

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

### 8.1 Substantial shareholders

#### 8.1.1 Shareholdings

The substantial shareholders (holding 5% or more of the issued and paid-up share capital) of GSCB and their respective shareholdings, before and after the IPO based on their shareholdings as at 8 July 2004, are as follows:

Shareholders	Place of incorporation /Nationality	Before the IPO				After the IPO			
		No. of GSCB Shares each held		%		No. of GSCB Shares held		%	
		Direct	%	Indirect	%	Direct	%	Indirect	%
GSRSB	Malaysia	36,000,000	55.99	-	-	36,000,000	45.00	-	-
Wong Yee Keh	Singaporean	2,657,420	4.13	36,000,000	55.99 <sup>*1</sup>	-	-	36,000,000	45.00 <sup>*1</sup>
Han Hun Kwong	Singaporean	1,002,799	1.56	36,000,000	55.99 <sup>*1</sup>	-	-	36,000,000	45.00 <sup>*1</sup>
Teo Chin Swee	Malaysian	2,212,643	3.44	36,000,000	55.99 <sup>*1</sup>	1,259,982	1.57	36,000,000	45.00 <sup>*1</sup>
Liew Kwai Lan	Malaysian	4,458,334	6.93	-	-	4,458,334	5.57	-	-
Sesi Bintang	Malaysia	10,193,088	15.85	-	-	10,193,088	12.74	-	-
SDC-NS	Malaysia	6,576,192	10.23	-	-	6,576,192	8.22	-	-
Mohd Hasni bin Masaut	Malaysian	-	-	10,193,088	15.85 <sup>*2</sup>	-	-	10,193,088	12.74 <sup>*2</sup>
Abd Halim bin Husin	Malaysian	-	-	10,193,088	15.85 <sup>*2</sup>	-	-	10,193,088	12.74 <sup>*2</sup>

*Notes:*

<sup>\*1</sup> Deemed interest by virtue of their interests in GSRSB pursuant to Section 6A of the Act.

<sup>\*2</sup> Deemed interest by virtue of their interests in Sesi Bintang pursuant to Section 6A of the Act.

Prior to the IPO and save for the Acquisitions which resulted in the shareholdings as set out above, there have been no changes on the substantial shareholders of GSCB since its incorporation.

#### 8.1.2 Details on substantial shareholders

##### (a) GSRSB

GSRSB was incorporated in Malaysia under the Act on 8 November 2003. Its principal activity is investment holding.

As at 8 July 2004, the authorised share capital of GSRSB was RM100,000 comprising of 100,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of GSRSB was RM100,000 comprising of 100,000 ordinary shares of RM1.00 each. The substantial shareholders of GSRSB and their shareholdings in GSRSB as at 8 July 2004 are as follows:

Names	No. of ordinary shares of RM1.00 each	
	Direct	%
Wong Yee Keh	45,404	45.40
Han Hun Kwong	20,774	20.77
Teo Chin Swee	24,326	24.33
Aw Joon Thong	9,496	9.50

The abovementioned individuals are also the Directors of GSRSB.

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**8. INFORMATION ON SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(cont'd)*

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**(b) Wong Yee Keh**

**Wong Yee Keh**, Singaporean, aged 47, was appointed as Managing Director of GSCB on 3 June 2004. He is one of the pioneers of the Group and has a vast working experience in the plastic injection moulding industry for more than 25 years. Upon completion of his secondary education in Kong Yong High School, Singapore in 1974, Mr Wong ventured into the working world and began his career with Sincere Home Appliances Pte Ltd as Production Manager. Following that, he joined Fuyu Mfg Singapore Pte Ltd from 1979 to 1984, Kay Kay Plastic Singapore Pte Ltd from 1985 to 1987 and Unitech Plastic Pte Ltd from 1987 to 1989, holding the position as Production Manager for the said companies. He then went on to work in Technology Plastronics (S) Pte Ltd as Operation Director from 1989 to 1993. Subsequently, he worked for Precision Plastic Industries (M) Sdn Bhd as Managing Director from 1993 to 1995, before setting up Ge-Shen in 1995, holding the position as Managing Director.

**(c) Han Hun Kwong**

**Han Hun Kwong**, Singaporean, aged 45, was appointed as Executive Director of GSCB on 3 June 2004. He obtained his Mechanical Engineering Technician Certificate (Part One) from City and Guilds of London Institute in 1980 and the Craftsman Certificate from Rollei Government Training Centre Singapore in 1981 whilst working for Rollei Singapore (Pte) Ltd from 1979 to 1981 as a Senior Tradesman. Following that, he joined Uniplas Pte Ltd from 1981 to 1987 as a Toolmaker and obtained the Certificate in Plastic Mould Design from Singapore Polytechnic in 1984. Mr Han then went on to work with Promould Services Pte Ltd from 1987 to 1990 as a Sales and Service Manager. Subsequently, he moved to Nippon SP Tech (S) Pte Ltd working as an Assistant Factory Manager from 1990 to 1992. Mr Han then left Nippon SP Tech (S) Pte Ltd and joined Pivot Group (M) Sdn Bhd as a Director from 1992 to 1996. In 1996, he then joined Ge-Shen as Factory Manager and was subsequently appointed as an Executive Director in 1998.

**(d) Teo Chin Swee**

**Teo Chin Swee**, Malaysian, aged 43, was appointed as Executive Director of GSCB on 3 June 2004 and is also one of the pioneers of the Group. Mr Teo completed his secondary education in Sekolah Menengah Chong Hwa, Muar, Johor in 1977. He then started his career with Fuyu Mfg Singapore Pte Ltd in 1979 as Production Supervisor until 1984. Subsequently, he joined Technology Plastronics (S) Pte Ltd as a Production Manager and was promoted to Production Director in 1990. He then left Technology Plastronics (S) Pte Ltd in 1992 and was employed by Precision Plastic Industries (M) Sdn Bhd as Operation Director before setting up Ge-Shen in 1995, holding the position as Operation Director.

**(e) Liew Kwai Lan**

**Liew Kwai Lan**, Malaysian, aged 34 is a substantial shareholder of GSCB. She is a beauty and hair dressing consultant with 11 years of experience in the beauty and the hair dressing industry. She currently runs a beauty and hair dressing centre in Johor.

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**8. INFORMATION ON SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(cont'd)*


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**(f) Sesi Bintang**

Sesi Bintang was incorporated in Malaysia under the Act on 26 February 2002. Its principal activity is investment holding.

As at 8 July 2004, the authorised share capital of Sesi Bintang was RM500,000 comprising of 500,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of Sesi Bintang was RM300,000 comprising of 300,000 ordinary shares of RM1.00 each. The substantial shareholders of Sesi Bintang and their shareholdings in Sesi Bintang as at 8 July 2004 are as follows:

Names	No. of ordinary shares of RM1.00 each held			
	Direct	%	Indirect	%
Mohd Hasni bin Masaut	240,000	80.00	-	-
Abd Halim bin Husin	60,000	20.00	-	-

Mohd Hasni bin Masaut and Abd Halim bin Husin are also the Directors of Sesi Bintang.

**(g) SDC-NS**

SDC-NS was established under the State Development Corporation Enactment No. 4 of 1969 in Malaysia as a statutory body on 22 March 1969. The principal activity of SDC-NS is investment holding. SDC-NS is wholly-owned by the Negeri Sembilan State Government and is established under the State Development Corporation Enactment No. 4 1969 in Malaysia.

The Directors of SDC-NS are as follows:

Dato' Mohamad bin Hj Hasan  
 Dato' Hj Hamzah bin Hj Ghazalli  
 Engku Nor Faizah binti Engku Atek  
 Dato' Abdullah Sani bin Ab Hamid  
 Tuan Hj Adnan bin Hj Mohamad  
 Cik Hajah Jama'ah binti Hassan  
 Datin Shamsiah binti Dahaban  
 Dato' Dr. Agoes Salim  
 Dato' Hj Abdul Murad bin Ahmad

**(h) Mohd Hasni bin Masaut**

**Mohd Hasni bin Masaut**, Malaysian, aged 33, was appointed as Executive Director of GSCB on 3 June 2004. He has more than ten (10) years of experience in the plastics production industry from his employment with Showplastronics Sdn Bhd, Pivot Group (M) Sdn Bhd and Ge-Shen. He joined Ge-Shen in 1998 as Assistant QC Manager and was promoted to Senior Manager of the Quality Assurance ("QA")/QC Department in 2001 and was subsequently promoted as QA/QC Director in 2002.

