

## 7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL

### 7.1 PROMOTERS

#### 7.1.1 Promoters' Shareholdings in the Company

Based on the Register of Members as at 12 July 2004, the promoters of the Company and their respective direct and indirect interests in Comcorp, before and after the IPO, are and will be respectively as follows:

Name	Designation	Nationality/ Country of incorporation	Before the IPO				After the IPO			
			Direct		Indirect		Direct		Indirect	
			No. of Comcorp Shares	%	No. of Comcorp Shares	%	No. of Comcorp Shares	%	No. of Comcorp Shares	%
Sagittarius <sup>*i</sup>	-	Malaysia	28,856,680	23.93	-	-	28,856,680	20.61	-	-
AMG	-	Malaysia	10,324,428	8.56	-	-	10,324,428	7.38	-	-
JTSB	-	Malaysia	59,219,762	49.11	-	-	49,999,762	35.71	-	-
Dato' Seri Ahmad Ramli bin Haji Mohd Nor	Non- Executive Deputy Chairman	Malaysian	-	-	<sup>*ii</sup> 28,856,680	23.93	<sup>*v</sup> 50,000	0.04	<sup>*ii</sup> 28,856,680	20.61
Leng Keng Hok @ Lim Keng Hock	Managing Director	Malaysian	-	-	<sup>*iii</sup> 59,219,762	49.11	-	-	<sup>*iii</sup> 49,999,762	35.71
Lee Choon Bin	Executive Director	Malaysian	-	-	<sup>*iv</sup> 69,544,190	57.67	<sup>*v</sup> 100,000	0.07	<sup>*iv</sup> 60,324,190	43.09
Mohamadon bin Abdullah <sup>*i</sup>	Non- Executive Director	Malaysian	4,064,885	3.37	<sup>*ii</sup> 28,856,680	23.93	<sup>*v</sup> 4,114,885	2.94	<sup>*ii</sup> 28,856,680	20.61

**Notes:**

<sup>\*i</sup> The Comcorp Shares held before the IPO are subject to a condition imposed by the MITI via its letter dated 3 March 2004, whereby 30% of its/his holdings of such shares is allowed to be disposed of within three (3) months after the Listing, with the remaining 70% allowed to be disposed of in stages with prior approval obtained from the MITI. Please refer to Section 8 of this Prospectus for further details on the conditions imposed by the relevant authorities. The Comcorp Shares subscribed pursuant to the IPO, if any, are not subjected to the above condition.

<sup>\*ii</sup> Deemed interested by virtue of interest in Sagittarius pursuant to Section 6A of the Act.

<sup>\*iii</sup> Deemed interested by virtue of interest in JTSB pursuant to Section 6A of the Act.

<sup>\*iv</sup> Deemed interested by virtue of interest in JTSB and AMG pursuant to Section 6A of the Act.

<sup>\*v</sup> Based on the assumption that these promoters, who are also eligible Directors, will fully subscribe to their respective entitlements in respect of the Public Issue Shares reserved for eligible Directors, employees and business partners of the Comcorp Group pursuant to the IPO.

Further details of Sagittarius, AMG and JTSB are set out in Section 7.1.3 of this Prospectus.

## 7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)

### 7.1.2 Directorships and/or Substantial Shareholdings in Other Public Corporations (Other than Corporations Within the Comcorp Group) for the Past Two (2) Years

Save as disclosed below, none of the promoters of Comcorp has any directorships and/or substantial shareholdings in other public corporations (other than corporations within the Comcorp Group) for the past 2 years.

Name of promoter	Company	Appointed	Directorship	<----Direct-->		<----Indirect-->	
				No. of shares	%	No. of shares	%
Dato' Seri Ahmad Ramli bin Haji Mohd Nor	Land & General Berhad	18.10.1999	Non-Executive Director	-	-	-	-
	Muhibbah Engineering (M) Berhad	19.04.2001	Non-Executive Director	-	-	-	-
	Affin Bank Berhad	21.05.2002	Non-Executive Director	-	-	-	-
	Favelle Favco Berhad (formerly known as Favelle Favco Cranes Holdings Sdn Bhd)	05.05.2004	Independent Non-Executive Director	-	-	-	-

### 7.1.3 Promoters' Profiles (Body Corporates)

Details of Sagittarius, AMG and JTSB, which are the promoters of Comcorp by virtue of all of their shareholders (with the exclusion of Lim Chee Hock and Lim Sheac Yee as shareholders of AMG) being promoters of Comcorp, are as follows:

- (i) Sagittarius was incorporated in Malaysia under the Act on 27 January 1992 as a private limited company. Its principal activity is investment holding. Its Board of Directors comprises the following:

- (a) Dato' Seri Ahmad Ramli bin Haji Mohd Nor; and  
 (b) Mohamadon bin Abdullah.

The substantial shareholders of Sagittarius, who are also the promoters of Comcorp, and their respective shareholdings in Sagittarius as at 12 July 2004 are as follows:

Substantial shareholders	<----Direct-->		<----Indirect-->	
	No. of shares	%	No. of shares	%
Dato' Seri Ahmad Ramli bin Haji Mohd Nor	39,000	39.0	-	-
Mohamadon bin Abdullah	60,000	60.0	-	-

- (ii) AMG was incorporated in Malaysia under the Act on 17 July 2000 as a private limited company. Its principal activity is investment holding. Its Board of Directors comprises the following:

- (a) Lee Choon Bin; and  
 (b) Lim Chee Hock.

## 7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)

The substantial shareholders of AMG and their respective shareholdings in AMG as at 12 July 2004 are as follows:

Substantial shareholders	<---Direct--->		<---Indirect--->	
	No. of shares	%	No. of shares	%
Lee Choon Bin*	800	80.00	-	-
Lim Chee Hock	100	10.00	-	-
Lim Sheac Yee	100	10.00	-	-

Note:

\* She is also a promoter of Comcorp.

(iii) JTSB was incorporated in Malaysia under the Act on 10 March 1995 as a private limited company. JTSB is principally an investment holding company. Its Board of Directors comprises the following:

- (a) Abdul Majid bin Omar;
- (b) Leng Keng Hok @ Lim Keng Hock;
- (c) Lee Choon Bin; and
- (d) Yan Kong Hong @ Bobby Yan.

The substantial shareholders of JTSB, who are also the promoters of Comcorp, and their respective shareholdings in JTSB as at 12 July 2004 are as follows:

Substantial shareholders	<---Direct--->		<---Indirect--->	
	No. of shares	%	No. of shares	%
Leng Keng Hok @ Lim Keng Hock	15,072,570	83.22	-	-
Lee Choon Bin	3,029,042	16.73	-	-

### 7.1.4 Promoters' Profiles (Individuals)

The profiles of the individuals who are promoters of the Company are as follows:

**Dato' Seri Ahmad Ramli bin Haji Mohd Nor**, aged 60, was appointed as the Non-Executive Deputy Chairman of Comcorp on 28 June 2004. He had his early education at Anderson School, Ipoh, Perak. He joined the Armed Forces in 1964 as a Cadet Officer, and was trained at Britannia Royal Naval College, Dartmouth, UK. Since then, he rose through the ranks from acting Sub-Lieutenant to Vice Admiral and Chief of the Royal Malaysian Navy in October 1995. Whilst in service, he attended various academic and training programmes and went on to acquire a Masters in Public Administration from Harvard University. He also holds a Masters in Defence Management from the Naval War College, USA. Dato' Seri's qualifications and experience in the navy, coupled with his familiarity with the requirements of the navy's defence and communication systems, is an essential resource to the business of the Comcorp Group.

For his services to the country, he has received various awards and decorations, the highest of which is the Panglima Gagah Angkatan Tentera. Dato' Seri is the Chairman of CSB and a Director of BCM. He also sits on the board of a number of other companies outside the Group.

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7. **INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)**

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**Leng Keng Hok @ Lim Keng Hock**, aged 58, is one of the founders of the Comcorp Group and was appointed as the Managing Director of Comcorp on 28 June 2004. A graduate of the Royal Melbourne Institute of Technology, Australia, he holds an Associate Diploma in Electrical Engineering. From 1968 to 1969, he was involved in design work at PMG Research Laboratory in Melbourne. He then worked in Singapore as a Calibration Manager. He joined Melen Engineering Sdn Bhd (formerly known as Mars Electronic Sdn Bhd) in 1973 as the Technical Manager before being promoted to the position of General Manager in 1976. Subsequently, in 1984, he founded Comintel, holding the positions of both Executive Director and General Manager.

