajamanikam A/L Doraisamy	30,000

5.5.2 Profiles of the Key Management

The day-to-day management of the Group is headed by Tai Boon Wee, the CEO/Group Managing Director, and assisted by a team of experienced and dedicated management and technical personnel as set out below: -

The respective profile of Tai Boon Wee and Wong Ping Kiong are disclosed in section 5.3.2 of this Prospectus.

Tim Heok Lin, aged 62, is co-founder and since 1990 Executive Director of Goodway Rubber. He has 34 years of experience in the rubber related industry. Mr. Tim started his career in 1970 as a Chemist attached to several companies, namely Yukicayen Rubber Factory Ltd, Asahi Shoes Factory Ltd and Bridgestone Tyre Factory Ltd, in Japan until 1972.

Upon his return to Malaysia in 1973, Mr. Tim worked with several rubber related companies as Factory Manager. He ventured into his own business and set up Der Sheng Rubber Product Sdn Bhd and Super Wheel Auto Car Sdn Bhd between 1983 and 1989.

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

Mr. Tim graduated from Nanyang University of Singapore in 1969 with a Bachelor of Science (degree in Chemistry).

Brian Leonard Smith, aged 65, was appointed Managing Director of Goodway Australia in 1994. Brian has 50 years of working experience in the retreading industry in Australia. At the age of 19, Brian was appointed as a Factory Manager in BTS Retreading Factory. He ventured into his own retreading business in 1972 with 90 employees and was also operating one of the largest retail tyre shop distributing tyres from Japan, Korea and Italy in Australia.

He sold his business in 1989 and teamed up with a few partners to form Goodway Australia in 1994. In 1998, following discussions with Tai Boon Wee, Goodway Australia became a subsidiary of Goodway Rubber to distribute and retail rubber retreading materials in the Oceanic region after the former partners had relinquished their shareholding in Goodway Australia.

Chin Yon Fei, aged 35, was appointed Finance Manager of Goodway Rubber in 2002. He is currently General Manager of Production Operations in Goodway Rubber. He holds a degree in accountancy from University of Malaya and has in-depth experience in finance, audit and accounting. His last position prior to joining Goodway Rubber in 2002 was with Extrawell Pharmaceutical Holding Ltd, a Hong Kong listed company working as a Finance Manager, handling the finance and accounting function of two manufacturing subsidiaries operating in the People's Republic of China. He was with Extrawell Pharmaceutical Holding Ltd from 2000 to 2002.

Choo Tiam Loy, aged 32, was appointed Human Resource Manager of Goodway Rubber in 2002. He is currently Assistant General Manager of Production Operations in Goodway Rubber. He holds a Master of Science (Human Resources Development) and a Degree in Business Administration. Prior to joining Goodway Rubber in 1999, he was with Hualon Corporation Sdn. Bhd. as a Personnel Officer. He has had six (6) years of experience in the human resources field including strategic planning, training and organizational development, compensations and benefits, recruitments, performance appraisal and industrial relations. He is responsible for implementing a TPM business program in Goodway Rubber.

Gan Huey Mian, aged 36, was appointed Enterprise Resource Planning Manager of Goodway Rubber on 1 April 2004. She joined the Group in 1999 as Assistant Quality Assurance Manager and was subsequently promoted to Marketing Manager. She holds a degree in B.Sc (Chemistry) from University of Malaya. Prior to joining Goodway Rubber in 1999, she was Sales Manager in CCMC Perniagaan Sdn Bhd, handling sales of special polymer composites. She also has in-depth experience in research and development, technical service and sales in automotive coatings. She was with Berger Paints (M) Sdn Bhd, from 1992 to 1999.

Lim Shu Chang, aged 46, was appointed Country Manager for China in 2002. He joined Goodway Rubber as Marketing Manager in 1997. A diploma holder from the Chartered Institute of Marketing (U.K.), he has been in the tyre and retreading industry for over 18 years.

Mr. Lim began his involvement in the tyre industry with the setup of one of the pioneering precured retreading plants in Malaysia in 1984. He later ventured into the business of tyre management for transport fleets.

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

When he joined Goodway Rubber, he was tasked with the opening of markets in North America, Africa, Middle East and China. He also introduced franchising as a new business model and is currently based in China to expand the Group's business and development of the franchise programmes.

Rajamanikam A/L Doraisamy, aged 52, is Quality Assurance & Technical Manager of the Group. He has 30 years of working experience in the rubber related industry, specialising in compounding, mixing, extrusion, moulding, buffing and process troubleshooting. Rajamanikam started his career in 1973 when he was attached to a rubber moulding company. Subsequently, he joined a rubber compounding company in Perak from 1984 to 1990.

5.6 INVOLVEMENT OF EXECUTIVE DIRECTORS / KEY MANAGEMENT IN OTHER BUSINESSES / CORPORATIONS

None of the Executive Directors / key management is involved in other businesses or corporations.

5.7 DECLARATION OF DIRECTORS AND KEY MANAGEMENT TEAM/TECHNICAL PERSONNEL

No director or key personnel is or has been involved in any of the following events: -

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

5.8 FAMILY RELATIONSHIPS

Goh Gee Thien is a Director and substantial shareholder of MSSB and the spouse of Tai Boon Wee, the CEO / Group Managing Director of Goodway Integrated.

Save as disclosed above, there is no family relationship (as defined in Section 122A of the Act) or association between the substantial shareholders, promoters, Directors, key management or key technical personnel.

5.9 EXISTING OR PROPOSED SERVICE AGREEMENTS

Save as disclosed in Section 13.5 (d) to (e) of this Prospectus, there are no existing or proposed service agreements between the Group and its Directors and key management or key technical personnel.

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)
5.10 CHANGES IN SHAREHOLDINGS IN THE COMPANY FOR THE PAST THREE (3) YEARS

The Company was incorporated in 19 June 2003. Therefore the significant changes of the promoters' and substantial shareholders' shareholdings in the Company preceding the date hereof are as follows: -

Name	Balance as at 19 June 2003 *		From 20 June 2003 to 31 December 2003				From 1 January 2004 to 31 May 2004			
	Direct	Indirect	Acquisition	Disposal	Direct	Indirect	Acquisition	Disposal	Direct	Indirect
Promoters										
MSSB	-	-	-	-	-	-	-	-	@ 4,382,180	-
Tai Boon Wee	-	-	-	-	-	-	4	-	#20,410,984	-
CAV	-	-	-	-	-	-	-	-	7,624,202	-
CTV	-	-	-	-	-	-	-	-	3,044,620	-
BIMBMS	-	-	-	-	-	-	-	-	5,082,798	-
Lee Fook Seng	-	-	-	-	-	-	-	-	6,527,441	-
Tim Heok Lin	-	-	-	-	-	-	-	-	2,111,942	-
Wong Ping Kiong	-	-	-	-	-	-	-	-	1,134,363	-
Substantial Shareholders										
Ng Siew Huang	1	-	-	(2)	-	-	-	-	-	-
Ng Lui Keng @ Ng Joo Keng	1	-	-	(2)	-	-	-	-	-	-
Lam Hon Cheong	-	-	2	-	-	-	-	(2)	-	-
Gan Huay Wen	-	-	2	-	-	-	-	(2)	-	-
MSSB	-	-	-	-	-	-	-	-	4,382,180	-
Tai Boon Wee	-	-	-	-	-	-	-	-	20,410,984	-
CAV	-	-	-	-	-	-	-	-	7,624,202	-
BIMBMS	-	-	-	-	-	-	-	-	5,082,798	-
Lee Fook Seng	-	-	-	-	-	-	-	-	6,527,441	-

Note: -

* date of incorporation

held through Al-Wakalah Nominees (Tempatan) Sdn. Bhd. save and except for 4 shares

@ held through Al-Wakalah Nominees (Tempatan) Sdn. Bhd.