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**8. INFORMATION ON SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(cont'd)*

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**(i) Abd Halim bin Husin**

**Abd Halim bin Husin**, Malaysian, age 33, is a substantial shareholder of GSCB. He graduated from International Islamic University, Malaysia in 1993 with a Bachelor of Accounting (Honours) and went on to complete his Masters in Business Administration at the Irish Business School, Dublin, Ireland in 1998. He is a member of Malaysian Institute of Accountants, Malaysian Institute of Taxation, Malaysian Institute of Management and Institute for Professional Financial Managers, UK. He started his career in 1993 with Messrs KPMG Peat Marwick as Audit Assistant and was promoted to Audit Senior in 1996. He then left Messrs KPMG Peat Marwick in 1997 to join Siemens Components (Advanced Technology) Sdn Bhd as Senior Finance Executive. However, he rejoined Messrs KPMG Peat Marwick in 1997 as Audit Supervisor and was promoted to Audit Manager in 1999. He left Messrs KPMG Peat Marwick in 2000 and ventured into businesses in the construction and information technology sectors. He is also a partner of KP Tan Halim, a firm of Chartered Accountants.

**8.1.3 Other interests in public corporations**

For the past two (2) years up to 8 July 2004, none of the substantial shareholders of GSCB have any directorship or substantial shareholding in other public corporations.

**8.2 Promoters**

The Promoters of GSCB are GSRSB, Wong Yee Keh, Han Hun Kwong, Teo Chin Swee and Aw Joon Thong. Details of the Promoters are as set out in Section 8.1.2 and Section 8.3.2 of this Prospectus.

**8.2.1 Other interests in public corporations**

For the past two (2) years up to 8 July 2004, none of the Promoters have any directorships or substantial shareholdings in other public corporations.

**8.2.2 Changes in Promoters and their shareholdings for the past three (3) years**

Save for the Acquisitions which resulted in the shareholdings set out in Section 8.1.1 and Section 8.3.1 of this Prospectus, prior to the IPO, there have been no changes on the Promoters and their shareholdings in GSCB since its incorporation.

## 8. INFORMATION ON SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(cont'd)*

### 8.3 Directors

#### 8.3.1 Directors' Shareholdings

The Directors of GSCB and their shareholdings, based on their shareholdings as at 8 July 2004, before and after the IPO, are as follows:

Director	Nationality	Before the IPO				After the IPO			
		No. of GSCB Shares held		%		No. of GSCB Shares held		%	
		Direct	%	Indirect	%	Direct	%	Indirect	%
Syed Alwi @ Syed Alwee bin Syed Hamid	Malaysian	-	-	-	-	50,000	0.06 <sup>*1</sup>	-	-
Wong Yee Keh	Singaporean	2,657,420	4.13	36,000,000	55.99 <sup>*2</sup>	-	-	36,000,000	45.00 <sup>*2</sup>
Mohd Hasni bin Masaut	Malaysian	-	-	10,193,088	15.85 <sup>*3</sup>	-	-	10,193,088	12.74 <sup>*3</sup>
Han Hun Kwong	Singaporean	1,002,799	1.56	36,000,000	55.99 <sup>*2</sup>	-	-	36,000,000	45.00 <sup>*2</sup>
Teo Chin Swee	Malaysian	2,212,643	3.44	36,000,000	55.99 <sup>*2</sup>	1,259,982	1.57	36,000,000	45.00 <sup>*2</sup>
Aw Joon Thong	Malaysian	1,201,120	1.87	-	-	800,000	1.00	-	-
Ahmad bin Mohd Ali	Malaysian	-	-	-	-	200,000	0.25 <sup>*1</sup>	-	-
Lee Hin Kan	Malaysian	-	-	-	-	50,000	0.06 <sup>*1</sup>	-	-
Soon Teck Kuan	Malaysian	-	-	-	-	50,000	0.06 <sup>*1</sup>	-	-

**Notes:**

<sup>\*1</sup> Assuming full subscription of GSCB Shares allocated to the respective Directors of GSCB.

<sup>\*2</sup> Deemed interest by virtue of their interests in GSRSB pursuant to Section 6A of the Act.

<sup>\*3</sup> Deemed interest by virtue of his shareholding in Sesi Bintang pursuant to the Act.

#### 8.3.2 Profiles

The profiles of Wong Yee Keh, Mohd Hasni bin Masaut, Han Hun Kwong and Teo Chin Swee are set out in Section 8.1.2 above and the profiles of the other Directors of GSCB are as follows:

**Syed Alwi @ Syed Alwee bin Syed Hamid**, Malaysian, aged 56, was appointed as Independent Non-Executive Chairman of GSCB on 3 June 2004. He began his career in the Royal Malaysian Police Force as a police officer in 1968 and has held various positions in the force since then, such as the Deputy Superintendent and Senior Assistant Commissioner, in several different states of Malaysia. While serving in the force, he was selected by the force to enrol in Universiti Kebangsaan Malaysia for the Advance Diploma Course in Police Science. He also attended several courses, such as the Crisis Management and Strategic Analysis Course organised by the Institute of Public Administration, international seminars which were held in Australia and Singapore and the 'Bina Negara Perdana' Course organised by the Prime Minister's Department. Tuan Syed Alwi was elected as a committee member in the Police Association for seven (7) consecutive years and was also elected as the Chairman of the Kuala Lumpur Gazetted Officer Branch. In addition, he had the honour of being assigned the task of protecting the Yang di-Pertuan Agong and Prime Minister on various official trips overseas, namely Yang di-Pertuan Agong's visit to Vietnam in 1995 and the Prime Minister's visit to South Africa in 1998, Egypt in 1999 and Yemen in 2001. In light of Tuan Syed Alwi's dedication and service to the Police Force, he was awarded the 'Pingat Jasa Kebaktian' in 1981, 'Kesastrian Mangku Negara' in 1992 and 'Panglima Setia Pasukan Polis' by the Yang di-Pertuan Agong in 2002.

**8. INFORMATION ON SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(cont'd)*

**Aw Joon Thong**, Malaysian, aged 40, was appointed as Executive Director of GSCB on 3 June 2004. He obtained a Certificate in Bookkeeping in 1984 and Diploma in Accountancy in 1989, both from the Polytechnic Sultan Haji Ahmad Shah, Pahang. Mr Aw started his career in 1984 with Panching Quarry Sdn Bhd as Accounts Clerk and left the company in 1985 to work for Esso Production Malaysia Inc. holding the position as Accounts Clerk from 1985 to 1986. He then left the employment scene from 1986 to 1989 to further pursue the abovementioned Diploma in Accountancy. In 1990, he joined Texchem Trading Sdn Bhd as Administrator and left the company within the same year and joined Stinger (M) Sdn Bhd as Accounts Assistant from 1990 to 1992. Subsequently, he worked for Precision Plastic Industries (M) Sdn Bhd as a Accountant/Financial Controller from 1992 to 1995. Following that, he then joined Ge-Shen as Financial Controller in 1995 and was subsequently promoted as the Financial Director in 1997.

**Ahmad bin Mohd Ali**, Malaysian, aged 54, was appointed as Non-Independent Non-Executive Director of GSCB on 3 June 2004. He graduated from University Malaya in 1973 with a Bachelor of Sociology and Anthropology (Honours) and has been with SDC-NS since 1973. Over the 30 years with SDC-NS, he has held various positions from being an Assistant Secretary, Project Officer, Housing Manager, Deputy General Manager to Chief Executive Officer in the year 2000, a position which he currently holds.

**Lee Hin Kan**, (Bintang Cemerlang Melaka), Malaysian, aged 49, was appointed as an Independent Non-Executive Director of GSCB on 3 June 2004. Mr. Lee began his career with Price Waterhouse & Co and was subsequently promoted to audit manager before leaving the firm to join a local group of companies. He then went on to work in several other companies including a public listed MNC and an infrastructure company before joining Prym Newey Malaysia Sdn Bhd, a wholly owned subsidiary of a MNC, as its Finance Director in 1997. He is the first employee from Asia to be appointed to the Board of Directors of the company and of the group since the company commenced its operations in Malaysia in 1973. Mr. Lee was later promoted to Managing Director and is responsible for the South East Asia region. He is also on the Board of Directors for several companies of the group including companies residing in the United Kingdom, Sri Lanka and China. Mr. Lee also serves on numerous committees and working committees of several boards and institutions including the Malaysian Institute of Certified Public Accountants, the Malaysian Institute of Accountants, the Malaysian Accounting Standards Board, the Federation of Malaysian Manufacturers and the Malaysian International Chamber of Commerce.