He has vast experience in telecommunications system engineering and has been involved in various activities which include testing and designing of cable pair identification test sets using pseudorandom noise generators, designing the go-no-go high voltage impulse test set for insulation testing and designing communication systems for various government and private offshore and onshore projects.

**Lee Choon Bin**, aged 52, is one of the founders of the Comcorp Group and was appointed as an Executive Director of Comcorp on 28 June 2004. She graduated from the Singapore Polytechnic with a Diploma in Electronic & Communication Engineering in 1972. With her relevant technical background, she has played a formative role since the inception of Comintel to its current status, in addition to being an important driving force of the said company in its early years. She is a Non-Executive Director of Comintel and also a Director of ICSB. She is responsible for the Group's overall personnel and administrative functions including procurement, logistics, shipping of raw materials and products and warehousing. She also assists in the implementation of business strategies and supports the marketing activities of the Group.

**Mohamadon bin Abdullah**, aged 57, was appointed as the Non-Executive Director of Comcorp on 28 June 2004. He graduated from the University of Malaya in 1972 with a Bachelor of Arts (Honours). He joined Malaysia Airlines System Berhad ("MAS") in June 1972 as a Management Trainee. During his career in MAS, he attended various training programmes and gained wide experience in human resource management, sales and marketing (passenger and cargo sector), airlines catering, management development, centralised purchasing and procurement, in-flight services and flight operations. He is currently the Senior General Manager of Corporate Services in MAS. In his current position, he is responsible for MAS' legal affairs, insurance, management development, government relations and corporate communications, aviation safety and security, and medical services. He also sits on the Board of Directors of seven (7) of MAS's subsidiaries and an associated company. With his wide experience in management, his forte lies in the management of the overall operations of the Comcorp Group.

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## 7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)

### 7.1.5 Changes in Promoters and their Shareholdings in Comcorp

The promoters and the changes in their shareholdings in Comcorp since the incorporation of Comcorp are as follows:

Name	As at 2 October 2003, i.e. the date of incorporation of Comcorp				As at 12 July 2004, after the Pre-IPO Restructuring but before the IPO			
	Direct		Indirect		Direct		Indirect	
	No. of Comcorp Shares	%	No. of Comcorp Shares	%	No. of Comcorp Shares	%	No. of Comcorp Shares	%
Sagittarius <sup>*i</sup>	-	-	-	-	28,856,680	23.93	-	-
AMG	-	-	-	-	10,324,428	8.56	-	-
JTSB	-	-	-	-	59,219,762	49.11	-	-
Dato' Seri Ahmad Ramli bin Haji Mohd Nor	-	-	-	-	-	-	<sup>*ii</sup> 28,856,680	23.93
Leng Keng Hok @ Lim Keng Hock	-	-	-	-	-	-	<sup>*iii</sup> 59,219,762	49.11
Lee Choon Bin	-	-	-	-	-	-	<sup>*iv</sup> 69,544,190	57.67
Mohamadon bin Abdullah <sup>*v</sup>	-	-	-	-	4,064,885	3.37	<sup>*ii</sup> 28,856,680	23.93

**Notes:**

<sup>\*i</sup> Please refer to Note \*i in Section 7.1.1 of this Prospectus.

<sup>\*ii</sup> Deemed interested by virtue of interest in Sagittarius pursuant to Section 6A of the Act.

<sup>\*iii</sup> Deemed interested by virtue of interest in JTSB pursuant to Section 6A of the Act.

<sup>\*iv</sup> Deemed interested by virtue of interest in JTSB and AMG pursuant to Section 6A of the Act.

## 7.2 SUBSTANTIAL SHAREHOLDERS

### 7.2.1 Substantial Shareholders' Shareholdings in the Company

Based on the Register of Substantial Shareholders as at 12 July 2004, Sagittarius, AMG, JTSB, Power-One, Dato' Seri Ahmad Ramli bin Haji Mohd Nor, Mohamadon bin Abdullah, Lee Choon Bin and Leng Keng Hok @ Lim Keng Hock are substantial shareholders of Comcorp. Power-One will cease to be a substantial shareholder of Comcorp upon the completion of the IPO and the Listing. The respective direct and indirect interests of the substantial shareholders in Comcorp, except for that of Power-One, before and after the IPO, are set out in Section 7.1.1 of this Prospectus.

The details of Power-One's direct and indirect interests in the Company, before and after the IPO, are and will be respectively as follows:

Name	Country of incorporation	Before the IPO				After the IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Comcorp Shares	%	No. of Comcorp Shares	%	No. of Comcorp Shares	%	No. of Comcorp Shares	%
Power-One	USA	6,970,921	5.78	-	-	6,970,921	4.98	-	-

The profiles of the substantial shareholders of Comcorp, except for that of Power-One, are set out in Sections 7.1.3 and 7.1.4 of this Prospectus.

## 7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)

### 7.2.2 Directorships and/or Substantial Shareholdings in Other Public Corporations (Other than Corporations Within the Comcorp Group) for the Past 2 Years

Save as disclosed in Section 7.1.2 of this Prospectus, none of the substantial shareholders of Comcorp has any directorships and/or substantial shareholdings in other public corporations (other than corporations within the Comcorp Group) for the past 2 years.

### 7.2.3 Changes in Substantial Shareholders and their Shareholdings in Comcorp since Incorporation

The changes in the substantial shareholders and their shareholdings in Comcorp since the incorporation of Comcorp, are as follows:

Name	As at 2 October 2003, ----- i.e. the date of incorporation ----- of Comcorp				As at 12 July 2004, ----- after the Pre-IPO Restructuring ----- but before the IPO			
	----- Direct -----		----- Indirect -----		----- Direct -----		----- Indirect -----	
	No. of Comcorp Shares	%	No. of Comcorp Shares	%	No. of Comcorp Shares	%	No. of Comcorp Shares	%
Lum Chee Keong	1	50.00	-	-	<sup>i</sup> 2	*	-	-
Ong Peh Chin	1	50.00	-	-	<sup>i</sup> 2	*	-	-
Sagittarius <sup>iv</sup>	-	-	-	-	28,856,680	23.93	-	-
AMG	-	-	-	-	10,324,428	8.56	-	-
JTSB	-	-	-	-	59,219,762	49.11	-	-
Power-One	-	-	-	-	6,970,921	5.78	-	-
Dato' Seri Ahmad Ramli bin Haji Mohd Nor	-	-	-	-	-	-	<sup>iii</sup> 28,856,680	23.93
Leng Keng Hok @ Lim Keng Hock	-	-	-	-	-	-	<sup>iii</sup> 59,219,762	49.11
Lee Choon Bin	-	-	-	-	-	-	<sup>iv</sup> 69,544,190	57.67
Mohamadon bin Abdullah <sup>v</sup>	-	-	-	-	4,064,885	3.37	<sup>iii</sup> 28,856,680	23.93

**Notes:**

\* Negligible.

<sup>i</sup> On 28 October 2003, Comcorp's then issued and paid-up share capital of two (2) ordinary shares of RM1.00 each was sub-divided into four (4) Comcorp Shares.

<sup>ii</sup> Deemed interested by virtue of interest in Sagittarius pursuant to Section 6A of the Act.

<sup>iii</sup> Deemed interested by virtue of interest in JTSB pursuant to Section 6A of the Act.

<sup>iv</sup> Deemed interested by virtue of interest in JTSB and AMG pursuant to Section 6A of the Act.

<sup>v</sup> Please refer to Note \*i in Section 7.1.1 of this Prospectus.