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

5.11 DIRECTORSHIPS AND SUBSTANTIAL SHAREHOLDINGS IN ALL OTHER PUBLIC CORPORATIONS FOR THE PAST TWO YEARS

The directorships and substantial shareholdings of the promoters, directors and CEO in other public corporations for the past two years preceding 23 June 2004 are as follows: -

Name	Name of Corporation Involved	Year of Appointment to the Board	Substantial Shareholdings (No. of Shares)	(%)	Principal Activities
Promoters MSSB	-	-	-	-	-
Tai Boon Wee	-	-	-	-	-
CAV	-	-	-	-	-
CTV	-	-	-	-	-
BIMBMS	-	-	-	-	-
Lee Fook Seng	-	-	-	-	-
Tim Heok Lin	-	-	-	-	-
Wong Ping Kiong	-	-	-	-	-
<u>Directors and CEO</u> Raja Shamsul Kamal Bin Raja Shahruzzaman	EP Manufacturing Berhad	1998 (Resigned in 2002)	-	-	Manufactures automotive components
Tai Boon Wee	Malaysian Steel Works (KL) Berhad	1 November 2002	-	-	Manufacturer of steel bars which form the core of concrete structures including buildings, bridges, reservoirs and flyovers.
Wong Ping Kiong	-	-	-	-	-

5. INFORMATION ON PROMOTERS / SUBSTANTIAL SHAREHOLDERS / DIRECTORS / KEY MANAGEMENT (Cont'd)

Name	Name of Corporation Involved	Year of Appointment to the Board	Substantial Shareholdings (No. of Shares)	(%)	Principal Activities
Mohd Jafni Bin Mohd Alias	SBBS Consortium Berhad	2001 (Resigned in 2003)	-	-	Trading, manufacture and sale of moulded and sawn timber and other wood-based products.
Nor Idzam Bin Ya'akub	-	-	-	-	-
Adi Arman Bin Abu Osman (an alternate director to Nor Idzam Bin Ya'akub)	-	-	-	-	-
Mok Yuen Lok	Habib Corporation Berhad	2002	-	-	Investment holding and provision of management services
Ismail Bin Mahayudin	Bank Islam (L.) Limited	1999 (resigned in January 2004)	-	-	Financial services
	Syarikat Takaful Malaysia Berhad	1985 (resigned in 2002)	-	-	General Takaful and Takaful family.

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6. APPROVALS AND CONDITIONS**6.1 APPROVALS AND CONDITIONS**

MITI and SC approved the IPO on 8 January 2004 and 23 March 2004 respectively. SC subsequently had on 12 May 2004 approved some waivers on the disclosure of certain information. The conditions imposed by the authorities and status of compliance are as follows: -

Conditions Imposed By MITI		Status of Compliance																									
1.	The allocation of 14,000,000 Public Issue Shares reserved for approved Bumiputera investors by MITI will be determined after the listing of Goodway Integrated has been approved by SC.	SC's approval was granted on 23 March 2004.																									
2.	The approval of SC for the listing and to comply to the guidelines on acquisition, merger and take-overs.	SC's approval was granted on 23 March 2004.																									
3.	MITI had agreed to recognised the Bumiputera shareholdings as follows: - <table border="1" data-bbox="432 864 991 1039"> <thead> <tr> <th>Name</th> <th>No. of shares</th> <th>%</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>CAV</td> <td>3,737,545</td> <td>30</td> <td>5,775,000</td> <td>4.28</td> </tr> <tr> <td>CTV</td> <td>746,269</td> <td>6</td> <td>3,044,621</td> <td>3.81</td> </tr> <tr> <td>BIMBMS</td> <td>1,245,848</td> <td>10</td> <td>5,082,798</td> <td>4.85</td> </tr> <tr> <td>Total</td> <td>5,729,662</td> <td>48</td> <td>13,902,419</td> <td>12.94</td> </tr> </tbody> </table> <p>as the existing Bumiputera shareholding and subject to the condition that 30% of the recognised total number of shares allocated are allowed to be disposed within three (3) months after the listing of the Company and the remaining 70% of the recognised total number of shares allocated are allowed to be disposed off in the staggered manner with the prior approval of MITI.</p>	Name	No. of shares	%	No. of shares	%	CAV	3,737,545	30	5,775,000	4.28	CTV	746,269	6	3,044,621	3.81	BIMBMS	1,245,848	10	5,082,798	4.85	Total	5,729,662	48	13,902,419	12.94	To be complied by the approved Bumiputera shareholders upon listing of Goodway Integrated.
Name	No. of shares	%	No. of shares	%																							
CAV	3,737,545	30	5,775,000	4.28																							
CTV	746,269	6	3,044,621	3.81																							
BIMBMS	1,245,848	10	5,082,798	4.85																							
Total	5,729,662	48	13,902,419	12.94																							
4.	The Company is required to inform MITI upon completion of the above matter.	To be complied by the Company after listing.																									