**Soon Teck Kuan**, Malaysian, aged 55, was appointed as an Independent Non-Executive Director of GSCB on 3 June 2004. He worked in London, United Kingdom for five (5) years before returning to Kuala Lumpur to join Peat Marwick Mitchell & Co in 1976. He then set up an accounting firm, Soon and Company where he is currently a senior partner. He is also a member of the Institute of Chartered Accountants England and Wales, Malaysian Institute of Accountants and Malaysian Institute of Taxation.

## 8. INFORMATION ON SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(cont'd)*

### 8.3.3 Other directorships and substantial shareholdings

Save as disclosed below, none of the other Directors of GSCB have any directorships or substantial shareholdings in other public corporations for the past two (2) years, up to 8 July 2004.

The directorships of Ahmad bin Mohd Ali and Lee Hin Kan in other public corporations are as follows:

Name	Company	Principal activities	Nature of interest	No. of shares held		
				Direct	% Indirect	%
Ahmad bin Mohd Ali	PK Resources Bhd	Property and agro chemical producer	Director	-	-	-
	Road Builder (M) Holding Bhd	Property and development	Director	-	-	-
Lee Hin Kan	Prym Newey UK Plc	Investment holding	Director	-	-	-

### 8.3.4 Remuneration

The remuneration and benefits paid to the Directors in the last financial year ended 31 December 2003 and expected to be paid to the Directors for financial year ending 31 December 2004 for all services rendered in all capacities to the Company and its subsidiaries are as follows:

	Year ended 31 December 2003				Year ending 31 December 2004			
	Managing Director	Executive Directors	Non-Executive Directors	Total	Managing Director	Executive Directors	Non-Executive Directors	Total
Below RM50,000	-	-	-	-	-	-	4	4
RM50,001 to RM100,000	-	-	-	-	-	-	-	-
RM100,001 to 500,000	1	4	-	5	1	4	-	5

### 8.3.5 Other information

- (a) A Director is not required to hold any qualification shares in the Company.
- (b) No Director of the Group is or was involved in the following events (whether in or outside Malaysia):
- (i) a petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he is or was a partner or any corporation of which he is or was a director or key personnel;
  - (ii) conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or
  - (iii) the subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or governmental body permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

## 8. INFORMATION ON SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(cont'd)*

### 8.3.6 Service agreements

There are no existing or proposed service agreements entered into between any of the Directors and the GSCB Group.

### 8.3.7 Involvement of Executive Directors in other businesses and/or corporations

As at 8 July 2004, none of the other Executive Directors are involved in other businesses and/or corporations.

## 8.4 Key management and key technical personnel

### 8.4.1 Shareholdings

The key management and key technical personnel of GSCB and their shareholdings before and after the IPO based on their shareholdings as at 8 July 2004 are as follows:

Names	Nationality	Designation	Before the IPO				After the IPO <sup>1</sup>			
			No. of GSCB Shares held		%		No. of GSCB Shares held		%	
			Direct	%	Indirect	%	Direct	%	Indirect	%
Tan Long	Malaysian	General Manager of Ge-Shen	-	-	-	-	120,000	0.15 <sup>1</sup>	-	-
Sze Kok Lee	Singaporean	Manufacturing Manager of Ge-Shen	-	-	-	-	120,000	0.15 <sup>1</sup>	-	-
Ng Siew Kian	Malaysian	Finance Manager of Ge-Shen	-	-	-	-	100,000	0.13 <sup>1</sup>	-	-
Yong Wah Sang	Malaysian	Mould Making Manager of Ezec	-	-	-	-	50,000	0.06 <sup>1</sup>	-	-
Kam Yee Sung	Malaysian	Design Manager of GWJ	-	-	-	-	50,000	0.06 <sup>1</sup>	-	-
Bernard Toh Hong Giap	Malaysian	Group Purchasing Manager	-	-	-	-	100,000	0.13 <sup>1</sup>	-	-
Liew Kwai Mui	Malaysian	Project Manager of Ge-Shen	-	-	-	-	50,000	0.06 <sup>1</sup>	-	-
Tan Sook Seah	Malaysian	Engineering Manager of Ezec	-	-	-	-	50,000	0.06 <sup>1</sup>	-	-

**Note:**

<sup>1</sup> Assuming full subscription of the GSCB Shares allocated to the respective key management and key technical personnel of the GSCB Group.

### 8.4.2 Profiles

#### (a) Tan Long

**Tan Long**, Malaysian, age 43, is the General Manager of Ge-Shen. He holds a Diploma in Electric/Electronic Engineering from the Institute of Jaya Technology in Kuala Lumpur. Tan Long started his career as Senior QC Technician with Sanden International (M) Sdn Bhd in 1983 and left the company in 1988. Subsequent from 1989 to 1991, he worked in Brother Industries Technology (M) Sdn Bhd as Assistant QA Engineer. Following that, he continued his employment with Matsushita Audio Video (M) Sdn Bhd as QA Engineer from 1991 to 1993. He then joined Tru-Tech Electronic (M) Sdn Bhd as QA Manager and was transferred to the engineering department as Engineering Development Manager in 1998 before commencing his employment with Ge-Shen in 2000.



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**8. INFORMATION ON SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL** *(cont'd)*

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**(b) Sze Kok Lee**

**Sze Kok Lee**, Singaporean, age 49, is the Manufacturing Manager of Ge-Shen. He obtained a Certificate in the Manufacturing Management Course in 1984 from Sanno Institute of Business Administration in Singapore. He has 26 years of experience in the manufacturing industry obtained through his previous employment with Aurora Products Pte Ltd, Asahi Electronics (S) Pte Ltd, United Plastic Pte Ltd, CHP Industries Sdn Bhd, Pivot Group Pte Ltd and Foh Foh Company Pte Ltd before joining Ge-Shen in 2000.

**(c) Ng Siew Kian**

**Ng Siew Kian**, Malaysian, age 35, is the Finance Manager of Ge-Shen. She has a Certificate in Costing and Management Accounting for YMM Institute in Johor Bahru. She started her career with Overseas Engineering (M) Sdn Bhd in 1990 and later joined Precision Plastic Industries (M) Sdn Bhd in 1993 holding the position as Accounts Clerk in both corporations. She then joined Ge-Shen in 1996 as Accounts Executive and is now the Finance Manager of Ge-Shen.

**(d) Yong Wah Sang**

**Yong Wah Sang**, Malaysian, aged 40, is the Mould Making Manager of Ezec. He has 14 years worth of experience in mould making and began his career in 1989 with A Tech (S) Pte Ltd as a mould maker. Following that, he worked with Sun Lit (M) Sdn Bhd and Pivot Group (M) Sdn Bhd from 1994 to 1996 and from 1996 to 1999 respectively, holding the position as Mould Making Manager in both corporations. In 1999, he joined PT Toyo Plas Industries in Indonesia, prior to his employment with Ezec in 2001.

**(e) Kam Yee Sung**

**Kam Yee Sung**, Malaysian, aged 32, is the Design Manager of GWJ. He has 12 years of working experience as a CAD/CAM designer and is well versed with the CAD/CAM softwares. Prior to his employment with GWJ in 2002, he worked as a CAD/CAM designer with Karrie Mfg Pte Ltd from 1991 to 2001.

**(f) Bernard Toh Hong Giap**

**Bernard Toh Hong Giap**, Malaysian, aged 34, is the Group Purchasing Manager. He started his career in Tai Wah Garments Manufacturing Berhad and later pursued his studies at Malaysian Institute of Purchasing and Material Management and obtained a Certificate in Purchasing whilst working in Showplatronics (M) Sdn Bhd. He then left to join Kenwood Electronics Tech (M) Sdn Bhd as Mechanical Assistant Purchasing Manager and later to Precision Plastic Industries (M) Sdn Bhd as Materials Manager prior to joining the GSCB Group.

**(g) Liew Kwai Mui**

**Liew Kwai Mui**, Malaysian, age 31, is Ge-Shen's Project Manager of Ge-Shen. She obtained the Certificate in Secretarial from Cambridge College Johor Bahru and started her career as a Stenographer in 1993 to 1995 with Sungei Way Construction Sdn Bhd. In 1995, she joined Precision Plastic Industries (M) Sdn Bhd as a Secretary and left the company to join T J Wong Accounting as Assistant Secretary in the same year. Ms Liew then furthered her career by joining Ge-Shen in 1996.