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## 7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)

### 7.3 DIRECTORS

#### 7.3.1 Directors' Shareholdings in the Company

Based on the Register of Directors' Shareholdings as at 12 July 2004, the Directors and their respective direct and indirect interests in Comcorp, before and after the IPO, are and will be respectively as follows:

Name	Designation	Before the IPO				After the IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Comcorp Shares	%	No. of Comcorp Shares	%	No. of Comcorp Shares	%	No. of Comcorp Shares	%
Tan Sri Dato' Samshuri bin Arshad <sup>i</sup>	Non-Executive Chairman	5,097,328	4.23	-	-	<sup>vi</sup> 5,147,328	3.68	-	-
Dato' Seri Ahmad Ramli bin Haji Mohd Nor	Non-Executive Deputy Chairman	-	-	<sup>ii</sup> 28,856,680	23.93	<sup>vi</sup> 50,000	0.04	<sup>iii</sup> 28,856,680	20.61
Leng Keng Hok @ Lim Keng Hock	Managing Director	-	-	<sup>iii</sup> 59,219,762	49.11	-	-	<sup>iii</sup> 49,999,762	35.71
Lee Choon Bin	Executive Director	-	-	<sup>iv</sup> 69,544,190	57.67	<sup>vi</sup> 100,000	0.07	<sup>v</sup> 60,324,190	43.09
Abdul Majid bin Omar <sup>v</sup>	Executive Director	1,400,000	1.16	-	-	<sup>vi</sup> 1,500,000	1.07	-	-
Loh Hock Chiang	Executive Director	-	-	<sup>v</sup> 2,064,885	1.71	<sup>vi</sup> 100,000	0.07	<sup>v</sup> 2,064,885	1.47
Mohamadon bin Abdullah <sup>v</sup>	Non-Executive Director	4,064,885	3.37	<sup>ii</sup> 28,856,680	23.93	<sup>vi</sup> 4,114,885	2.94	<sup>ii</sup> 28,856,680	20.61
Koh Kek Hoe	Independent Non-Executive Director	-	-	-	-	<sup>vi</sup> 30,000	0.02	-	-
Yeo Ean @ Yeo E An	Independent Non-Executive Director	-	-	-	-	<sup>vi</sup> 30,000	0.02	-	-
Lee Chai Bee	Independent Non-Executive Director	-	-	-	-	<sup>vi</sup> 30,000	0.02	-	-

**Notes:**

<sup>i</sup> The Comcorp Shares held before the IPO are subject to a condition imposed by the MITI via its letters dated 3 March 2004 and 14 June 2004 whereby 30% of his holdings of such shares is allowed to be disposed of within three (3) months after the Listing, with the remaining 70% allowed to be disposed of in stages with prior approval obtained from the MITI. Please refer to Section 8 of this Prospectus for further details on the conditions imposed by the relevant authorities. The Comcorp Shares subscribed pursuant to the IPO, if any, are not subject to the above condition.

<sup>ii</sup> Deemed interested by virtue of interest in Sagittarius pursuant to Section 6A of the Act.

<sup>iii</sup> Deemed interested by virtue of interest in JTSB pursuant to Section 6A of the Act.

<sup>iv</sup> Deemed interested by virtue of interest in JTSB and AMG pursuant to Section 6A of the Act.

<sup>v</sup> Deemed interested by virtue of interest in Omnilite pursuant to Section 6A of the Act.

<sup>vi</sup> Based on the assumption that all the eligible Directors will fully subscribe to their respective entitlements in respect of the Public Issue Shares reserved for eligible Directors, employees and business partners of the Comcorp Group pursuant to the IPO.

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**7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)**

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**7.3.2 Directors' Profiles**

The profiles of the Directors of Comcorp, save for Dato' Seri Ahmad Ramli bin Haji Mohd Nor, Leng Keng Hok @ Lim Keng Hock, Lee Choon Bin and Mohamadon bin Abdullah which are disclosed in Section 7.1.4 of this Prospectus, are set out as follows:

**Tan Sri Dato' Samshuri bin Arshad**, aged 62, was appointed as the Non-Executive Chairman of Comcorp on 28 June 2004. He was a police officer with the Royal Malaysian Police force, which he served for thirty-four (34) years. He retired from the police force upon reaching the compulsory retirement age of fifty-five (55) years on 5 May 1997. His last appointment was as Deputy Inspector General of Police, a post he held for three and a half (3½) years. He had considerable experience in police operations, management, command and control, criminal investigations and also served as the Chief Police Officer in Selangor, Sabah and Perak.

He has benefited from wide regional and international exposures and networking, when he served as the head of missions for Interpol, the Association of Asean Police Forces and the United Nations Crime Prevention Commission (Vienna). He had undergone international police training in Japan, Australia and the UK. He also attended leadership and management programmes conducted by Harvard Business School in the USA, National Training Institute in South Korea and the Imperial Defence College in the UK.

**Abdul Majid bin Omar**, aged 55, was appointed as Executive Director of Comcorp on 28 June 2004. He brings with him thirty-two (32) years of varied experience with in-depth emphasis in banking and finance. He grounded his corporate experience with extensive business as well as operational responsibilities at various levels and positions in banking, money brokering and construction. His banking experience covers central banking, merchant banking and retail banking. He has also attended various banking courses and holds a diploma in advanced banking from the Asian Institute of Management. He has served in various operational and advisory positions to Chairman of boards, board member and chief executive officer. He is also the Chief Operating Officer of Comintel and Executive Director of CSB and sits on the board as a director of BCM.

**Loh Hock Chiang**, aged 39, was appointed as an Executive Director of Comcorp on 28 June 2004. He holds an Honours Degree in Management Studies and is a Chartered Accountant of the New Zealand Institute of Chartered Accountants and the Malaysian Institute of Accountants. He joined Comintel in 1994 and has held various positions in the Group, where he was subsequently promoted to the position of Chief Financial Officer of the Group. Prior to joining Comintel he was attached with Russ Ooi & Associates as an audit senior. Currently, he oversees the financial and corporate affairs of the Group. He also sits on the board as director of BCM, CSB, LWT, CHK and LNC.

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**7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)**

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**Koh Kek Hoe**, aged 48, was appointed as an Independent Non-Executive Director of Comcorp on 28 June 2004. He graduated with a Bachelor of Law (Honours) from University of London, King's College in 1978, and subsequently obtained his Masters of Law from the same university in 1979. After a period of pupillage in London and in Kuala Lumpur, he served as a legal assistant in Messrs Allen & Gledhill for about a year. He then went into partnerships under several firms before becoming a partner in Messrs KH Koh Azhar & Koh in 1992, the firm in which he has since served as Senior Partner. In his twenty-three (23) years of practice, he has accumulated considerable experience in legal work pertaining to both the commercial and financial sectors. He was a contributor of the volume on Companies Winding-Up in the Malaysian Court Forms. Further, for the past five (5) years, he was consultant to the Legal Department of Bank Negara Malaysia on their Electronic Lawyer Project. In addition, he serves on the Task Force of the Malaysian Bar Council on Anti-Money Laundering and Anti-Terrorism Financing.

**Yeo Ean @ Yeo E An**, aged 48, was appointed as an Independent Non-Executive Director of Comcorp on 28 June 2004. He obtained his professional accounting qualification upon completing the final part of the professional examinations conducted by the Malaysian Institute of Certified Public Accountants ("MICPA") in June 1981 and was subsequently admitted as a member in November 1981. He is also a Chartered Accountant of the Malaysian Institute of Accountants and has had more than twenty-five (25) years of working experience in the financial services industry.

He began his career in KPMG as an audit assistant under articleship with MICPA in 1977. In 1982, he left KPMG to join Highlands & Lowlands Berhad as its internal auditor. Subsequently, he joined Promet Berhad as an accountant from 1984 to 1992. From 1992 to 2002, he was with Pica (M) Corporation Berhad ("Pica"), a company specialising in direct equity and equity-related investments, where his main functions included evaluating investment opportunities in private equities and handling its treasury matters. He joined Pica as Manager-Investment/Treasury and his last position was Senior Vice President-Investments. He is currently attached to Public Mutual Berhad, a large unit trust management company as a Unit Trust Sales Consultant.

**Lee Chai Bee**, aged 54, was appointed as an Independent Non-Executive Director of Comcorp on 28 June 2004. She was admitted as a member of the Institute of Chartered Secretaries and Administrators in 1972, upon completing the professional examinations conducted by the said institute. She subsequently started her career in the same year as an accounts assistant with Kidson Chartered Accountants in Birmingham, UK. In 1978, she joined Tan Chong Motor Holdings Bhd as their internal auditor. In 1985, she joined Auto Parts Manufacturers Bhd as Manager. In 1989, she was Senior Manager of Operations for Kilang Alat-Ganti Letrik Kereta Sdn Bhd.

In 1993, she joined Seldredge Industries Sdn Bhd as General Manager - Projects and was overseeing Oriental Metal Industries Sdn Bhd. In addition, she was also Director of a subsidiary of Seldredge Industries Sdn Bhd, namely Parajaya Sdn Bhd where she served for seven (7) years. She is currently a Director of Eco Resources Bhd, a position she has held since 1994.