Conditions Imposed By SC dated 23 March 2004		Status of Compliance										
1.	SC takes note that shares under the public issue and offer for sale will be offered at RM1.05 per share as determined by AmMerchant Bank and Goodway.	Not applicable										
2.	Based on the disclosure made in application, SC takes note that proceeds from the public issue will be utilised as follows: - <table border="1" data-bbox="443 1800 991 1993"> <thead> <tr> <th>Utilisation</th> <th>RM'000</th> </tr> </thead> <tbody> <tr> <td>Repayment of Term Loan</td> <td>5,021</td> </tr> <tr> <td>Working capital</td> <td>10,765</td> </tr> <tr> <td>Estimated Listing Expenses</td> <td>1,900</td> </tr> <tr> <td>Total</td> <td>17,686</td> </tr> </tbody> </table>	Utilisation	RM'000	Repayment of Term Loan	5,021	Working capital	10,765	Estimated Listing Expenses	1,900	Total	17,686	Not applicable
Utilisation	RM'000											
Repayment of Term Loan	5,021											
Working capital	10,765											
Estimated Listing Expenses	1,900											
Total	17,686											

6. APPROVALS AND CONDITIONS (Cont'd)

	Conditions Imposed By SC dated 23 March 2004	Status of Compliance															
3.	<p>SC takes note and has no objection on the to be changed equity structure of Bumiputera, non-Bumiputera and foreigners of Goodway, pursuant to the implementation of the flotation of Goodway, as follows:</p> <table border="1" data-bbox="448 465 995 689"> <thead> <tr> <th></th> <th>Before %</th> <th>After %</th> </tr> </thead> <tbody> <tr> <td>Bumiputera</td> <td>-</td> <td>34.9</td> </tr> <tr> <td>Non-Bumiputera</td> <td>100.0</td> <td>65.1</td> </tr> <tr> <td>Foreigners</td> <td>-</td> <td>-</td> </tr> <tr> <td></td> <td>100.0</td> <td>100.0</td> </tr> </tbody> </table>		Before %	After %	Bumiputera	-	34.9	Non-Bumiputera	100.0	65.1	Foreigners	-	-		100.0	100.0	Not applicable
	Before %	After %															
Bumiputera	-	34.9															
Non-Bumiputera	100.0	65.1															
Foreigners	-	-															
	100.0	100.0															
4.	<p>AmMerchant Bank/Goodway is required to revise and present to the SC for their consideration the proposed share allocation under the public issue and offer for sale as disclosed in paragraphs 2 (iii) and 2 (iv) of SC's approval letter, to ensure at least 6,000,000 ordinary shares of Goodway of RM0.50 each are being allocated to retail investors under balloting. Shares that are allocated to retail investors under balloting (Retail Offer) can only be clawed-back to be offered to other investors if there is under-subscription under the Retail Offer, and the amount to be clawed-back is limited to the number of shares not subscribed under the Retail Offer;</p>	AmMerchant Bank on behalf of the Company had on 27 April 2004 submitted to the SC the revised proposed share allocation. Details of the share allocation under Public Issue and Offer for Sale are disclosed in Section 2.5.															
5.	<p>Goodway is required to disclose in detail in the listing prospectus the following matters:</p> <ul style="list-style-type: none"> • An effective management continuity plan to ensure a continuous management of Goodway Group; • Risk management and action plan on all risks that have negative impact on the company's operations and profitability, including the dependency of the company on global commodity and the changes in the prices of such commodities; • A detailed explanation in relation to the high group's trade debtors and the Board's commentary on the ability of the company to recover all of the said trade debts; and • A detailed explanation on the impact on the business operations of Goodway Group due to expiry joint venture agreement for the transfer of technology 	<p>Complied.</p> <p>As disclosed in Section 3 (h)</p> <p>Complied, as detailed in Section 3 (z) of this prospectus.</p> <p>Complied, as detailed in Section 9.4 (vi) of this prospectus.</p> <p>Complied, as detailed in Section 3 (j) of this prospectus. AmMerchant Bank on behalf of the Company had on 10 June</p>															

6. APPROVALS AND CONDITIONS (Cont'd)

	Conditions Imposed By SC dated 23 March 2004	Status of Compliance
	with Gummiwerk Kraiburg Produktions GmbH and whether the Goodway Group is currently dependent on any party for technical assistance. The Board of Directors of Goodway is also required to provide a written confirmation to the SC of the same due to the expiry of the said joint venture agreement;	2004 submitted the said Board's confirmation.
6.	<p>In relation to the Goodway Group's asset disclosure, which is located in Lot P.T. No. 3909 & 3910, Taman Perindustrian Nilai, Mukim Setul, Daerah Seremban, Negeri Sembilan in Goodway's listing prospectus, AmMerchant Bank/Goodway is required to –</p> <ul style="list-style-type: none"> • To provide a written statutory declaration to the SC that Goodway will at its best endeavour to secure the approval for the building plan within one (1) year from the SC letter dated 23 March 2004; • To provide written confirmation from the relevant building consultant that the said building has been built in accordance to "Undang-undang Kecil Bangunan Seragam"; • To announce quarterly through Bursa Malaysia on the status of approval for the building plan and temporary permit for structures on the relevant sites; and • To inform SC on the said announcements made to Bursa Malaysia; 	<p>AmMerchant Bank on behalf of the Company had on 1 June 2004 submitted the said written statutory declaration. Complied.</p> <p>AmMerchant Bank on behalf of the Company had on 27 April 2004 submitted the said written statutory declaration. Complied.</p> <p>To be complied.</p> <p>To be complied.</p>
7.	In relation to the utilisation of proceeds from the public issue as stated in paragraph 4 above, a suitable disclosure on the status of utilisation of proceeds must be made in the quarterly announcements and Goodway's annual report until the said proceeds has been fully utilised;	To be complied after listing.
8.	Individual promoters of Goodway, Tai Boon Wee, Lee Fook Seng, Tim Heok Lin and Wong Ping Kiong are required to provide a written statutory declaration to us that they will continuously be involved actively in the management of Goodway Group at least for a period of 3 years from the listing of Goodway on the Bursa Malaysia;	Complied. The individuals had on 27 April 2004 provided the statutory declaration.