## 8. INFORMATION ON SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(cont'd)*

### (h) Tan Sook Seah

**Tan Sook Seah**, Malaysian, aged 32, is the Engineering Manager of Ezeec. She graduated from the Universiti Teknologi Malaysia with a Diploma in Electronic Communication in 1997. She also graduated in 2000 with a Bachelor of Computer System (Communication System) from Universiti Putra Malaysia. Prior to that, she started her career in 1992 as Technician with National Semiconductor (M) Sdn Bhd in Penang. Following that, she joined Aiwa Singapore Pte Ltd in 1993 as QA Technician and left in 1995 to pursue the abovementioned diploma and degree. She then joined the Group in 2000 upon the completion of her education in 2000.

#### 8.4.3 Other directorships and substantial shareholdings

None of the key management and key technical personnel of the Group have any directorships or substantial shareholdings in other public companies incorporated in Malaysia, for the past two (2) years, up to 8 July 2004.

#### 8.4.4 Declarations

No key management and key technical personnel of the Group is or was involved in the following events (whether in or outside Malaysia):

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

#### 8.4.5 Service agreements

There are no existing or proposed service agreements between any of the key management and key technical personnel and the GSCB Group.

#### 8.4.6 Involvement of key management in other businesses and/or corporations

As at 8 July 2004, none of the Group's key management is involved in other businesses and/or corporations.

### 8.5 Relationships

Save as disclosed below, as at 8 July 2004 being the latest practicable date prior to the registration of this Prospectus, there are no other family relationships amongst the substantial shareholders, Directors, Promoters and key management and key technical personnel of the Group.

Liew Kwai Lan a substantial shareholder of GSCB and Liew Kwai Mui, the Project Manager of Ge-Shen are sisters.

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

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**9.1 Related party transactions**

As at 8 July 2004, being the latest practicable date prior to the registration of this Prospectus, there are no existing or proposed related party transactions in relation to the GSCB Group and its related parties that include the Directors, substantial shareholders and key management personnel of the GSCB Group.

**9.2 Transactions of unusual nature**

There are no transactions that are unusual in nature or conditions, involving goods, services, tangible or intangible assets, to which the GSCB Group was a party in respect of the financial year ended 31 December 2003 and the subsequent period thereof, up to 8 July 2004, being the latest practicable date prior to the registration of this Prospectus.

**9.3 Outstanding loans**

As at 8 July 2004, being the latest practicable date prior to the registration of this Prospectus, there are no outstanding loans made by the GSCB Group to or for the benefit of any related party which include the Directors, substantial shareholders and key management personnel of the GSCB Group.

**9.4 Promotion of material assets**

Save for the Acquisitions, there are no promotion of assets within the two (2) years preceding 8 July 2004, being the latest practicable date prior to the registration of this Prospectus, which were acquired or disposed of by or leased to GSCB or any of its subsidiaries or are proposed to be acquired or disposed of by or leased to GSCB or any of its subsidiaries which involve the interest, direct or indirect, of any director or substantial shareholder.

**9.5 Interests in similar businesses**

None of the directors' and substantial shareholders' of the Group have any direct and indirect interests in other businesses and corporations carrying on a similar trade as the Group.

**9.6 Declaration by the advisers**

CIMB as Adviser, Abdul Raman Saad & Associates as the Solicitors and Messrs Horwath, as Auditors and Reporting Accountants declare that they are not aware of any conflict of interests situations existing or potential, with respect to their respective capacities to the GSCB Group for the IPO and Listing. The abovenamed advisers are paid professional fees for their respective services.

**9.7 Contracts, arrangements and transactions between the GSCB Group and the Directors, substantial shareholders, key management and key technical personnel**

None of the Directors, substantial shareholders or key management and key technical personnel of GSCB have any interest in any contract or arrangement subsisting at the date of this Prospectus, which is significant in relation to the business of the GSCB Group taken as a whole.

## 10. APPROVALS AND CONDITIONS

### 10.1 Conditions on approvals

The SC approved the share split, Acquisitions and Listing on 7 May 2004. Under the Guidelines of FIC in relation to Acquisitions, Mergers and Takeovers, 1974, the SC, vide its letter dated 7 May 2004, has no objections to the indicative equity structure of GSCB after the Listing as follows:

Category	Equity structure before the Acquisitions %	Indicative equity structure after the Listing %
Bumiputera	50.00	30.00
Non-bumiputera	50.00	70.00
Foreign	-	-
	100.00	100.00

The conditions imposed and the status of compliance are as follows:

Authority	Details of conditions imposed	Status of compliance
MITI (via its letter dated 3 March 2004)	(i) The allocation of 7,231,000 Issue Shares reserved for Bumiputera investors will be subject to the approval by MITI after the approval of the SC on the Listing has been obtained.	MITI has approved the allocation of the Issue Shares reserved for Bumiputera investors vide its letter dated 1 July 2004.
	(ii) The approval from the SC is obtained.	Complied. The approval of the SC was obtained on 7 May 2004.
	(iii) The recognition of Sesi Bintang and SDC-NS as Bumiputera shareholders is subject to the condition that 30% of the 10,193,088 GSCB Shares and 6,576,192 GSCB Shares held by Sesi Bintang and SDC-NS respectively may only be sold three (3) months after the Listing while the remaining 70% may be sold in stages with prior approval from the MITI.	To be complied by Sesi Bintang and SDC-NS.
	(iv) GSCB will have to inform the MITI of the status of the shareholdings of the Bumiputera investors six (6) months after the Listing.	GSCB will comply with this condition.
SC (via its letter dated 7 May 2004)	(i) A moratorium is imposed on the sale of the GSCB Shares held by GRSB. GRSB is not allowed to sell, transfer or assign its shareholdings amounting to 36,000,000 GSCB Shares, representing 45% of the enlarged issued and paid-up capital of GSCB, for a period of one (1) year from the date of the Listing on Bursa Securities. In this regard, a written undertaking to the SC should be provided by the individual shareholders of GRSB stating that they will not sell, transfer or assign their shareholdings in GRSB during the moratorium period.	Complied. The necessary undertaking has been furnished to the SC on 5 December 2003.

**10. APPROVALS AND CONDITIONS** (cont'd)

Authority	Details of conditions imposed	Status of compliance
	(ii) GSCB is required to fulfil the conditions in relation to the trade debtors of the GSCB Group as set out below:	
	(a) GSCB should fully disclose in the prospectus the debtors' position, the ageing analysis and for amounts exceeding the credit period, comments by Directors on the recoverability of the amount;	Complied. The required disclosure is as set out in Section 11.3 of this Prospectus.
	(b) Full provision should be made for all overdue trade debtors which are in dispute or under legal action, or for amounts which have been outstanding for more than six (6) months. The Directors of GSCB should confirm to the SC that this condition has been complied with prior to the issuance of the Prospectus; and	Complied. The necessary confirmation has been furnished to the SC on 16 July 2004.
	(c) The Directors of GSCB should confirm and submit a declaration to the SC that trade debtors which exceed the credit period are recoverable and that full provision has been made to the accounts/forecast/projections of the GSCB Group;	The necessary declaration has been furnished to the SC on 16 July 2004.
	(iii) The following requirements in relation to the public shares which will be offered via placement to selected public investors should be complied by GSCB or CIMB:	
	(a) At least 30% of the Issue Shares allocated, to the extent possible, are required to be allocated to Bumiputera investors;	To the extent possible, GSCB and CIMB will endeavour to allocate at least 30% of the Issue Shares offered via placement to Bumiputera investors.
	(b) Placement of the Issue Shares should be done through an independent placement agent; and	Complied. CIMB is the independent placement agent.
	(c) Upon implementation of the placement exercise, the corporate adviser or the independent placement agent (where applicable), should submit to the SC, for its notification, a final list of the placees, and a confirmation that the placement complies with the Policies and Guidelines on Issue/Offer of Securities;	CIMB will comply with this condition.
	(iv) Detailed disclosures in the Prospectus should be made by GSCB with regards to the following:	
	(a) Details regarding the tax investigation by the Inland Revenue Board on Ge-Shen;	The required disclosure has been made in Section 14.7 of this Prospectus.
	(b) The tax status of the Directors;	The required disclosure has been made in Section 14.7 of this Prospectus.