## 7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)

### 7.3.3 Directorships and/or Substantial Shareholdings in Other Public Corporations (Other than Corporations within the Comcorp Group) for the Past 2 Years

Save as disclosed below and in Section 7.1.2, none of the Directors of Comcorp has any directorships and/or any substantial shareholdings in other public corporations (other than corporations within the Comcorp Group) for the past 2 years.

Name	Company	Appointed	Directorship	←Direct→		←Indirect→	
				No. of shares	%	No. of shares	%
Tan Sri Dato' Samshuri bin Arshad	Unisem (M) Berhad	02.04.1998	Independent Non-Executive Director	-	-	*200,000	0.14
	Avenue Assets Berhad	02.10.1999	Independent Non-Executive Director	-	-	-	-
	Aokam Perdana Berhad	20.10.1997	Independent Non-Executive Director	-	-	-	-
Lee Chai Bee	Eco Resources Bhd	22.08.1994	Independent Non-Executive Director	-	-	-	-

**Note:**

*Deemed interested by virtue of shares held indirectly through nominee companies under pledged securities accounts.*

### 7.4 DIRECTORS' FEES, REMUNERATION AND BENEFITS

The range of aggregate fees, remuneration and benefits of the existing Directors for services rendered in all capacities within the Group and the number of Directors within the specified range for the financial year ended 31 January 2004 and the financial year ending 31 January 2005, prepared on a proforma basis assuming the Comcorp Group has been in existence over the periods under review, are as follows:

	Financial years ended/ending					
	←31 January 2004→			←31 January 2005→		
	Executive Directors	Non-Executive Directors	Total	Executive Directors	Non-Executive Directors	Total
Above RM500,000	1	-	1	1	-	1
RM200,000 – RM300,000	1	-	1	1	-	1
RM100,000 – RM200,000	2	-	2	2	-	2
Less than RM100,000	-	3	3	-	6	6

The aggregate remuneration paid to the Directors of the Company for services rendered to the Group in all capacities for the financial year ended 31 January 2004 amounted to RM1,393,100. For the financial year ending 31 January 2005, the estimated amount payable to the Directors of the Company for services rendered to the Group in all capacities is approximately RM1.6 million.

## 7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)

### 7.5 AUDIT COMMITTEE

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

Name	Designation	Directorship
Yeo Ean @ Yeo E An	Chairman of the Committee	Independent Non-Executive Director
Leng Keng Hok @ Lim Keng Hok	Member of the Committee	Managing Director
Koh Kek Hoe	Member of the Committee	Independent Non-Executive Director

### 7.6 KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL

#### 7.6.1 Shareholdings of the Key Management and Key Technical Personnel in Comcorp

The shareholdings of the key management and key technical personnel in Comcorp, who are not Directors, after the IPO are as follows:

Name	← Direct →		← Indirect →	
	No. of Comcorp Shares	%	No. of Comcorp Shares	%
Lee Chong Yeow @ Lee Chong Yan	*100,000	0.07	-	-
Alberto Ciaramicoli	*100,000	0.07	-	-
Yap Gann Min	*100,000	0.07	-	-
Baharinshah bin Hussain	*100,000	0.07	-	-
Shamsudin Othman	*60,000	0.04	-	-
Foo Si Kium	*100,000	0.07	-	-
Richard Arul Nathan	*60,000	0.04	-	-
Jerry Gordon Mourin	*80,000	0.06	-	-
Puteri Mariana bt Abdul Majid	*80,000	0.06	-	-
Lim Cheng Shing	*80,000	0.06	-	-
Ooi Chin Guan	*80,000	0.06	-	-

**Note:**

\* Based on the assumption that all the above key management and key technical personnel will fully subscribe for their respective entitlements in respect of the Public Issue Shares reserved for eligible Directors, employees and business partners of the Comcorp Group pursuant to the IPO.

#### 7.6.2 Key Management and Key Technical Personnel Profiles

The profiles of the key management and key technical personnel of the Comcorp Group, who are not Directors, are as follows:

**Lee Chong Yeow @ Lee Chong Yan**, aged 59, was appointed Chief Executive Officer of BCM in May 2004. Having graduated from the University of Melbourne with a Bachelors Degree in Mechanical Engineering, he worked as a Design Draftsman with Marfleet & Weight Manufacturing Pty Ltd, an engineering company in Australia before joining Singapore Electronics & Engineering Pte Ltd as Head of their Mechanical Engineering department from 1970 to 1972. In 1973, he joined Mars Electronics & Engineering Sdn Bhd in Malaysia as Head of their Mechanical Engineering department. In 1979, he was appointed General Manager of overall operations at Federal Cables Wires & Metal Manufacturing Bhd and subsequently as General Manager of overall operations at Universal Cables (M) Bhd from 1987 till 1991 before going abroad in 1992. Upon his return, he joined Leader Universal Holdings Bhd as Senior Director of Sales & Marketing from 1996 till 2000.

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**7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)**

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Following this, he became the Managing Director of Universal Cables (M) Bhd, a position he held from 2001 to May 2004.

**Alberto Ciaramicoli**, aged 67, is the General Manager of CSB. He graduated from the Institute for Information, Technology and Systems, Italy, in Engineering on Radio Technology, and subsequent to that, he attended various courses in Radar Technology, Microwave Propagation, and Management and Integrated Logistic Support. His employment history includes being the General Manager for an Italian company dealing with Integrated Logistic Systems installation, integration, maintenance and training from 1980 to 1992, a consultant for after-sales support of the ASEAN Customer while working with AMS from 1992 to 1997 before becoming the General Manager for CSB. He has held the position of Chairman of the Society of Logistics Engineers, First Italian Chapter from June 1983 to June 1986 and subsequently from June 1988 to June 1989.

**Yap Gann Min**, aged 47, is the IT Deputy General Manager of Comintel and is presently responsible for all affairs pertaining to the IT Department, which comprises twenty-eight (28) IT staff. He had his tertiary education in Canada from 1976 to 1981 and holds a Bachelors of Science Degree in Chemistry and Computer Science. He started his career with Time Engineering Berhad as a Systems Programmer and later as a Systems Analyst in 1981. From 1985 to 1989, he served Olivetti Malaysia as a Banking Account Manager. He then served as the Banking Division Manager in Siemens Nixdorf Computer for a year and went on to Fuji Xerox where he served as a Senior Business Manager till 1994. He joined Hong Hong Printing as their General Manager for IBM Printing Systems, serving them for three (3) years. On 15 July 1997, he joined Comintel as the IT Business Manager.

**Baharinshah bin Hussain**, aged 40, has been the Director of Manufacturing and Program Management of BCM since 2001. He is responsible for the customers' account and production functions of BCM. Mr Baharinshah has twelve (12) years of experience in the EMS industry. Prior to joining BCM as the Operations Manager in 1997, he worked for Petroliam Nasional Bhd in 1989 for 6 months. He subsequently joined Motorola Malaysia Sdn Bhd in 1989 as Materials Administrator and left the company in 1992 where his last position held was Production Senior Manager. Mr Baharinshah holds a Bachelor's Degree in Industrial Engineering from Wichita State University, Kansas.

**Shamsudin Othman**, aged 46, acquired his early education at the Royal Military College from where he went on to achieve a Bachelors Degree in Electrical Engineering from University Teknologi Malaysia. He is also a member of the Institute of Engineers Malaysia. After graduating, he joined the Royal Malaysian Navy. While in the Navy he was selected to attend various courses for the maintenance of Weapon Systems, and was subsequently seconded to the Ministry of Defence in various positions pertinent to weapons engineering. He joined CSB in September 2001 as a Senior Manager and was subsequently promoted to his current position as Deputy General Manager. He leads a team which specialises in the maintenance of weapons on the warships of the Royal Malaysian Navy.

**Foo Si Kium**, aged 40, is the Senior Manager, Technical Support of Comintel. He holds a Master of Science in Technology Management from the University of East London. He also holds a Diploma in Electronics Engineering and a Full Technology Certificate from City and Guilds of the London Institute. He has attended various local training programmes and at Zetron Inc and Motorola Inc in the USA to upgrade his skills in the ICT industry and gained valuable experience working on projects involving system implementation and maintenance. He joined Comintel in 1988 as a Technician and in 1991, he was promoted to Service Manager and subsequently to Senior Manager, Technical Support in 2001. He currently heads two (2) teams comprising system engineers, workshop engineers and technicians.