6. APPROVALS AND CONDITIONS (Cont'd)

	Conditions Imposed By SC dated 23 March 2004	Status of Compliance																														
9.	<p>As proposed by Goodway and agreed by Goodway's major shareholders/promoters, moratorium will be enforced on the sale of 36,000,000 ordinary shares of Goodway which represent 45% of the issued share capital of Goodway, as follows:</p> <table border="1" data-bbox="448 461 991 1077"> <thead> <tr> <th data-bbox="448 461 632 573">Name of promoter</th> <th data-bbox="632 461 807 573">No. of shares held under moratorium</th> <th data-bbox="807 461 991 573">% of enlarged issued and paid-up capital</th> </tr> </thead> <tbody> <tr> <td data-bbox="448 573 632 685">Al-Wakalah Nominees (Tempatan) Sdn Bhd ⁽¹⁾</td> <td data-bbox="632 573 807 685">3,198,770</td> <td data-bbox="807 573 991 685">4.00</td> </tr> <tr> <td data-bbox="448 685 632 797">Al-Wakalah Nominees (Tempatan) Sdn Bhd ⁽²⁾</td> <td data-bbox="632 685 807 797">14,606,991</td> <td data-bbox="807 685 991 797">18.26</td> </tr> <tr> <td data-bbox="448 797 632 831">CAV</td> <td data-bbox="632 797 807 831">5,565,277</td> <td data-bbox="807 797 991 831">6.96</td> </tr> <tr> <td data-bbox="448 831 632 864">CTV</td> <td data-bbox="632 831 807 864">2,222,418</td> <td data-bbox="807 831 991 864">2.78</td> </tr> <tr> <td data-bbox="448 864 632 898">BIMBMS</td> <td data-bbox="632 864 807 898">3,710,182</td> <td data-bbox="807 864 991 898">4.64</td> </tr> <tr> <td data-bbox="448 898 632 943">Lee Fook Seng</td> <td data-bbox="632 898 807 943">4,764,698</td> <td data-bbox="807 898 991 943">5.95</td> </tr> <tr> <td data-bbox="448 943 632 976">Tim Heok Lin</td> <td data-bbox="632 943 807 976">1,395,618</td> <td data-bbox="807 943 991 976">1.74</td> </tr> <tr> <td data-bbox="448 976 632 1021">Wong Ping Kiong</td> <td data-bbox="632 976 807 1021">536,046</td> <td data-bbox="807 976 991 1021">0.67</td> </tr> <tr> <td data-bbox="448 1021 632 1077">Total</td> <td data-bbox="632 1021 807 1077">36,000,000</td> <td data-bbox="807 1021 991 1077">45.00</td> </tr> </tbody> </table> <p data-bbox="448 1077 512 1111">Note:</p> <p data-bbox="448 1111 879 1144">⁽¹⁾ Shares held beneficially for MSSB</p> <p data-bbox="448 1144 991 1200">⁽²⁾ Shares held beneficially for Mr. Tai Boon Wee</p> <p data-bbox="448 1234 991 1357">The shares under moratorium are not to be sold, transferred or assigned within one (1) year from the date of listing of Goodway on Bursa Malaysia;</p>	Name of promoter	No. of shares held under moratorium	% of enlarged issued and paid-up capital	Al-Wakalah Nominees (Tempatan) Sdn Bhd ⁽¹⁾	3,198,770	4.00	Al-Wakalah Nominees (Tempatan) Sdn Bhd ⁽²⁾	14,606,991	18.26	CAV	5,565,277	6.96	CTV	2,222,418	2.78	BIMBMS	3,710,182	4.64	Lee Fook Seng	4,764,698	5.95	Tim Heok Lin	1,395,618	1.74	Wong Ping Kiong	536,046	0.67	Total	36,000,000	45.00	Complied. AmMerchant Bank had on 12 April 2004 submitted to the SC for a revision of the moratorium. The SC had on 24 May 2004 approved the said revision.
Name of promoter	No. of shares held under moratorium	% of enlarged issued and paid-up capital																														
Al-Wakalah Nominees (Tempatan) Sdn Bhd ⁽¹⁾	3,198,770	4.00																														
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Wong Ping Kiong	536,046	0.67																														
Total	36,000,000	45.00																														
10.	<p>The promoters, substantial shareholders and directors of Goodway must not carry out any business that will give rise to conflict of interest with the business of Goodway Group. The promoters, directors and substantial shareholders of Goodway are required to fully disclose their involvement in similar business or in competition with the business of Goodway at present, if any, in Goodway's listing prospectus. In addition, any transaction within Goodway Group and company/business where the promoters, directors and substantial shareholders of Goodway have interest are required to be transacted with transparency and must not be disadvantageous to Goodway Group as well as to be scrutinise/examine by the Audit Committee of Goodway Group;</p>	Complied.																														

6. APPROVALS AND CONDITIONS (Cont'd)

11.	Conditions Imposed By SC dated 23 March 2004	Status of Compliance
	<p>In relation to the proposed dividend payment to the existing shareholders of Goodway Rubber for the financial year ended 31 December 2003, the dividend payment must be made based on the financial position of Goodway Rubber after taking into consideration of the audited financial statements and the reporting accountants is required to confirm that Goodway Rubber has adequate cash flow from its operations without requiring to secure new loans to fulfill the said dividend payment. The reporting accountants is also required to provide a written confirmation that the dividend payment will not reduce the net tangible assets of Goodway Rubber as at 30 June 2003, which is the basis for the proposed acquisition of Goodway Rubber by Goodway;</p>	<p>Complied. AmMerchant Bank on behalf of the Compnay had on 1 June 2004 submitted to the SC, the said written confirmation from the reporting accountants dated 17 May 2004.</p>
	<p>In relation to the ESOS, AmMerchant Bank/Goodway is required to provide a confirmation letter which states that –</p> <ul style="list-style-type: none"> • All of our conditions has been complied and the ESOS bye-laws is not in contravention with our ESOS Guidelines; and • The ESOS has been approved by all relevant parties and has comply with the conditions imposed; 	<p>To be complied.</p>
	<p>Goodway is required to secure the approval of the Ministry of International Trade and Industry (MITI) for the share allocation to Bumiputera investor which are yet to be recognised by MITI for the purpose of meeting the National Development Policy;</p>	<p>Complied. The Company had on 8 January 2004 received the approval from MITI.</p>
	<p>AmMerchant Bank/Goodway is required to provide to us the new effective equity structure of Goodway pursuant to the implementation of the proposals above; and</p>	<p>Complied. AmMerchant and Goodway had on 12 April 2004 provide the new equity structure to SC.</p>
	<p>Goodway is required to comply fully with the requirements related to the company's flotation as provided under our Policies and Guidelines on Issue/Offer of Securities (Guidelines), especially as stated in Chapter 6 and 18 of the said Guidelines.</p>	<p>To be complied.</p>
	<p>It is informed that the application for the ultimate shareholders of CAV, CTV and BIMBMS to be waived from providing a statutory declaration that they will not sell, transfer or assign their shareholding in CAV,</p>	<p>Not applicable.</p>

6. APPROVALS AND CONDITIONS (Cont'd)

Conditions Imposed By SC dated 23 March 2004		Status of Compliance
	CTV and BIMBMS throughout the period of the moratorium on the shares of Goodway held by CAV, CTV and BIMBMS has been approved.	
17.	AmMerchant Bank and Goodway is required to provide a written confirmation on the compliance of all SC's terms and conditions imposed for our approval for the flotation above after the said proposal has been completed.	To be complied.
18.	AmMerchant Bank and Goodway are reminded that any violation or non-compliance of any of terms and condition of SC's approval, as mentioned in paragraphs 2, 6 and 8 above can be deemed as an offence under the Securities Commissions Act 1993 and can be given punishment as provided under the same Act.	Noted by AmMerchant Bank and the Company.