**10. APPROVALS AND CONDITIONS (cont'd)**

Authority	Details of conditions imposed	Status of compliance
	(c) Dependence on the top five (5) customers and steps taken/to be taken to address the dependency;	The required disclosure has been made in Section 5.2.2 of this Prospectus.
	(d) Lack of long term contracts with customers and steps taken to address the issue; and	The required disclosure has been made in Section 5.2.4 of this Prospectus.
	(e) Lack of skilled labour particularly in mould making and steps taken/to be taken to address the shortage;	The required disclosure has been made in Section 7.4(ii) and 7.4(iii) of this Prospectus.
(v)	The substantial shareholders/Promoters/Directors in the future should not, in future carry out any new businesses which would compete directly or indirectly and be in conflict with the business of the Group;	Complied. The necessary undertakings have been furnished to the SC on 16 July 2004.
(vi)	All future transactions between the GSCB Group and other companies related to the substantial shareholders, promoters and Directors must be on arm's length basis and must not be unfavourable to GSCB. The Audit Committee of GSCB should monitor and the Directors are to report such transactions in the annual report of GSCB on a yearly basis;	GSCB will comply with this condition.
(vii)	Status of the utilisation of proceeds raised from the Public Issue should be disclosed by GSCB in its quarterly and annual reports until the proceeds are fully utilised;	GSCB will comply with this condition.
(viii)	The allocation of 30% of the GSCB Shares to Bumiputera investors has to be recognised and approved by MITI to comply with the National Development Policy ("NDP");	Complied. The recognition of Sesi Bintang and SDC-NS as Bumiputera investors was approved via MITI's letter dated 3 March 2004. On 1 July 2004, MITI approved the allocation of the 7,231,000 Issue Shares to three (3) Bumiputera investors.
(ix)	GSCB is to inform the SC on the status of compliance with the NDP upon completion of the Listing; and	GSCB will comply with this condition.
(x)	GSCB is to comply with the relevant requirements of the Policy and Guidelines on Issue/Offer of Securities issued by the SC relating to the implementation of the IPO.	GSCB will comply with this condition.

**10.2 Moratorium on the disposal of shares**

In accordance with the Policies and Guidelines on Issue/Offer of Securities issued by the SC, GRSB shall not be allowed to sell, transfer or assign their entire shareholdings of 36,000,000 GSCB Shares, representing 45% of the issued and paid up share capital of GSCB (after the Public Issue) within one (1) year from the date of Listing.

The restriction, which is fully accepted by the aforesaid shareholders, is specifically endorsed on the share certificates of GSCB representing the shareholdings of GRSB in GSCB on which moratorium on disposal has been imposed to ensure that Bursa Depository will not register any transfer not in compliance with the aforesaid restriction.

**10. APPROVALS AND CONDITIONS (cont'd)**

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

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

In addition, the shareholders of GRSRB who are also the Promoters have undertaken to the SC on 5 December 2003 that they will not dispose of their respective shareholdings in GRSRB for a period of one (1) year from the date of Listing.

<b>Shareholders</b>	<b>No. of GRSRB shares held</b>	<b>% of enlarged share capital</b>
Wong Yee Keh	45,404	45.40
Han Hun Kwong	20,774	20.77
Teo Chin Swee	24,326	24.33
Aw Joon Thong	9,496	9.50
	<u>100,000</u>	<u>100.00</u>

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## 11. FINANCIAL INFORMATION

### 11.1 Historical financial information

#### Proforma Consolidated Income Statement

GSCB was incorporated on 8 November 2003 and the Group was formed on 31 May 2004. The following summary of the proforma audited financial results of the GSCB Group for the past five (5) financial years ended 31 December 1999 to 2003 and the four (4) month period ended 30 April 2004 after such adjustments considered necessary based on the audited results of the companies comprising the GSCB Group, on the assumption that the current structure of the Group has been in existence throughout the financial years/period under review. The proforma results of the GSCB Group have been extracted from and should be read in conjunction with the accompanying notes and assumptions included in the Accountants' Report set out in Section 12 of this Prospectus:

	Financial year ended 31 December					Four (4) month period ended 30 April 2004 <sup>*8</sup>
	1999 <sup>*3</sup> RM 000	2000 <sup>*4</sup> RM 000	2001 <sup>*5</sup> RM 000	2002 <sup>*6</sup> RM 000	2003 <sup>*7</sup> RM 000	RM 000
Revenue	31,845	55,091	64,957	70,709	65,323	21,646
EBITDA	3,936	9,969	12,157	13,048	13,778	4,309
Interest expense	(720)	(756)	(622)	(495)	(413)	(135)
Depreciation and amortisation	(1,202)	(1,814)	(2,240)	(3,108)	(3,495)	(1,283)
PBT	2,014	7,399	9,295	9,445	9,870	2,891
Taxation	(6)	(2,090)	(3,413)	(2,179)	(1,523)	(563)
PAT	2,008	5,309	5,882	7,266	8,347	2,328
Minority interest	-	-	-	(8)	-	-
PAT and minority interest	2,008	5,309	5,882	7,258	8,347	2,328
No. of ordinary shares assumed in issue (000) <sup>*1</sup>	64,302	64,302	64,302	64,302	64,302	64,302
Gross EPS (sen)	3.13	11.51	14.46	14.69	15.35	N/A
Net EPS (sen)	3.12	8.26	9.15	11.29	12.98	N/A

#### Notes:

<sup>\*1</sup> The assumed issued and paid-up share capital comprising 64,301,600 GSCB Shares is based on the issued and paid-up capital of GSCB after the Acquisitions but prior to the IPO.

<sup>\*2</sup> There were no extraordinary items and exceptional items arising for the years/period under review.

<sup>\*3</sup> GSCB Group registered increases in its revenue and PAT of approximately 17% and 83% respectively for 1999, as compared to 1998. The increases in revenue and PAT were mainly due to GSCB's increased sales and expansion into other secondary processes such as spraying, printing and assembly. During the 1999 financial year, the Group also started to generate income through supplying its customers with tooling and precision moulds, of which the design and fabrication of the moulds were outsourced to third party mould makers.

<sup>\*4</sup> Revenue and PAT increased by approximately 73% and 164% respectively for 2000, as compared to 1999. The increases in revenue and PAT were due to increased orders from its clients, namely Panasonic AVC Networks Johor (M) Sdn Bhd (formerly known as Matsushita Audio Video (M) Sdn Bhd) and Kenwood Electronic Technologies (M) Sdn Bhd to manufacture plastic components and finishings for high-end home and automotive audio, and video products. Furthermore, the Group managed to secure Pioneer Electronics Asia Centre Pte Ltd as one of its major client in 2000.



## 11. FINANCIAL INFORMATION (cont'd)

- \*5 Revenue and PAT increased by approximately 18% and 11% respectively for 2001, as compared to 2000. The increases in revenue and PAT were due to increased orders for resin product components for automotive audio products and office automation products from its existing clients. Moreover, the interest expenses for the Group decreased by approximately 18% in 2001 as compared to 2000, due to the reduction in borrowings from financial institutions.
- \*6 Revenue and PAT increased by approximately 9% and 23% respectively for 2002, as compared to 2001. The increases were due to the higher number of orders from its existing clients, resulting from higher demand for home audio/video and office automation products. In 2002, the Group commenced the manufacturing of plastic moulds. Prior to 2002, the Group was only involved in the trading of plastic moulds, tools and die. The contribution of the mould making activities of the Group in terms of revenue and PAT were approximately 7% and 2% respectively for 2002.
- \*7 Revenue decreased by approximately 8% in 2003 as compared to 2002. Despite the decrease in revenue, PAT increased by approximately 15% in 2003, as compared to 2002. The increase in PAT despite the decrease in revenue was due to the effective management of the Group in keeping its operating costs low (particularly its direct labour costs and electricity costs) as well as increasing the level of productivity during the said year. The Group was able to enjoy a lower electrical charging rate for high tension electricity arising from the sub station facility built within its premises. With regards to the mould making activities of the Group in 2003, the said activities contributed approximately 12% and 4% of revenue and PAT respectively to the Group, being increases of approximately 68% in revenue and approximately 121% in PAT as compared to the revenue and PAT contributed by the mould making activities in 2002.
- \*8 The annualised revenue and PAT for the four (4) month period ended 30 April 2004 decreased by approximately 1% and 16% respectively, as compared to 2003. The decrease was due to a direct result of the festivities occurring in the first quarter of the year, whereby the number of operating days were shorter due to public holidays and businesses taking time off in conjunction with the festivities. In addition, the Group also incurred additional start-up operating costs in relation to the preparations for the manufacture of certain new OEM products of which the production for the products only commenced in March 2004.

The financial statements of GSCB Group for the past five (5) financial years ended 31 December 1999 to 2003 and the four (4) month period ended 30 April 2004 were not subject to any audit qualification.