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**7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)**

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**Richard Arul Nathan**, aged 42, is the Division Head of Operations and Supply Chain of BCM. He holds a Bachelors of Social Sciences in Economics and Management from the Universiti Sains Malaysia. He joined BCM in January 2001 as the Business Unit Manager and was subsequently appointed as the Materials Manager in September 2001. A year later, he was promoted to Operations and Supply Chain Manager, whereby he is responsible for overseeing the operations of the entire factory. Prior to joining BCM, he held the position of Deputy General Manager of Production Control Division/Seihan Centre at Sony Mechatronics Products (M) Sdn Bhd from 1998 to 2000. He has also attended various local training programmes including the "7 Habits of Highly Effective People" seminar, to upgrade his skills and knowledge.

**Jerry Gordon Mourin**, aged 41, is the Division Head of Development Engineering of BCM and is responsible for the handling of product design and development engineering of the Group. Mr Mourin joined BCM in July 1996 with ten (10) years of experience in the EMS industry. He has previously held positions as Senior Quality Engineer with Hitachi Semiconductor Kedah Sdn Bhd, Operations and Productions Manager with Read-Rite Sdn Bhd and QA and QC Manager in Nikko Electronics Sdn Bhd. Mr Mourin holds a Masters Degree in Business Administration, a Bachelors Degree in Electrical Engineering and a Diploma in Electrical Engineering from the University of Mississippi, USA.

**Puteri Mariana bt Abdul Majid**, aged 32, is the IT Manager of the Group. She holds a Masters in Engineering Business Management and a Bachelors in Computer Systems Engineering from the University of Warwick, Coventry, UK. She joined Comintel in November 1996 as Project Sales Engineer. A year later, she was assigned to the IT Department and in 1999, she was appointed as a Systems Analyst. In 2001, she was promoted to Assistant Manager in the IT department and subsequently to IT Manager in 2003. During her tenure in Comintel, she has successfully managed and implemented a number of important projects such as Asymmetric Digital Subscriber Line for Telekom covering five (5) states, network projects and a nationwide project for the Royal Malaysian Police. She is currently the Programme Manager leading a team of software developers, network engineers and system engineers in implementing the C4I project.

**Lim Cheng Shing**, aged 36, is the Senior Finance Manager of BCM responsible for the overall financial operations of BCM. Prior to joining BCM in July 1997, Mr Lim worked as a Tax Consultant with Coopers & Lybrand Taxation Sdn Bhd and as a Senior Financial Analyst with Agilent Technologies (M) Sdn Bhd (formerly known as Hewlett-Packard (M) Sdn Bhd). Mr Lim holds a Bachelors' Degree in Business from Deakin University, Australia and is a member of the Australian Institute of Certified Practising Accountants and Malaysian Institute of Accountants.

**Ooi Chin Guan**, aged 37, is the Group Finance Manager of Comintel. He is a Chartered Accountant and member of the Malaysian Institute of Accountants and Malaysian Institute of Taxation. He holds an honours degree from the Faculty of Accounting, University of Malaya. After graduating in 1992, he joined Kassim Chan & Co. as an audit assistant. Gaining the requisite experience in auditing, he moved out to the commercial sector in 1996 as an accountant with Sunway Building Technology Berhad (now known as Dolomite Corporation Berhad). In 2000, he joined the Comintel Group as the Assistant Finance Manager. He was promoted to his current position in 2001. His responsibilities cover finance, accounts, taxation as well as other management functions of the Group.

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**7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)**


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**7.7 DECLARATION**

None of the Directors of Comcorp or key management or key technical personnel of the Comcorp Group is or was involved in any of the following events (whether in or outside Malaysia):

- (i) 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;
- (ii) a conviction in criminal proceedings or is a named subject of a pending criminal proceeding; and
- (iii) the subject of any order, judgement or ruling of any court of competent jurisdiction temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

**7.8 RELATIONSHIPS AND ASSOCIATIONS**

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

- (i) Leng Keng Hok @ Lim Keng Hock and Lee Choon Bin are husband and wife;
- (ii) Lim Chee Hock, one of the directors and substantial shareholders of AMG, which in turn is a substantial shareholder of Comcorp, is the brother of Leng Keng Hok @ Lim Keng Hock;
- (iii) Lim Sheac Yee, one of the substantial shareholders of AMG, which in turn is a substantial shareholder of Comcorp, is the daughter of Leng Keng Hok @ Lim Keng Hock and Lee Choon Bin;
- (iv) Lee Cheng Yong, a director of ICSB, is the brother of Lee Choon Bin;
- (v) Dato' Seri Ahmad Ramli bin Haji Mohd Nor and Mohamadon bin Abdullah, both of whom are Directors, promoters and substantial shareholders of Comcorp, are also directors and substantial shareholders of Sagittarius. Sagittarius is a promoter and substantial shareholder of Comcorp. Details on the shareholdings of Dato' Seri Ahmad Ramli bin Haji Mohd Nor and Mohamadon bin Abdullah in Sagittarius are disclosed in Section 7.1.3 of this Prospectus;
- (vi) Leng Keng Hok @ Lim Keng Hock and Lee Choon Bin, both of whom are Directors, promoters and substantial shareholders of Comcorp, are also directors and substantial shareholders of JTSB. JTSB is a promoter and substantial shareholder of Comcorp. Details on the shareholdings of Leng Keng Hok @ Lim Keng Hock and Lee Choon Bin in JTSB are disclosed in Section 7.1.3 of this Prospectus;
- (vii) Lee Choon Bin, a Director, promoter and substantial shareholder of Comcorp, is also a director and substantial shareholder of AMG. AMG is a promoter and substantial shareholder of Comcorp. Details of the shareholding of Lee Choon Bin in AMG are disclosed in Section 7.1.3 of this Prospectus; and
- (viii) Abdul Majid bin Omar, a Director of Comcorp, is also a director and non-substantial shareholder of JTSB. JTSB is a promoter and substantial shareholder of Comcorp.

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**7. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (CONT'D)**

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**7.9 SERVICE AGREEMENTS**

None of the Directors, key management or key technical personnel of the Comcorp Group has any existing or proposed service agreements with the Company or any of its subsidiaries.

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## 8. APPROVALS AND CONDITIONS

Authority/ Date of approval	Details of conditions imposed	Status of compliance
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SC/ 29.03.2004	(i) The total shares allocated to the Malaysian public is increased from 5,220,000 Comcorp Shares, as proposed, to 6,000,000 Comcorp Shares.	Complied.
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	(ii) A moratorium is imposed on the sale of shares by the major shareholders/promoters of Comcorp, whereby they are not allowed to sell, transfer or assign their shareholdings representing 45% of the issued and paid-up share capital of Comcorp for at least one (1) year from the date of listing. The SC noted that a total of 63,000,000 Comcorp Shares that are held by the following parties are subject to the said moratorium:	Complied.
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Name	Shareholdings under moratorium	
	No. of Comcorp Shares	% of the enlarged issued and paid-up share capital
JTSB	35,321,308	25.23
Sagittarius	20,385,211	14.56
AMG	7,293,481	5.21
	<u>63,000,000</u>	<u>45.00</u>

	(iii) The promoters and Directors of Comcorp must not be involved in businesses that will result in a conflict of interest with the Comcorp Group's businesses. They are also required to make full disclosure in the Prospectus to the shareholders as to their involvement and interests in those companies and businesses, if any, which are related/similar to those of Comcorp's that may be in conflict with or compete with Comcorp's businesses. In this connection, they are also required to give a detailed explanation in the Prospectus to shareholders as to how the conflict of interest between the Comcorp Group and the said companies can be resolved.	Complied. Appropriate disclosure has been made in Section 9.2 of this Prospectus.
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	(iv) Should the Comcorp promoters no longer be involved in the Comcorp Group, they are not to involve themselves in a business which will give rise to a conflict of interest with the Comcorp Group's businesses for at least one (1) year from the cessation date of their involvement in the Comcorp Group.	Noted and will be complied should any promoter cease to be involved in the Comcorp Group.
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	(v) The Comcorp Group is not allowed to venture into or be involved in activities or new businesses which are unrelated to its core businesses for at least a period of three (3) years after the date of listing of Comcorp on the Second Board of Bursa Securities.	Noted and will be complied.
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**8. APPROVALS AND CONDITIONS (CONT'D)**