Conditions Imposed By SC dated 24 May 2004		Status of Compliance																																				
1.	The allocation of shares under the public issue and offer for sale has been revised as follows:	The application has been approved.																																				
	<table border="1"> <thead> <tr> <th></th> <th>No. of share as per the Application</th> <th>No. of share after revision</th> </tr> </thead> <tbody> <tr> <td>Public issue</td> <td></td> <td></td> </tr> <tr> <td>Malaysian Public (through balloting)</td> <td>2,000,000</td> <td>2,000,000</td> </tr> <tr> <td>Eligible employees and business associates of the Group</td> <td>844,000</td> <td>844,000</td> </tr> <tr> <td>Bumiputera Investors approved by MITI</td> <td>14,000,000</td> <td>14,000,000</td> </tr> <tr> <td></td> <td>16,844,000</td> <td>16,844,000</td> </tr> <tr> <td>Offer for Sale</td> <td></td> <td></td> </tr> <tr> <td>Malaysian Public (through balloting)</td> <td>-</td> <td>4,000,000</td> </tr> <tr> <td>Eligible employees and business associates of the Group</td> <td>8,328,000</td> <td>8,328,000</td> </tr> <tr> <td>Public Institutions and retail investors through "book building"</td> <td>4,000,000</td> <td>-</td> </tr> <tr> <td></td> <td>12,328,000</td> <td>12,328,000</td> </tr> <tr> <td>Total</td> <td>29,172,000</td> <td>29,172,000</td> </tr> </tbody> </table>		No. of share as per the Application	No. of share after revision	Public issue			Malaysian Public (through balloting)	2,000,000	2,000,000	Eligible employees and business associates of the Group	844,000	844,000	Bumiputera Investors approved by MITI	14,000,000	14,000,000		16,844,000	16,844,000	Offer for Sale			Malaysian Public (through balloting)	-	4,000,000	Eligible employees and business associates of the Group	8,328,000	8,328,000	Public Institutions and retail investors through "book building"	4,000,000	-		12,328,000	12,328,000	Total	29,172,000	29,172,000	
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6. APPROVALS AND CONDITIONS (Cont'd)

Conditions Imposed By SC dated 24 May 2004		Status of Compliance																																				
2.	<p>The shares of Goodway Integrated to be placed under moratorium has been revised as follows:</p> <table border="1"> <thead> <tr> <th></th> <th>No. of shares as per the Application</th> <th>No. of shares after revision</th> </tr> </thead> <tbody> <tr> <td>Al-Wakalah Nominees (Tempatan) Sdn Bhd*</td> <td>-</td> <td>3,198,770</td> </tr> <tr> <td>Al-Wakalah Nominees (Tempatan) Sdn Bhd #</td> <td>-</td> <td>14,606,991</td> </tr> <tr> <td>MSSB</td> <td>3,198,770</td> <td>-</td> </tr> <tr> <td>Tai Boon Wee</td> <td>9,041,716</td> <td>-</td> </tr> <tr> <td>CAV</td> <td>11,130,552</td> <td>5,565,277</td> </tr> <tr> <td>CTV</td> <td>2,222,418</td> <td>2,222,418</td> </tr> <tr> <td>BIMBMS</td> <td>3,710,182</td> <td>3,710,182</td> </tr> <tr> <td>Lee Fook Seng</td> <td>4,764,698</td> <td>4,764,698</td> </tr> <tr> <td>Tim Heok Lin</td> <td>1,395,618</td> <td>1,395,618</td> </tr> <tr> <td>Wong Ping Kiong</td> <td>536,046</td> <td>536,046</td> </tr> <tr> <td>Total</td> <td>36,000,000</td> <td>36,000,000</td> </tr> </tbody> </table> <p>Note: * Held on behalf of MSSB where MSSB is the beneficial shareholder # Held on behalf of Tai Boon Wee where he is the beneficial shareholder</p>		No. of shares as per the Application	No. of shares after revision	Al-Wakalah Nominees (Tempatan) Sdn Bhd*	-	3,198,770	Al-Wakalah Nominees (Tempatan) Sdn Bhd #	-	14,606,991	MSSB	3,198,770	-	Tai Boon Wee	9,041,716	-	CAV	11,130,552	5,565,277	CTV	2,222,418	2,222,418	BIMBMS	3,710,182	3,710,182	Lee Fook Seng	4,764,698	4,764,698	Tim Heok Lin	1,395,618	1,395,618	Wong Ping Kiong	536,046	536,046	Total	36,000,000	36,000,000	The application has been approved.
	No. of shares as per the Application	No. of shares after revision																																				
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Wong Ping Kiong	536,046	536,046																																				
Total	36,000,000	36,000,000																																				
3.	<p>It is informed that shareholder of Al-Wakalah Nominees (Tempatan) Sdn Bhd is waived from providing a statutory declaration that they will not sell, transfer or assign their shareholding in Al-Wakalah throughout the period of the moratorium on the shares from the date Goodway Integrated shares are listed on Bursa Malaysia.</p>	Not applicable.																																				

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6. APPROVALS AND CONDITIONS (Cont'd)**6.2 MORATORIUM ON SHARES**

In accordance with SC Guidelines, certain shareholders of Goodway Integrated will not be allowed to sell, transfer or assign their shareholdings amounting to 45% of the enlarged issued and paid-up capital of Goodway Integrated for one (1) year from the date of admission of Goodway Integrated to the Official List of the Second Board of Bursa Malaysia.

The existing shareholders of Goodway Integrated whose shares are subject to the moratoriums as imposed by SC are as follows: -

Name of shareholders	No. of shares held after IPO	% of enlarged issued and paid-up capital # (%)	No. of shares held under moratorium	% of enlarged issued and paid-up capital # (%)
Al Wakalah Nominees (Tempatan) Sdn Bhd	⁽¹⁾ 4,382,180	5.48	3,198,770	4.0
Al Wakalah Nominees (Tempatan) Sdn Bhd	⁽²⁾ 20,010,980	25.51	14,606,991	18.2
CAV	7,624,202	9.53	5,565,277	7.0
CTV	3,044,620	3.81	2,222,418	2.8
BIMBMS	5,082,798	6.35	3,710,182	4.6
Lee Fook Seng	6,527,441	8.16	4,764,698	6.0
Tim Heok Lin	* 2,111,942	2.64	1,395,618	1.7
Wong Ping Kiong	* 1,134,363	1.42	536,046	0.7
	50,318,530	62.90	36,000,000	45.0

Notes:

* Including pink form allocation

Computed based on enlarged issued and paid up share capital of 80,000,000 shares

(1) Shares held beneficially for MSSB

(2) Shares held beneficially for Mr. Tai Boon Wee excluding pink form, ESOS allocations and 4 shares (subscriber share).

The restriction, which is fully accepted by the shareholders, is specifically endorsed on the share certificates representing the respective shareholdings of the shareholders, which are under moratorium to ensure that Goodway Integrated's registrars do not register any transfer not in compliance with the restriction imposed by SC. The shareholders have provided an undertaking that they shall not sell, transfer or assign their respective shareholdings under moratorium in accordance with SC Guidelines.

The shareholders of MSSB namely Mr. Kok Chin Teong and Madam Goh Gee Thien have also provided an undertaking that they shall not sell, transfer or assign their respective shareholdings in MSSB during the moratorium period.