An analysis of the contributions of the different business segments to the consolidated turnover and PAT and MI of the proforma Group for the five (5) financial years ended 31 December 1999 to 2003 and the four (4) month period ended 30 April 2004 are as follows:

Analysis of turnover by subsidiary	Financial year ended 31 December					Four (4) month period ended
	1999 RM 000	2000 RM 000	2001 RM 000	2002 RM 000	2003 RM 000	30 April 2004 RM 000
GSCB	-	-	-	-	-	-
Ge-Shen	31,845	55,091	64,957	70,704	65,313	21,646
Ezec	-	-	998	1,680	3,900	694
GWJ	-	-	902	2,971	3,915	1,192
Less: Consolidation adjustments	-	-	(1,900)	(4,646)	(7,805)	(1,886)
<b>Total Group</b>	<b>31,845</b>	<b>55,091</b>	<b>64,957</b>	<b>70,709</b>	<b>65,323</b>	<b>21,646</b>

**11. FINANCIAL INFORMATION** (cont'd)

Analysis of PAT and MI by subsidiary	Financial year ended 31 December					Four (4) month period ended
	1999	2000	2001	2002	2003	30 April 2004
	RM 000	RM 000	RM 000	RM 000	RM 000	RM 000
GSCB	-	-	-	-	(10)	(9)
Ge-Shen	2,008	5,309	5,838	7,102	7,995	2,548
Ezec	-	-	67	145	540	196
GWJ	-	-	(23)	19	(178)	(407)
Less: Consolidation adjustments	-	-	-	(8)	-	-
<b>Total Group</b>	<b>2,008</b>	<b>5,309</b>	<b>5,882</b>	<b>7,258</b>	<b>8,347</b>	<b>2,328</b>

**11.2 Working capital, borrowings, material litigation, material commitments and contingent liabilities****(a) Working capital**

The Directors of the Company are of the opinion that after taking into account the cashflow position of the Group, banking facilities available and the gross proceeds to be raised from the Public Issue, the GSCB Group will have adequate working capital for a period of 12 months from the date of this Prospectus for its foreseeable requirements.

**(b) Borrowings**

As at 8 July 2004, being the latest practicable date prior to the registration of this Prospectus, the total borrowings of the Group amounted to approximately RM6.83 million. Details of the GSCB Group's outstanding borrowings, which bear interest at rates ranging between 4.18% to 10.69% are as follows:

Outstanding borrowings	Payable within	Payable after	Total
	12 months	12 months	
	RM 000	RM 000	RM 000
Term loans	1,401	2,784	4,185
Bankers' acceptances	480	-	480
Hire purchase	793	1,374	2,167
	<u>2,674</u>	<u>4,158</u>	<u>6,832</u>

For the financial year ended 31 December 2003 and the subsequent period thereof to 8 July 2004, being the latest practicable date prior to the registration of this Prospectus, there has not been any default on payments of either interest and/or principal sum in respect of any borrowings.

**(c) Material litigation**

As at 8 July 2004, being the latest practicable date prior to the registration of this Prospectus, the Group is not involved in material litigation or arbitration, either as plaintiff or defendant and the management of GSCB does not have any knowledge of any proceedings, pending or threatened against GSCB or its subsidiaries, or of any facts which are likely to give rise to any proceeding which might materially affect the business or financial position of the Group.

## 11. FINANCIAL INFORMATION (cont'd)

### (d) Material commitments

As at 8 July 2004, being the latest practicable date prior to the registration of this Prospectus, there are no material commitments incurred or known to be incurred by the Group which may have a material impact on the financial performance or position of the Group.

### (e) Contingent liabilities

As at 8 July 2004, being the latest practicable date prior to the registration of this Prospectus, there are no contingent liabilities which upon materialisation would have a material impact on the financial performance or position of the Group other than a bank guarantee of RM666,000 from Affin Bank Berhad to Tenaga Nasional Berhad for the supply of electricity to Ge-Shen.

### 11.3 Debtors' ageing analysis as at 30 April 2004

Based on the audited proforma consolidated balance sheets of GSCB as at 30 April 2004, total trade debtors amounted to RM11.295 million. The credit period extended to the customers of the GSCB Group is between 30 to 90 days.

The ageing analysis for trade debts as at 30 April 2004 is as follows:

Ageing (Days)	0-30	31-60	61-90	91-120	121-150	151-180	>180	Total	Provision	Subsequent receipts as at 8 July 2004
Trade debts (RM million)	7.109	2.661	0.632	0.251	0.136	0.035	0.471	11.295	0.232	5.805
%	62.94	23.56	5.60	2.22	1.20	0.31	4.17	100.00	2.05	51.39

As at 30 April 2004, GSCB has made a total provision for doubtful debts of RM232,000 in view that such amounts have fallen overdue for more than six (6) months. The remaining debts of RM239,000 (being overdue for more than six (6) months) have been recovered prior to the issuance of this Prospectus. The Board of Directors of GSCB are however of the opinion that the said overdue amounts are recoverable from the respective trade debtors.

### 11.4 Consolidated profit forecast together with assumptions thereon

The Directors of GSCB forecast that, the consolidated forecast PAT of GSCB for the financial year ending 31 December 2004 will be as follows:

	RM 000
Revenue	75,360
Consolidated PAT	9,641
Less: Pre-acquisition profit <sup>*1</sup>	(4,017)
Consolidated PAT and pre-acquisition profit	5,624
Net EPS (sen)	
- Based on weighted average number of shares	13.13 <sup>*2</sup>
- Based on enlarged share capital	12.05 <sup>*3</sup>
Net PE Multiple (based on the issue price of RM0.95 per share) (times)	
- Based on weighted average number of shares	7.23 <sup>*2</sup>
- Based on enlarged share capital	7.88 <sup>*3</sup>

#### Notes:

<sup>\*1</sup> The pre-acquisition profit relates to the period from 1 January 2004 to 30 May 2004.

<sup>\*2</sup> Based on the consolidated PAT and pre-acquisition profit and the weighted average number of 42,829,912 GSCB Shares for the year assuming completion of the Public Issue on 31 August 2004.

**11. FINANCIAL INFORMATION (cont'd)**

\*3 *Based on the consolidated PAT before pre-acquisition profit and the enlarged issued and paid-up share capital of GSCB after the Public Issue of 80,000,000 GSCB Shares.*

**Principal bases and assumptions of forecast**

The consolidated forecast PAT of the GSCB Group for the financial year ending 31 December 2004 was prepared based on the Directors' assessment of the present economic and operation conditions, and a number of best estimate assumptions regarding future events and actions which, at the date the consolidated forecast PAT was prepared, the Directors expect to take place. These future events may or may not take place. A forecast, by its very nature, is subject to uncertainties and unexpected events, many of which may be outside the control of the Group and its Directors. Also, events and circumstances often do not occur as anticipated, and therefore actual results are likely to differ from the forecast, and the differences may be material. The principal bases and assumptions upon which the consolidated forecast PAT has been prepared are as follows:

- (i) The prevailing economic and political environment in Malaysia and elsewhere will continue and will not have significant adverse effects on the Group's activities to be conducted at forecast level;
- (ii) There will be no material changes in present legislation and government regulations, including taxation, and guidelines of regulatory authorities, which will significantly affect the Group's activities;
- (iii) There will not be any material fluctuations in inflation and exchange rates of foreign currencies against the RM;
- (iv) There will not be any material changes in current income tax rate of 28%. Ge-Shen and GWJ will continue to claim reinvestment allowances pursuant to Schedule 7A of the Income Tax Act, 1967, and Ezeq will continue to claim tax incentives under the pioneer status. The amount of the reinvestment allowances and pioneer status incentives claimed are assumed to be utilised in the profit forecast;
- (v) The depreciation charge is assumed to be calculated in accordance with the accounting policy on depreciation normally adopted by GSCB and its subsidiaries;
- (vi) Existing financing facilities will remain available and that the level of interest rates will not change materially from those presently prevailing. Additional financing facilities will be obtained at the present prevailing interest rates;
- (vii) There will be no major industrial disputes or major breakdowns in manufacturing facilities or any abnormal factors which will adversely affect the operations of the Group;
- (viii) There will be no material acquisition or disposal of property, plant and equipment and investments other than those forecast;
- (ix) There will be no significant changes in the principal activities, accounting policies, management policies, operating policies and management structure of the Group;
- (x) There will be no significant changes in the planned capital expenditure programme of the Group and the programme will be implemented as scheduled;
- (xi) There will be no significant changes in the prices of raw materials, labour costs and other overheads from the present level which will adversely affect the performance of the Group;
- (xii) The demand for GSCB Group's products will be as forecast;
- (xiii) The GSCB Group will be able to maintain the price and profit margins on its products at the forecast levels;

**11. FINANCIAL INFORMATION** *(cont'd)*

- (xiv) The acquisitions method will be used in the preparation of the consolidated financial statements of the Group;
- (xv) Proceeds from the public issue of 15,698,400 new ordinary shares of RM0.50 each at an issue price of RM0.95 per share amounting to RM14,913,480 will be received in August 2004;
- (xvi) Proceeds from the listing exercise will be utilised as follows:

	<b>Financial year ending 2004 RM 000</b>	<b>Financial year ending 2005 RM 000</b>
Capital expenditure	-	9,200
Working Capital	3,963	-
Listing expenses	1,750	-
	<u>5,713</u>	<u>9,200</u>

- (xvii) There will be no significant changes in the key personnel and management of the Group, and in operating policies, which may adversely affect the marketing, distribution and technical capabilities and level of activities of the Group;
- (xviii) There will be no material litigation, claims or arbitration either as plaintiff or defendant that will affect the consolidated profit forecast;
- (xix) There will be no significant changes to technological advances that will adversely affect the performance of the Group. The Group's products will not be rendered obsolete and the Group will be able to anticipate or react to market changes during the periods under review;
- (xx) The Group will be able to market, sell and deliver as planned. There will be no delay or any abnormal circumstances, which will adversely affect the forecast turnover; and
- (xxi) Existing trading relationships with suppliers and business associates will be maintained. There will be no limitation or delay in supply of raw materials by these suppliers and business associates that will materially affect the operation and performance of the Group.