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Authority/ Date of approval	Details of conditions imposed	Status of compliance
	<p>(vi) Comcorp is required to make disclosure with regards to its transactions with companies related to the substantial shareholders and Directors of Comcorp or in which the substantial shareholders and Directors of Comcorp have an interest, in the Prospectus to the shareholders.</p> <p>Any future transactions between the Comcorp Group and companies which are related to the substantial shareholders and Directors of Comcorp and in which such substantial shareholders and Directors have any interest must be on an "arm's length" basis and not based on terms which are detrimental to the Comcorp Group. In this connection, the audit committee of Comcorp is required to monitor the terms of the said business and the Directors of Comcorp are required to report such transactions, if any, in the annual report of the Comcorp Group.</p>	<p>Complied. Appropriate disclosure has been made in Section 9.1 of this Prospectus.</p> <p>Noted and will be complied.</p>
	<p>(vii) Full provisions are required to be made for the trade debts of the Comcorp Group where:</p> <p>(a) there is a disputed amount;</p> <p>(b) legal action has commenced; and</p> <p>(c) any amount has been outstanding for more than six (6) months.</p> <p>In connection thereto, the Directors of Comcorp are required to provide a written confirmation to the SC that trade debts which have exceeded the credit period can be recovered and provisions for bad/doubtful debts have been made in the financial statements and forecast of the Comcorp Group as stated above, prior to the issuance of Comcorp's Prospectus.</p>	<p>Complied. Written confirmation by the Board was submitted to the SC on 13 July 2004.</p>
	<p>(viii) Comcorp is required to disclose in the Prospectus to the shareholders, on the following:</p> <p>(a) Details of the loans for each company in the Comcorp Group, and a commentary on whether:</p> <ul style="list-style-type: none"> <li>• the said loans can be sustained;</li> <li>• there are any loans which have been defaulted upon; and</li> <li>• Comcorp can continue to obtain loan facilities for its subsequent operational needs; and</li> </ul> <p>(b) Plans to manage/mitigate the main operational risks of the Comcorp Group, including risks relating to fire as well as other emergency risks.</p>	<p>Complied. Appropriate disclosure has been made in Section 11.2.2 of this Prospectus.</p> <p>Complied. Appropriate disclosure has been made in Section 4.12 of this Prospectus.</p>
	<p>(ix) In relation to the property bearing address P.T. Nos 15340 and 15341, Mukim Damansara, Daerah Petaling, Selangor, Comcorp is required to:</p> <p>(a) submit a written undertaking that it will endeavour to obtain the approval for the extension to the said property, within a period of one (1) year from the date of the SC's approval letter;</p> <p>(b) make an announcement every quarter on the status of the said application to Bursa Securities; and</p> <p>(c) inform the SC about the status of the application after the said quarterly announcement is made.</p>	<p>Complied. The written undertaking was submitted to the SC on 26 May 2004.</p> <p>Noted and will be complied.</p> <p>Noted and will be complied.</p>

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


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<b>Authority/ Date of approval</b>	<b>Details of conditions imposed</b>	<b>Status of compliance</b>
	(x) In relation to the equity structure of Comcorp, the following conditions are imposed:	
	(a) Comcorp has to obtain MITI's approval for the allocation of shares to Bumiputera investors that have not been recognised by MITI, in order to comply with the requirements under the National Development Policy; and	Complied. Approvals from the MITI for the recognition of the Bumiputera investors were obtained on 3 March 2004 and 14 June 2004.  Please refer below for conditions set out by the MITI with regard to the above.
	(b) CIMB/Comcorp is required to inform the SC of the new effective equity structure after the implementation of the listing.	Noted and will be complied.
	(xi) Comcorp has to fully comply with the relevant requirements in relation to the listing of a company as stipulated in the SC Guidelines, especially the requirements stated in Chapter 6 of the said guidelines.	Complied.
	(xii) The SC took note that the proceeds from the listing of Comcorp will be utilised as follows:	Noted.
		<b>RM'000</b>
	Repayment of borrowings	8,000
	Working capital	6,507
	Estimated listing expenses	2,000
		<u>16,507</u>
	However, the conditions to be complied in relation to the utilisation of proceeds are as follows:	Noted and will be complied if applicable.
	(a) The approval of the shareholders of Comcorp has to be obtained for the utilisation of proceeds as stated and for any deviation in the utilisation of proceeds by twenty-five percent (25%) or more from that originally proposed. If the deviation is less than twenty-five percent (25%), appropriate disclosure has to be made to the shareholders of Comcorp;	
	(b) Any extension of timeframe set by Comcorp for the utilisation of proceeds must be approved via a final resolution by the Board and must be fully disclosed to Bursa Securities; and	
	(c) Appropriate disclosure on the status of the utilisation of proceeds must be made in the quarterly and annual reports of Comcorp until the said proceeds have been fully utilised.	

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

Authority/ Date of approval	Details of conditions imposed	Status of compliance																		
MITI/ 03.03.2004	(i) The proposed allocation of 1,400,000 Comcorp Shares to Abdul Majid bin Omar is not recognised and such shares shall be placed within the purview of the MITI under the special shares category, the allocation of which will be decided upon obtaining the approval of the SC for the listing of Comcorp.	An application to the MITI for the recognition of Abdul Majid bin Omar was made again on 3 June 2004. The decision of the MITI on the above application together with its conditions thereon dated 14 June 2004 is set out below.																		
	(ii) The approval of the SC is obtained for the listing scheme and compliance with the guidelines for the Acquisition of Assets, Mergers and Take-overs of the FIC.	Complied. The approval of the SC (on behalf of FIC) was obtained on 29 March 2004.																		
	(iii) The MITI has recognised the following Bumiputera shareholdings as existing Bumiputera shareholdings ("Approved Bumiputera Shareholdings"):	Noted.																		
	<table border="1"> <thead> <tr> <th>Names</th> <th>No. of Comcorp Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Mohamadon bin Abdullah</td> <td>4,064,885</td> <td>2.90</td> </tr> <tr> <td>Noor Azleezam bin Mohamed Azmi</td> <td>2,581,107</td> <td>1.84</td> </tr> <tr> <td>Tan Sri Dato' Samshuri bin Arshad Sagittarius</td> <td>5,097,328</td> <td>3.64</td> </tr> <tr> <td></td> <td>28,856,680</td> <td>20.61</td> </tr> <tr> <td><b>Total</b></td> <td><b>40,600,000</b></td> <td><b>28.99</b></td> </tr> </tbody> </table>	Names	No. of Comcorp Shares	%	Mohamadon bin Abdullah	4,064,885	2.90	Noor Azleezam bin Mohamed Azmi	2,581,107	1.84	Tan Sri Dato' Samshuri bin Arshad Sagittarius	5,097,328	3.64		28,856,680	20.61	<b>Total</b>	<b>40,600,000</b>	<b>28.99</b>	
Names	No. of Comcorp Shares	%																		
Mohamadon bin Abdullah	4,064,885	2.90																		
Noor Azleezam bin Mohamed Azmi	2,581,107	1.84																		
Tan Sri Dato' Samshuri bin Arshad Sagittarius	5,097,328	3.64																		
	28,856,680	20.61																		
<b>Total</b>	<b>40,600,000</b>	<b>28.99</b>																		
	The above recognition is subject to the condition that only thirty percent (30%) of the Approved Bumiputera Shareholdings are permitted to be sold within three (3) months after the Listing while the remaining 70% may be sold in stages with prior approval of the MITI.	Noted and will be complied if applicable.																		
MITI/ 14.06.2004	The MITI has approved the allocation of the special shares totalling 1,400,000 Comcorp Shares at an indicative price of RM0.85 each to Abdul Majid bin Omar, subject to the condition that only thirty percent (30%) of the total allocation is permitted to be sold within three (3) months after the Listing while the remaining 70% may be sold in stages with prior approval of the MITI.	Noted and will be complied if applicable.																		

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**9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST**

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**9.1 RELATED PARTY TRANSACTIONS****9.1.1 Transactions between the Comcorp Group and the Directors and/or Substantial Shareholders and/or Persons Connected to Them**

Save as disclosed below, there are no other existing and/or proposed related party transactions between the Comcorp Group and the Directors and/or substantial shareholders and/or persons connected to them, as at the date of this Prospectus.