The endorsement affixed on the share certificates is as follows: -

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

7. RELATED-PARTY TRANSACTIONS/ CONFLICT OF INTEREST**7.1 EXISTING AND PROPOSED RELATED-PARTY TRANSACTIONS AND CONFLICT OF INTEREST**

Save as disclosed below, there are no other existing and/or proposed related-party transactions and conflicts of interest in relation to the Group, which involves the interest direct or indirect of the Directors, substantial shareholders, key management and/or persons connected to them, as at the date of this Prospectus: -

Related Party	Nature of transaction	Interested promoter / director / substantial shareholder	Transaction value per annum (RM'000)
Between Goodway Rubber and Goodway Australia#	Sale of rubber compound	Goodway Integrated	* 23,423
Between Goodway Rubber and Coltrac Sdn Bhd	Sale of rubber compound	Tai Boon Hong and Tai Boon Tatt being directors and substantial shareholders of Coltrac Sdn Bhd and Tai Boon Wee being director and indirect substantial shareholder of Goodway Rubber	* 655

* Based on last 2 years average.

Goodway Australia is an 80% subsidiary of Goodway Integrated. Therefore, transactions between Goodway Rubber and Goodway Australia are considered related party transactions pursuant to paragraphs 10.08 and 10.09 of the Listing Requirements.

The transactions with related parties are revenue in nature and are required for the Group's day-to-day operations. The Directors and the substantial shareholders of Goodway Integrated have provided an undertaking that all the business transactions between the Group, the Directors and substantial shareholders, and persons connected to them and the key management of Goodway Integrated, shall be based on the arms length basis and on commercial terms and shall not be disadvantages to the Group.

To ensure the continuation of such transactions, the shareholders have granted to the directors of Goodway Integrated by way of resolutions passed on 1 June 2004, the shareholders' mandate for the Group to enter into the abovementioned transactions. Further details of the shareholders' mandate are set out in Section 7.7 below.

7.2 TRANSACTION UNUSUAL IN THEIR NATURE OR CONDITIONS

There are no transactions that are unusual in their nature or conditions, involving goods, services, tangible or intangible assets, to which the Company or any of its parent or subsidiaries was a party in respect of the past one (1) financial year and the subsequent financial period thereof, immediately preceding the date of the prospectus.

7.3 OUTSTANDING LOANS MADE BY CORPORATION OR ANY OF ITS PARENT OR SUBSIDIARIES TO/FOR THE BENEFIT OF RELATED PARTIES

There are no outstanding loans (including guarantees of any kind) made by the Company or any of its parent or subsidiaries to or for the benefit of the related party(ies).

7.4 INTEREST IN SIMILAR BUSINESS

To the best of knowledge and belief of the Directors and substantial shareholders of Goodway Integrated, none of the Directors or substantial shareholders and/or key management of Goodway Integrated are interested, directly or indirectly in any business carrying on a similar trade as the Company and its subsidiary companies.

7. RELATED-PARTY TRANSACTIONS/ CONFLICT OF INTEREST (Cont'd)**7.5 PROMOTIONS OF ANY MATERIAL ASSETS ACQUIRED/TO BE ACQUIRED WITHIN TWO YEARS PRECEDING THE DATE OF THIS PROSPECTUS**

Save as disclosed below, none of the other Directors and substantial shareholders has any interest, direct or indirect, in the promotion of or in any material assets acquired or proposed to be acquired or disposed or proposed to be disposed of or leased or proposed to be leased to the Company or any of its subsidiary companies within the two (2) years preceding the date of this Prospectus: -

- (a) On 23 October 2003, Goodway Integrated entered into a conditional share sale agreement to acquire the entire issued and paid-up share capital of Goodway Rubber comprising 12,458,482 ordinary shares of RM1.00 each for a purchase consideration of RM31,577,998 based on the adjusted audited NTA value as at 30 June 2003. The purchase consideration was satisfied by issuance of 63,155,996 new shares in Goodway Integrated at an issue price of RM0.50 per share.

Name	Nature interest in Goodway Integrated	Nature interest in Goodway Rubber
Tai Boon Wee	Director and substantial shareholder	Director and substantial shareholder*
Wong Ping Kiong	Director	Director
Raja Shamsul Kamal Bin Raja Shahruzzaman	Director	Director
Mohd Jafni Bin Mohd Alias	Director	Director
Nor Idzam Bin Ya'akub	Director	Director
Adi Arman Bin Abu Osman	Director	Director

* by virtue of substantial shareholding in Goodway Integrated, which in turn is a substantial shareholder of Goodway Rubber

- (b) Business transactions

	Related Party	Nature of transaction	Interested promoter / director / substantial shareholder	Transaction value (RM)
1.	Between Goodway Rubber (seller) and Kilotrac (buyer) #	Sale of rubber compound	Tai Boon Wee, Wong Ping Kiong and Tim Heok Lin for being the shareholders of Goodway Rubber and directors of both Goodway Rubber and Kilotrac.	* 5,078,490
2.	Between Goodway Rubber (seller) and Big Wheel (S) Sdn Bhd (buyer)	Sale of rubber compound and accessories	Lee Kim Huat being the indirect shareholder of Goodway Rubber and direct shareholder and Director of Big Wheel (S) Sdn Bhd.	945,938
3.	Between Goodway Rubber (seller) and Everlord Sdn Bhd (buyer)	Sale of rubber compound	Ngok Seng Lee being a shareholder of Goodway Rubber and Everlord Sdn Bhd. He is a director of Everlord Sdn Bhd.	351,259
4.	Between Goodway Rubber and Coltrac Sdn Bhd	Sale of rubber compound	Tai Boon Hong and Tai Boon Tatt being directors and substantial shareholders of Coltrac Sdn Bhd and Tai Boon Wee being director and indirect substantial shareholder of Goodway Rubber	1,702

* Inclusive of RM48,000 in respect of sale of machinery and equipment.

Kilotrac was an associate company then, it became a wholly owned subsidiary in June 2003.

7. RELATED-PARTY TRANSACTIONS/ CONFLICT OF INTEREST (Cont'd)

7.6 CONTRACTS OR ARRANGEMENTS IN WHICH THE DIRECTORS OR SUBSTANTIAL SHAREHOLDERS IS INTERESTED AND SIGNIFICANT IN RELATION TO THE BUSINESS OF THE GROUP

None of the Directors and/or substantial shareholders of Goodway Integrated have interest in any contract or arrangement, which is significant in relation to the business of the Group.

7.7 RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE

Save as disclosed in Section 7.1 above, there is no other recurrent related party transactions involving recurrent transactions of revenue or trading in nature involving the Company or the Group.

Pursuant to Paragraph 10.09 of the Listing requirements, Goodway Integrated may seek the shareholders' mandate in respect of related party transactions involving recurrent transactions of revenue or trading in nature subject to the following: -

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and
- (c) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions.