**11.5 Directors' analysis**

The Directors of GSCB have prepared and analysed the bases and assumptions used in arriving at the consolidated forecast PAT of the GSCB Group for the financial year ending 31 December 2004 and are of the opinion that the consolidated forecast PAT is fair and reasonable in light of the future plans, strategies and prospects of the GSCB Group as set out in Section 6 and Section 7.10 of this Prospectus and after taking into consideration the forecast gearing levels and the liquidity and working capital requirements of the Group.

**11.6 Sensitivity analysis**

The principal bases and assumption upon which the sensitivity analysis on the Group's consolidated forecast PAT and pre-acquisition profit has been made as follows:

- (i) The selected variable will vary  $\pm 5\%$ ,  $\pm 10\%$  and  $\pm 15\%$  from the base case; and
- (ii) Except for the selected sensitised items, the same assumptions for the other items in the base case shall apply.

**11. FINANCIAL INFORMATION (cont'd)**

The following scenarios attempt to show the impact on profit resulting from changes in turnover and cost of sales.

**(a) Change in turnover after the IPO**

Year ending 31 December	Forecast 2004	
	RM 000	%
PAT and pre-acquisition profit resulting from the change in turnover by:		
+15%	8,259	47
+10%	7,381	31
+5%	6,502	16
Base case PAT and pre-acquisition profit	5,624	-
-5%	4,745	(16)
-10%	3,867	(31)
-15%	2,988	(47)

**Comments**

The sensitivity analysis is prepared based on the following assumptions:

- (i) Movement in both directions in sales volume by  $\pm 5\%$ ,  $\pm 10\%$  and  $\pm 15\%$ ;
- (ii) Raw material costs and other variable production costs (excluding labour costs) will vary in proportion with the movements in sales; and
- (iii) All other components assumed to remain constant/unchanged.

**(b) Change in cost of sales after the IPO**

Year ending 31 December	Forecast 2004	
	RM 000	%
PAT and pre-acquisition profit resulting from the change in cost of sales by:		
+15%	827	(85)
+10%	2,426	(57)
+5%	4,025	(28)
Base case PAT, MI and pre-acquisition profit	5,624	-
-5%	7,223	28
-10%	8,822	57
-15%	10,421	85

**Comments**

The sensitivity analysis is prepared based on the following assumptions:

- (i) Movement in cost of sales by  $\pm 5\%$ ,  $\pm 10\%$  and  $\pm 15\%$ ; and
- (ii) All other components assumed to remain constant/unchanged.

## 11. FINANCIAL INFORMATION *(cont'd)*

### 11.7 Reporting Accountants' letter on the consolidated profit forecast (Prepared for inclusion in this Prospectus)



28 July 2004

The Board of Directors  
Ge-Shen Corporation Berhad  
Level 30-05, Level 30  
Menara Landmark, Mail Box 172  
No. 12 Jalan Ngee Heng  
80000 Johor Bahru  
Johor

Dear Sirs,

#### **PROFIT FORECAST FOR THE YEAR ENDING 31 DECEMBER 2004**

We have reviewed the consolidated profit forecast of Ge-Shen Corporation Berhad Group for the financial year ending 31 December 2004 in accordance with the International Standard on Auditing 810 applicable to the review of forecasts. The forecast has been prepared for inclusion of this Prospectus dated 4 August 2004 in connection with the following exercises and should not be relied on for any other purposes.

(A) The offer for sales and public issue are as follows:-

- (i) Offer for sales of 5,014,000 ordinary shares of RM0.50 each made available for application by the Malaysian public at an offer price of RM0.95 per ordinary share ("Offer Shares");
- (ii) Public issue of 15,698,400 ordinary shares of RM0.50 each at an issue price of RM0.95 per ordinary share ("Issue Shares") comprising of:
  - 3,014,000 Issue Shares for subscription by eligible directors, employees and business associates of GSCB and its subsidiaries;
  - 986,000 Issue Shares for application by the Malaysian public;
  - 7,231,000 Issue Shares by way of private placement to Bumiputera Investors approved by the Ministry of International Trade And Industry; and
  - 4,467,400 Issue Shares by way of private placement to identified investors;

(B) Listing of and quotation for the entire issued and fully paid-up share capital of GCSB, comprising 80,000,000 ordinary shares of RM0.50 each on the Second Board of the Bursa Malaysia Securities Berhad.

**Horwath** (AF No 1018)  
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11. FINANCIAL INFORMATION (cont'd)



Our review has been undertaken to enable us to form an opinion as to whether the forecast, in all material respects, is properly prepared on the basis of the assumptions made by the Directors and is presented on a basis consistent with the accounting policies adopted and disclosed by the Group in its audited financial statements for the financial year ended 31 December 2003. The Directors of Ge-Shen Corporation Berhad are solely responsible for the preparation and presentation of the forecast and the assumptions on which the forecast are based.

Forecasts, in this context, means prospective financial information prepared on the basis of assumptions as to future events which management expects to take place and the actions which management expects to take as of the date the information is prepared (best-estimate assumptions). While information may be available to support the assumptions on which forecast is based, such information is generally future oriented and therefore uncertain. Thus, actual results are likely to be different from the forecast since anticipated events frequently do not occur as expected and the variation could be material.

Nothing has come to our attention which causes us to believe that the assumptions made by the Directors, as set out in the accompanying statement, do not provide a reasonable basis for the preparation of the profit forecast; and

In our opinion, the profit forecast, so far as the calculations are concerned, are properly prepared on the basis of the assumptions made by the Directors and are presented on a basis consistent with the accounting policies adopted and disclosed by the Group in its audited financial statements for the financial year ended 31 December 2003.

Yours faithfully,

A handwritten signature in black ink that reads "Horwath".

**HORWATH**  
Firm No.: AF 1018  
Chartered Accountants

A handwritten signature in black ink that reads "Wong Tak Keong".

**WONG TAK KEONG**  
Approval No: 1966/7/05 (J)  
Partner of Firm



## 11. FINANCIAL INFORMATION (cont'd)

**HORWATH (AF 1018)**  
 Chartered Accountants  
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**GE-SHEN CORPORATION BERHAD**  
**CONSOLIDATED INCOME STATEMENT - FORECAST**

	<b>Forecast</b>
<b>Financial year ending 31 December</b>	<b>2004</b> <b>RM'000</b>
Revenue	<u>75,360</u>
Profit after taxation and minority interest	9,641
Less : Pre-acquisition profit after taxation and minority interest	(4,017)* <sup>1</sup>
Profit after taxation, minority interest and pre-acquisition profit	<u>5,624</u>

## Notes:-

- \*<sup>1</sup> The consolidated pre-acquisition profit after taxation and minority interest is calculated based on the assumption of pro-rating evenly the 2004 consolidated profit after taxation and minority interest (forecast).
- \*<sup>2</sup> The preparation of the proforma consolidated income statement is based on the assumption that the current structure of the GSCB Group has been in existence throughout the forecasted financial year.