- (i) BCM supplies power products and/or power supply units to Power-One, a key customer of BCM. Pursuant to the Pre-IPO Restructuring, Power-One will be a substantial shareholder of Comcorp, with a 5.78% equity interest therein. However, immediately upon the Listing, its shareholdings in Comcorp will be reduced to 4.98% of the enlarged issued and paid-up share capital of Comcorp of 140,000,000 Comcorp Shares, and as such, will cease to be a substantial shareholder of Comcorp. The transaction value for the financial year ended 31 January 2004 was approximately RM93.998 million while the estimated transaction value for the financial year ending 31 January 2005 is approximately RM97 million;
- (ii) CSB is involved in the provision of defence maintenance services as a sub-contractor of AMS. AMS, in turn, provides defence maintenance services and materials to CSB. AMS is a substantial shareholder of CSB, with a 30% equity interest therein. The total amount of the provision of such services by CSB to AMS for the financial year ended 31 January 2004 was RM714,680, whilst the total amount for such services and materials charged by AMS to CSB for the financial year ended 31 January 2004 was RM1,228,650. The estimated aggregate value of such services charged by CSB to AMS for the financial year ending 31 January 2005 is RM1,175,320, whilst the estimated value of such services and materials charged by AMS to CSB for the financial year ending 31 January 2005 is RM4,600,000;
- (iii) JTSB has provided corporate guarantees totalling RM140.800 million to certain financial institutions for banking facilities granted to BCM. The management of BCM is currently in the midst of arranging for the substitution of these corporate guarantees from JTSB to Comcorp. The details of the above corporate guarantees are set out in Section 11.2.2(iii) of this Prospectus;
- (iv) The directors of Comintel, namely Leng Keng Hok @ Lim Keng Hock and Lee Choon Bin have provided personal guarantees to certain financial institutions for banking facilities granted to Comintel. The management of Comintel is currently in the midst of arranging for the substitution of these personal guarantees from the above Directors to Comcorp. The details of the above personal guarantees are set out in Section 11.2.2(i) of this Prospectus;
- (v) A first legal charge amounting up to RM700,000 and second legal charge amounting up to RM2.9 million over a double storey bungalow belonging to Lee Choon Bin, a director of Comintel, was provided to MBB for banking facilities granted to Comintel. The details of the said charge are set out in Item No. 2 of Section 11.2.2(i) of this Prospectus; and
- (vi) The directors of BCM, namely Leng Keng Hok @ Lim Keng Hock and Abdul Majid bin Omar have provided personal guarantees to certain financial institutions for banking facilities granted to BCM. The management of BCM is currently in the midst of arranging for the substitution of the personal guarantees from the above Directors to Comcorp. The details of the above personal guarantees are set out in Section 11.2.2(iii) of this Prospectus.

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**9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (CONT'D)**


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**9.1.2 Promotions of Any Material Assets Acquired or Disposed of or to be Acquired or Disposed of Within 2 Years Preceding the Date of this Prospectus**

Save as disclosed below, none of the Directors and/or substantial shareholders of the Comcorp Group has any interest, direct or indirect, in the promotion of, or in any material assets which have, within the 2 years immediately preceding the date of this Prospectus, been acquired or proposed to be acquired or disposed or proposed to be disposed of by or leased to the Comcorp Group.

The following Directors and/or substantial shareholders of the Comcorp Group are deemed to have an interest in the following transactions:

<b>Director/Substantial shareholder</b>	<b>Nature of interest</b>
Tan Sri Dato' Samshuri bin Arshad	Acquisition of Comintel
Dato' Seri Ahmad Ramli bin Haji Mohd Nor	Acquisition of Comintel and Acquisition of BCM
Leng Keng Hok @ Lim Keng Hock	Acquisition of Comintel and Acquisition of BCM and the JTSB Share Sale, the details of which are set out in Note *ii of Section 6.3.1(ii) of this Prospectus
Lee Choon Bin	Acquisition of Comintel and Acquisition of BCM
Loh Hock Chiang	Acquisition of Comintel
Mohamadon bin Abdullah	Acquisition of Comintel and Acquisition of BCM
Noor Azleezam bin Mohamed Azmi	Acquisition of Comintel
Sagittarius	Acquisition of Comintel and Acquisition of BCM
AMG	Acquisition of Comintel and Acquisition of BCM
Abdul Majid bin Omar	Acquisition of BCM
JTSB	Acquisition of BCM
Power-One	Acquisition of BCM

**9.1.3 Unusual Transactions**

There are no unusual transactions 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 during the subsequent financial period until a date immediately preceding the date of this Prospectus.

**9.1.4 Loans/Guarantees to Related Parties**

There are no outstanding loans and/or guarantees made by the Company or any of its parent or subsidiaries to or for the benefit of related parties.

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9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (*CONT'D*)

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9.2 CONFLICTS OF INTEREST

- 9.2.1 Save as disclosed below, none of the Directors and/or substantial shareholders of the Company and its subsidiaries, has any interest, direct or indirect, in any business carrying on a similar trade as the Company or its subsidiaries.

Tan Sri Dato' Samshuri bin Arshad, who is the Non-Executive Chairman of Comcorp, is a proposed Independent Non-Executive Director of Integrated Knowledge and Campus Management Sdn Bhd ("IKCM"). He is also a non-substantial shareholder of IKCM and has provided an undertaking to the Board that he will not be a substantial shareholder of IKCM for so long as he is still a Director of Comcorp and/or its subsidiaries. The company's principal activities involve investment holding and the provision of software and IT systems integration. The company is also involved in the development and marketing of education management systems, which is similar to the involvement of the Comcorp Group in the development and marketing of the latter's own software for use in the general administration and management of education institutions. Further, IKCM is also a content provider for online education websites. Nevertheless, the Board does not foresee any potential conflict of interest that may arise from Tan Sri Dato' Samshuri bin Arshad's directorship in IKCM as he will not be involved in the day-to-day management of the company. Further, the Comcorp Group's education management system software product does not constitute part of its main business.

- 9.2.2 There are no existing and/or potential conflicts of interest between the Group and its Adviser, Managing Underwriter, Underwriters, Placement Agent, Auditors and Reporting Accountants, Solicitors, Valuers and Independent Market Research Consultant as named in Section 1 of this Prospectus.

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## 10. OTHER INFORMATION CONCERNING THE GROUP

### 10.1 MAJOR LICENCES AND PERMITS

The major licences and permits that have been obtained by the Group which are still applicable as at 25 June 2004 are as follows:

	Subsidiaries/ Authorities	Date issued/ Licence/ Serial No.	Nature of approval	Equity condition imposed	Status
(i)	<b>Comintel</b>				
	Keretapi Tanah Melayu Berhad	02.07.2004/ 0268-04	Certificate of Registration as Contractor/Supplier for products/services set out therein for the period up to 15 July 2005	None	N/A
	PUKONSA	17.10.2002/ A004853	PUKONSA licence for the supply of telecommunication equipment for the period up to 21 August 2004	None	N/A
	Ministry of Finance, Malaysia	31.01.2003/ 133432	Certificate of Registration as Contractor from 11 February 2003 to 10 February 2006	None	N/A
	Celcom (Malaysia) Berhad	21.06.2004/ 01544	Certificate of Registration as Supplier/ Contractor for the period up to 21 June 2006	None	N/A
	Telekom Malaysia Berhad	13.05.2004/ 012293	Certificate of Registration as Supplier/ Contractor from 13 May 2004 to 10 February 2006	None	N/A
	Tenaga Nasional Berhad	10.03.2003/ V002868/ PKP0685/ 2003	Certificate of Registration as Supplier and Contractor for the period up to 10 February 2006	None	N/A
	Construction Industry Development Board, Malaysia	25.07.2003/ 80547	Certificate of Registration as Contractor in respect of Grade G7 and the category of mechanical and electrical from 1 August 2003 to 31 July 2004*	None	N/A
	Malaysia Airports Holdings Berhad	10.10.2003/ 73946	Certificate of Registration as Contractor/ Supplier for the products set out therein from 5 November 1998 to 18 December 2004	None	N/A
	Malaysian Airline System Berhad	06.02.2004/ Receipt No. 101904	Registration as Supplier for products set out therein	None	N/A
(ii)	<b>CSB</b>				
	Ministry of Finance, Malaysia	10.11.2003/ 154904	Certificate of Registration as Contractor from 3 November 2003 to 2 November 2006	None	N/A
(iii)	<b>BCM</b>				
	MITI and MIDA	19.03.1999/ A009853/ A017997	Manufacturing licence to act as licenced manufacturer for receivers and transmitters with effect from 22 January 1998	None	N/A
	MITI and MIDA	15.06.1999/ A009853/ A018206	Manufacturing licence to act as a licenced manufacturer for microphones, battery chargers, PCBAs (with effect from 28 February 1995), pager and Multi-Task Vehicle Adaptor ("MTVA") (with effect from 29 October 1996), and modem (with effect from 27 October 1997)	None	N/A