7.8 DECLARATION BY THE ADVISERS

AmMerchant Bank hereby confirms that there is no conflict of interest with respect to their capacity as the Adviser and Managing Underwriter to the Group for the IPO and due diligence respectively.

Messrs. Jeff Leong, Poon & Wong hereby confirms that there is no conflict of interest with respect to their capacity as Solicitors to the Group for the IPO and due diligence respectively.

Messrs. KPMG hereby confirms that there is no conflict of interest with respect to their capacity as Auditors and Reporting Accountants to the Group for the IPO.

BDO Capital Consultants Sdn Bhd hereby confirms that there is no conflict of interest with respect to their capacity as Market Researcher to the Group for the IPO, save for the success fee payable to BDOCC upon the successful listing of Goodway Integrated on the Second Board of Bursa Malaysia.

8. OTHER INFORMATION CONCERNING THE CORPORATION / GROUP

8.1 INFORMATION ON LAND AND BUILDINGS

A summary of the land and buildings owned by the Group is as follows: -

No	Name of Registered Owner / Postal Address / Title Identification	Approximate Age of Building / Tenure / Date of Expiry of Lease	Description and existing use	Land area / Built up area	Restriction in Interest / Encumbrances	Prices Paid / Date of Transaction	Date of Issuance of Certificate of Fitness	Net Book Value @ 31 December 2003 (RM)
(1)	Goodway Rubber PN 9493, Lot 16365, Mukim of Labu, District of Seremban, Negeri Sembilan	6 years / 99 year lease expiring on 3 October 2093	Medium cost apartment used as accommodation for workers	Strata title 705 sq. ft.	The title of this land shall not be transferred, leased or charged without the written consent of the State Authority (3)	RM34,500 / 23 June 1994	10 December 1997	29,947.57
(2)	A-3-1, Taman Semarak Phase 2, 71800 Nilai, Negeri Sembilan	6 years / 99 year lease expiring on 3 October 2093	As above	Strata title 705 sq. ft.	As above	RM34,500 / 23 June 1994	10 December 1997	29,947.57
(3)	A-3-3, Taman Semarak Phase 2, 71800 Nilai, Negeri Sembilan	6 years / 99 year lease expiring on 3 October 2093	As above	Strata title 705 sq. ft.	As above	RM34,500 / 23 June 1994	10 December 1997	29,947.57
(4)	A-3-4, Taman Semarak Phase 2, 71800 Nilai, Negeri Sembilan	6 years / 99 year lease expiring on 3 October 2093	As above	Strata title 705 sq. ft.	As above	RM34,500 / 23 June 1994	10 December 1997	29,947.57
(5)	A-3-6, Taman Semarak Phase 2, 71800 Nilai, Negeri Sembilan	6 years / 99 year lease expiring on 3 October 2093	As above	Strata title 705 sq. ft.	As above	RM34,500 / 23 June 1994	10 December 1997	29,947.57
(6)	A-3-7, Taman Semarak Phase 2, 71800 Nilai, Negeri Sembilan	6 years / 99 year lease expiring on 3 October 2093	As above	Strata title 705 sq. ft.	As above	RM34,500 / 23 June 1994	10 December 1997	29,947.57
(7)	A-3-9, Taman Semarak Phase 2, 71800 Nilai, Negeri Sembilan	6 years / 99 year lease expiring on 3 October 2093	As above	Strata title 705 sq. ft.	As above	RM34,500 / 23 June 1994	10 December 1997	29,947.57

8. OTHER INFORMATION CONCERNING THE CORPORATION / GROUP (Cont'd)

No	Name of Registered Owner / Postal Address / Title Identification	Approximate Age of Building / Tenure / Date of Expiry of Lease	Description and existing use	Land area / Built up area	Restriction In Interest / Encumbrances	Prices Paid / Date of Transaction	Date of issuance of Certificate of Fitness	Net Book Value @ 31 December 2003 (RM)
(8)	A-3-10, Taman Semarak Phase 2, 71800 Nilai, Negeri Sembilan	6 years / 99 year lease expiring on 3 October 2093	As above	Strata title 705 sq. ft.	As above	RM34,500 / 23 June 1994	10 December 1997	29,947.57
(9)	A-3-11, Taman Semarak Phase 2, 71800 Nilai, Negeri Sembilan	6 years / 99 year lease expiring on 3 October 2093	As above	Strata title 705 sq. ft.	As above	RM34,500 / 23 June 1994	10 December 1997	29,947.57
(10)	Geran Berbilang Muka No. 12/M10/3/665, Geran Berbilang Muka No. 12/M10/3/666, Geran Berbilang Muka No. 12/M10/3/667, Lot 9132, Mukim of Setul, District of Seremban, Negeri Sembilan	8 years / Freehold	Low cost apartment used as accommodation for workers.	Strata title 683 sq. ft.	The title of this land shall not be transferred, leased or charged without the written consent of the State Authority ⁽⁴⁾	RM25,000 / 27 June 1994	15 June 1995	21,933.95
(11)	14-2-7, Taman Semarak Phase 2, 71800 Nilai, Negeri Sembilan	8 years / Freehold	As above	Strata title 683 sq. ft.	As above	RM25,000 / 27 June 1994	15 June 1995	21,933.95
(12)	14-2-8, Taman Semarak Phase 2, 71800 Nilai, Negeri Sembilan	8 years / Freehold	As above	Strata title 683 sq. ft.	As above	RM25,000 / 27 June 1994	15 June 1995	21,933.95
(13)	HS (D) 80552 PT No.: 3909, Mukim of Setul, Daerah of Seremban, Negeri Sembilan Lot PT 1654 & PT 1657, Nilai Industrial Estate, 71800 Nilai, Negeri Sembilan	99 year lease expiring on 30 June 2093 3 to 9 years	Industrial land which houses office buildings, factories and warehouses Main administrative office buildings	8.047 acres (350,527.32 sq. ft.) 5,829.2 sq. ft.	The title of this land shall not be transferred, leased or charged without the written consent of the State Authority ⁽⁶⁾	RM2,523,794.40 / 31 January 1994	26 September 1995 & 10 December 2001	12,269,744.63
		3 to 9 years	Factory 1 for the manufacturing of M.B. and compounds	17,390.5 sq. ft.		@	26 September 1995	