## 10. OTHER INFORMATION CONCERNING THE GROUP (CONT'D)

Subsidiaries/ Authorities	Date issued/ Licence/ Serial No.	Nature of approval	Equity condition imposed	Status
MITI and MIDA	06.01.2000/ A009853/ A018605	Manufacturing licence to act as licenced manufacturer for converters with effect from 22 June 1999	None	N/A
MITI and MIDA	09.09.2000/ A009853/ A019101	Manufacturing licence to act as licenced manufacturer for mobile radio sub-assemblies and parts thereof with effect from 11 November 1999	None	N/A
MITI and MIDA	31.01.2001/ A012516/ A019377	Manufacturing licence to act as licenced manufacturer for microphones and parts thereof, battery chargers and parts thereof, PCBAs, converter, calculator/organiser and mobile radio sub-assemblies and parts thereof with effect from 16 October 2000	None	N/A
MITI and MIDA	31.01.2003/ A012516/ A021003	Manufacturing licence to act as licenced manufacturer for the remanufacturing of converters/power supply with effect from 23 October 2002	None	N/A
Royal Customs and Excise Malaysia	02.06.2004/ 33975	Warehouse licence in respect of microphones and parts thereof, battery chargers and parts thereof, PCBAs, MTVA, flexible assemblies, GM 300 Mobile Radios and parts thereof, converters/power supply, battery packs and electronic payment devices from 1 June 2004 to 31 May 2005	None	N/A
Royal Customs and Excise Malaysia	02.06.2004/ 23220	Manufacturing warehouse licence to manufacture microphones and parts thereof, battery chargers and parts thereof, PCBAs, MTVA, flexible assemblies, GM 300 Mobile Radios and parts thereof, converters/power supply, battery packs and electronic payment devices from 1 June 2004 to 31 May 2005	None	N/A

**Note:**

\* The application for the renewal of the Certificate of Registration as Contractor for the year up to 31 July 2005 was submitted on 16 June 2004, the approval of which is presently pending.

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## 10. OTHER INFORMATION CONCERNING THE GROUP (CONT'D)

## 10.2 LANDED PROPERTIES

A summary of the information on landed properties owned by the Group as at 25 June 2004 is as follows:

Description of title/Location	Registered/ beneficial owner	Description/ Existing use	Approximate age of building/ Tenure	Restriction in-interest	Encumbrances	Land area Sq. mtr.	Built-up area Sq. mtr.	*Audited NBV RM'000	Market value/ (valuation date) RM'000	Revaluation surplus/ (deficit) RM'000
<i>Properties 1 and 2<sup>ii</sup></i>										
Lot Nos. PT 15340 and 15341, HS(D) 194820 and 194821, Mukim of Damansara, District of Petaling, Selangor bearing postal address Lot Nos. 11A and 15, Jalan PJS 7/21 Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan	Lim Say Hee @ Lim Say Hian, Lim Seng Cheong @ Lim Thon Lai and Lim Kim Kee/Commitel <sup>iii</sup>	2 adjoining units of 1 ½ storey semi- detached factories	11 years/ Leasehold/99 years expiring on 10.1.2064	None	Assigned to PBB	1,583	1,344	3,217	*RM3,500 (03.10.2003)	283
<i>Property 3<sup>v</sup></i>										
Lot No. PT 15999, HS(D) 102186 Mukim of Damansara, District of Petaling, Selangor Darul Ehsan bearing postal address Lot 37, Jalan Pelukis U1/46, Temasya Industrial Park Section U1, 40150 Shah Alam	Comintel	Vacant industrial land	Freehold	None	Charged to ABB	5,118	-	6,342	6,060 (03.10.2003)	(282)
<i>Property 4<sup>vi</sup></i>										
Lot No. PT 21, HS(D) No. 1018/96, Mukim of Padang China, District of Kulim, Kedah bearing postal address Plot 21, Jalan Hi-tech 4, Kulim Hi-tech Park, Phase 1, 09000 Kulim, Kedah Darul Aman	Perbadanan Kemajuan Negeri Kedah	Single storey detached factory building, annexed with a double (2) storey building at the front and a 1 ½ storey building at the rear	5 years (Phase 1)/ 1½ years (Phase 2)/ Freehold (Leased to BCM for 60 years expiring on 28.10.2056)	(i) The land under the title can be transferred by Perbadanan Kemajuan Negeri Kedah to the first Purchaser.  (ii) Subsequent transfer restricted after 10 years except with permission of Majlis Mesyuarat Kerajaan.	Lease on the land, five (5) charges in favour of MBB and two (2) charges in favour of BPIMB	40,627	17,211	29,933	29,500 (03.10.2003)	(433)

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39,492                      39,060                      (432)

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**10. OTHER INFORMATION CONCERNING THE GROUP (CONT'D)**

**Notes:**

- <sup>i</sup> The audited NBVs of Properties 1, 2 and 3 are based on the audited accounts of Comintel as at 31 January 2004, whilst that of Property 4 is based on the audited accounts of BCM as at 30 September 2003.
- <sup>ii</sup> Certificate of fitness obtained on 26 March 1994. However, the management of Comintel is currently in the final stages of obtaining the certificate of fitness for the extended portion of the building. In addition, the individual titles for both lots were only issued on 10 November 2003. As such, the valuation certificate for the said properties discloses the properties as being held under parent title Pajakan Negeri 5846, Lot PT1187 as the valuation date of the properties was 3 October 2003.
- <sup>iii</sup> The properties are recorded in the books of Comintel. The transfer of ownership for both Properties 1 and 2 from the registered owners to Comintel is pending.
- <sup>iv</sup> The properties were valued based on the assumption that the building with the new extension has been approved and issued with a certificate of fitness for occupation by the local authority. Based on the valuation of the properties as standard developer's lots, the properties were valued at RM3.1 million.
- <sup>v</sup> A five (5)-storey corporate office building is currently being constructed on the land, the construction of which is expected to be completed by December 2004.
- <sup>vi</sup> This property is recorded in the books of BCM. The certificates of fitness for Phase 1 and Phase 2 were obtained on 31 May 2000 and 31 October 2002 respectively.

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**10. OTHER INFORMATION CONCERNING THE GROUP (CONT'D)**

Based on the NBV of the properties as set out in the management accounts of Comintel and BCM as at 30 September 2003 (being the reference date for the determination of the purchase considerations for the Acquisitions), the aggregate revaluation deficit arising from the above revaluations of approximately RM0.5 million is not deemed by the Board to be material. The breakdown of the computation on the revaluation deficit is as follows:

Properties	Unaudited NBV as at 30 September 2003 RM'000	Market value RM'000	Revaluation surplus/ (deficit) RM'000
Properties 1 and 2	3,290	3,500	210
Property 3	6,342	6,060	(282)
Property 4	29,933	29,500	(433)
	39,565	39,060	(505)

Consequently, as explained in Sections 6.3.1(i) and (ii) of this Prospectus, the aggregate revaluation deficit arising from the revaluation of the above properties, all of which were valued on 3 October 2003, will not be incorporated into the books of Comintel, BCM or Comcorp. Hence, the approvals of the SC are not required for the revaluation of the above properties.

Save as disclosed below and Phase 2 of the factory extension on Property 4 which was constructed for a total cost of RM11.5 million, and for which the certificate of fitness was obtained on 31 October 2002, there are no properties which were acquired/constructed during the two (2) years preceding the date of this Prospectus.

Title and location	Construction cost as at 31 January 2004 RM'000
Five (5)-storey corporate office building being constructed on Lot No. PT 15999, HS(D) 102186 Mukim of Damansara, District of Petaling, Selangor Darul Ehsan bearing postal address Lot 37, Jalan Pelukis U1/46, Temasya Industrial Park Section U1, 40150 Shah Alam*	423

**Note:**

*Barring any unforeseen circumstances, the construction of the above office building is expected to be completed by December 2004.*

The operations of the Comcorp Group are currently located in numerous locations, whereby the Comintel Group operates through Properties 1 and 2 as well as through numerous rented premises, and the corporate office of BCM is located in Property 4, where its operations are carried out. The Comcorp Group plans to relocate the operations of the Comintel Group and corporate office of the Comcorp Group within the same location, i.e. under the abovementioned proposed corporate office building, as a means to enhance operating efficiency.