8. OTHER INFORMATION CONCERNING THE CORPORATION / GROUP (Cont'd)

No	Name of Registered Owner / Postal Address / Title Identification	Approximate Age of Building / Tenure / Date of Expiry of Lease	Description and existing use	Land area / Built up area	Restriction in Interest / Encumbrances	Prices Paid / Date of Transaction	Date of issuance of Certificate of Fitness	Net Book Value @ 31 December 2003 (RM)
		3 to 9 years	Factory 1A for the manufacturing of M.B. compounds and Orbistrips	15,171.9 sq. ft.		@	10 December 2001	
		3 to 9 years	Factory 2 for manufacturing of Gum Chord, Camelback and Orbistrip	13,409.4 sq. ft.		@	26 September 1995	
		3 to 9 years	Factory 3 for manufacturing of procured tread	17,128.4 sq. ft.		@	26 September 1995	
		3 to 9 years	Factory 3A for manufacturing of procured tread and buffing	26,876.5 sq. ft.		@	10 December 2001	
		3 to 9 years	Warehouse 1 for storage of raw materials and offices	17,729.25 sq. ft.		@	20 November 2003	
		3 to 9 years	Factory 5 / Warehouse 2 for manufacturing of Cushion Gums and warehouse for storage of semi finished goods	33,141.78 sq. ft.		@	24 December 2003	
			Miscellaneous Structure ⁽⁷⁾	10,934.5 sq. ft.		@	Please refer to Note (7)	
(14)	Kliotrac HS(D) 80551 PT No. 3910 Mukim Setul District of Seremban, Negeri Sembilan	99 year lease expiring on 30 June 2093	Industrial land which houses a factory and office building	108,921 sq. ft.	The title of this land shall not be transferred, leased or charged without the written consent of the State Authority ⁽⁶⁾	RM1,361,513.00/ 7 January 1997		1,379,793
	Lot PT 3910, Nilai Industrial Estate 71800 Nilai, Negeri Sembilan	6 years	Office building and factory for manufacturing of retread tyres and office building	27,522.6 sq. ft.		RM2,065,643.50/ 13 March 1998	2 July 1998	1,794,156

8. OTHER INFORMATION CONCERNING THE CORPORATION / GROUP (Cont'd)

No	Name of Registered Owner / Postal Address / Title Identification	Approximate Age of Building / Tenure / Date of Expiry of Lease	Description and existing use	Land area / Built up area	Restriction in Interest / Encumbrances	Prices Paid / Date of Transaction	Date of issuance of Certificate of Fitness	Net Book Value @ 31 December 2003 (RM)
(15)	Goodway Australia Unit 3, 11 Saggart Field Road MINTO NSW 2566 Australia Lot 3 in strata plan 62538 at Minto	Freehold	Site office and warehouse for storage of goods	Strata title 7,330.284 sq. ft.	Not applicable	AUD434,723 or RM1,238,960.55 (RM2.85 : AUD1.00) / 20 June 2000	18 July 2000	AUD434,723 or RM1,238,960.55 (RM2.85 : AUD1.00)

Notes: -

- @ The total cost of construction for main administrative office buildings, Factory 1, Factory 1A, Factory 2, Factory 3, Factory 3A, Warehouse 1, Factory 5, Warehouse 2 and Miscellaneous Structure is RM10,916,610.50 which were fully constructed between 26 September 1995 to 10 December 2001.
- The registered owner for the apartments under item (1) to (12) above is N.S. Township Development Sdn Bhd. For items (1) to (9) above, the Consent to Transfer have already been obtained however the Consent to Charge is yet to be approved by the Land Office. For item (10) to (12) above, Goodway Rubber had on 24 February 2004 obtained the Consent to Transfer from the State Authority prior to making a submission to the Land Office for the transfer of the said apartments to Goodway Rubber.
 - Consistent with the present accounting policies of the Group, there was no revaluation undertaken on the Group's properties in respect of the listing exercise and no submission has been made to SC in relation to any valuation of the land and buildings. The values of the properties are based on net book values as at 31 December 2003.
 - These properties are charged (Fixed Charge) for additional combined facilities of RM3.0 million in favour of Malayan Banking Berhad.
 - These properties are charged (Fixed Charge) for additional combined trade facilities of RM3.0 million by way Deed of Assignment dated 15 December 1994 in favour of Malayan Banking Berhad.
 - These properties are charged (Sixth Legal Charge) for term loan of USD2.5 million in favour Malayan Banking Berhad, Seventh Legal Charge for additional combined trade facilities of RM3.0 million in favour of Malayan Banking Berhad, Third Legal Charge and Debenture for bank facilities of RM5.0 million in favour Malayan Banking Berhad, Fifth Charge, Seventh Debenture and Third Supplemental Agreement to the Agreement dated 15 December 1994 for RM2.0 million in favour of Malayan Banking Berhad. The land is charged to Malayan Banking Berhad and Maybank International (L) Limited.

8. OTHER INFORMATION CONCERNING THE CORPORATION / GROUP (Cont'd)

6. These properties are charged (Fixed Charge) for RM950,000 by way of First Legal Charge in favour of Malaysian Banking Berhad, Fixed Charge of RM1.16 million by way of Second Legal Charge in favour of Malaysian Banking Berhad, Fixed and Floating Charge of RM1,825,332.90 by way of Third Legal Charge and First Debiture over the land all the fixed and floating assets of the company present and future and whatsoever situated in favour of Malaysian Banking Berhad.

7. The description and use and the relevant date of issuance of the certificate of fitness of the miscellaneous structures are as follows: -

	Structures	Description and existing use	Date of issuance of Certificate of Fitness
(a)	Tenaga Nasional Berhad Substation 1	Substation for electricity power supply	26 September 1995
(b)	Tenaga Nasional Berhad Substation 2	Substation for electricity power supply	10 December 2001
(c)	Guardhouse	To provide security and control entrance and exit to the factory	26 September 1995
(d)	Car Parking Shed	Parking for workers	26 September 1995
(e)	Motor Cycle Parking Shed	Parking for workers	Obtained approval from Majlis Perbandaran Nilai on 11 March 2004 as attached together with the canteen.
(f)	Sewerage Treatment Plant	Treatment plant for sewage	10 December 2001
(g)	Temporary Shed – Warehouse 1	Temporary storage for raw material	20 November 2003
(h)	Temporary Shed 1*	Temporary storage for plastic	Obtained approval from Majlis Perbandaran Nilai on 24 April 2004.
(i)	Temporary Shed 2*	For inventory storage, namely SUP	Obtained approval from Majlis Perbandaran Nilai on 24 April 2004.
(j)	Temporary Shed 3*	Storage for pallet	Obtained approval from Majlis Perbandaran Nilai on 24 April 2004.
(k)	Temporary Shed 4*	Engineering workshop	Obtained approval from Majlis Perbandaran Nilai on 24 April 2004.
(l)	Canteen	To provide food and beverages for workers	Obtained approval from Majlis Perbandaran Nilai on 11 March 2004.

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8. OTHER INFORMATION CONCERNING THE CORPORATION / GROUP (Cont'd)

Structures	Description and existing use	Date of issuance of Certificate of Fitness
(m) Roof in between two factory buildings	Pathway	Obtained approval from Majlis Perbandaran Nilai on 11 March 2004.

* Majlis Perbandaran Nilai had on 25 May 2004 vide their letter informed that Certificate of Fitness will be not issued for these temporary buildings.

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