## 11. FINANCIAL INFORMATION *(cont'd)*

HORWATH (AF 1018)  
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### **GE-SHEN CORPORATION BERHAD PRINCIPAL BASES AND ASSUMPTIONS**

The principal bases and assumptions upon which the above consolidated profit forecast has been prepared are as follows:

1. The prevailing economic and political environment in Malaysia and elsewhere will continue and will not have significant adverse effects on the Group's activities to be conducted at forecast level.
2. There will be no material changes in present legislation and government regulations, including taxation, and guidelines of regulatory authorities, which will significantly affect the Group's activities.
3. There will not be any material fluctuations in inflation and exchange rates of foreign currencies against the Ringgit Malaysia.
4. There will not be any material changes in current income tax rate of 28%. Ge-Shen and GWJ will continue to claim reinvestment allowances pursuant to Schedule 7A of the Income Tax Act, 1967, and Ezeq will continue to claim tax incentives under the pioneer status. The amount of the reinvestment allowances and pioneer status incentives claimed are assumed to be utilized in the profit forecast.
5. The depreciation charge is assumed to be calculated in accordance with the accounting policy on depreciation normally adopted by GSCB and its subsidiaries.
6. Existing financing facilities will remain available and that the level of interest rates will not change materially from those presently prevailing. Additional financing facilities will be obtained at the present prevailing interest rates.
7. There will be no major industrial disputes or major breakdowns in manufacturing facilities or any abnormal factors which will adversely affect the operations of the Group.
8. There will be no material acquisition or disposal of property, plant and equipment and investments other than those forecasted.
9. There will be no significant changes in the principal activities, accounting policies, management policies, operating policies and management structure of the Group.
10. There will be no significant changes in the planned capital expenditure programme of the Group and the programme will be implemented as scheduled.
11. There will be no significant changes in the prices of raw materials, labour costs and other overheads from the present level which will adversely affect the performance of the Group.
12. The demand for GSCB Group's products will be as forecasted.
13. The GSCB Group will be able to maintain the price and profit margins on its products at the forecasted levels.
14. The acquisitions method will be used in the preparation of the consolidated financial statements of the Group.
15. Proceeds from the public issue of 15,698,400 new ordinary shares of RM0.50 each at an issue price of RM0.95 per share amounting to RM14,913,480 will be received in August 2004.

**11. FINANCIAL INFORMATION** (cont'd)

<p><b>HORWATH (AF 1018)</b> Chartered Accountants</p> <p>STAMPED FOR IDENTIFICATION PURPOSES</p>
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16. Proceeds from the listing exercise will be utilized as follows:-

	Financial year ending 2004 RM'000	Financial year ending 2005 RM'000
Capital expenditure	-	9,200
Working Capital	3,963	-
Listing expenses	1,750	-
	<u>5,713</u>	<u>9,200</u>

17. There will be no significant changes in the key personnel and management of the Group, and in operating policies, which may adversely affect the marketing, distribution and technical capabilities and level of activities of the Group.
18. There will be no material litigation, claims or arbitration either as plaintiff or defendant that will affect the consolidated profit forecast.
19. There will be no significant changes to technological advances that will adversely affect the performance of the Group. The Group's products will not be rendered obsolete and the Group will be able to anticipate or react to market changes during the year under review.
20. The Group will be able to market, sell and deliver as planned. There will be no delay or any abnormal circumstances, which will adversely affect the forecasted turnover.
21. Existing trading relationships with suppliers and business associates will be maintained. There will be no limitation or delay in supply of raw materials by these suppliers and business associates that will materially affect the operation and performance of the Group.

## 11. FINANCIAL INFORMATION *(cont'd)*

### 11.8 Dividend forecast

It is the policy of the Directors of GSCB to recommend dividends to allow shareholders to participate in the profits of the Group as well as leaving adequate reserves for the future growth of the Group.

Based on the consolidated forecast PAT and pre-acquisition profit attributable to shareholders of RM5.62 million for the financial year ending 31 December 2004, the Directors of GSCB anticipate that the Company will be in a position to propose gross dividend of 5.55 sen per share (less tax of 28%) for the financial year ending 31 December 2004 based on its enlarged issued and paid-up share capital of 80,000,000 ordinary shares of RM0.50 each.

The intended appropriation of the forecast PAT attributable to shareholders for the financial year ending 31 December 2004 will be as follows:

Financial year ending 31 December	Forecast 2004 RM 000
Revenue	75,360
Consolidated PAT	9,641
Less: Pre-acquisition profit <sup>*1</sup>	(4,017)
Consolidated PAT and pre-acquisition profit attributable to shareholders	5,624
Less: Proposed gross dividend of 5.55 sen per share (less tax of 28%)	(3,200)
Profit retained for the financial year	2,424
Gross dividend per share (%) <sup>*2</sup>	11.11
Net dividend per share (%)	8.00
Gross dividend yield based on the issue price of RM0.95 per share (%)	5.85
Net dividend yield based on the issue price of RM0.95 per share (%)	4.21
Net dividend cover (times) <sup>*3</sup>	1.76

**Notes:**

<sup>\*1</sup> The pre-acquisition profit relates to the period from 1 January 2004 to 30 May 2004.

<sup>\*2</sup> The gross dividends declared for the financial year ending 31 December 2004 are expected to be paid from the Section 108 Income Tax Act, 1967 tax credits of GSCB.

<sup>\*3</sup> The net dividend cover ratio was computed based on the consolidated forecast PAT and pre-acquisition profit of RM5.62 million over the aggregate net dividend forecast of RM3.2 million.

Future dividends may be waived if:

- (a) the Group is in a loss position for the relevant financial period; or
- (b) the Group has insufficient cashflows to meet any dividend payments.

Notwithstanding the above, the Directors of GSCB have full discretion not to propose any future dividend payment as and when deemed necessary, if it is in the best interest of the Company.

**11. FINANCIAL INFORMATION** (cont'd)

**11.9 Reporting Accountants' letter on the proforma consolidated balance sheets**  
(Prepared for inclusion in this Prospectus)



28 July 2004

The Board of Directors  
Ge-Shen Corporation Berhad  
30-05, Level 30  
Menara Landmark, Mail Box 172  
No. 12, Jalan Ngee Heng  
80000 Johor Bahru

Dear Sirs,

**GE-SHEN CORPORATION BERHAD**  
**PROFORMA CONSOLIDATED BALANCE SHEETS AS AT 30 APRIL 2004**

We have reviewed the presentation of the Proforma Consolidated Balance Sheets of Ge-Shen Corporation Berhad ("GSCB") and its subsidiaries as at 30 April 2004, together with the accompanying notes thereto, for which the Directors are solely responsible, as set out in GSCB's Prospectus dated 4 August 2004 in connection with the following exercises.

(A) The offer for sales and public issue are as follows:-

- (i) Offer for sale of 5,014,000 ordinary shares of RM0.50 each made available for application by the Malaysian public at an offer price of RM0.95 per ordinary share ("Offer Shares");
- (ii) Public issue of 15,698,400 ordinary shares of RM0.50 each at an issue price of RM0.95 per ordinary share ("Issue Shares") comprising of:
  - 3,014,000 Issue Shares for subscription by eligible directors, employees and business associates of GSCB and its subsidiaries;
  - 986,000 Issue Shares for application by the Malaysian public;
  - 7,231,000 Issue Shares by way of private placement to Bumiputera Investors approved by the Ministry of International Trade And Industry; and
  - 4,467,400 Issue Shares by way of private placement to identified investors;

(B) Listing of and quotation for the entire issued and fully paid-up share capital of GCSB, comprising 80,000,000 ordinary shares of RM0.50 each on the Second Board of the Bursa Malaysia Securities Berhad ("Bursa Securities").

The Proforma Consolidated Balance Sheets of GSCB Group as at 30 April 2004 have been properly compiled on a basis stated in accordance with the provisions of the Companies Act, 1965 and the applicable approved accounting standards issued and adopted by the Malaysian Accounting Standards Board.

**Horwath Offices in Malaysia:**

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**11. FINANCIAL INFORMATION** *(cont'd)*



In our opinion:-

- i) The Proforma Consolidated Balance Sheets of GSCB Group as at 30 April 2004 have been properly compiled on a basis stated above;
- ii) Such basis is consistent with the accounting policies normally adopted by GSCB Group; and
- iii) The adjustments are appropriate for the purposes of preparing the proforma consolidated balance sheets.

The Proforma Consolidated Balance Sheets are presented in a form suitable for inclusion in the GSCB's Prospectus dated 4 August 2004.

A handwritten signature in black ink that reads "Horwath".

**HORWATH**  
Firm No.: AF 1018  
Chartered Accountants

A handwritten signature in black ink that reads "Wong Tak Keong".

**WONG TAK KEONG**  
Approval No: 1966/7/05 (J)  
Partner of Firm

**Horwath Offices in Malaysia:**

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## 11. FINANCIAL INFORMATION (cont'd)

HORWATH (AF 1018)  
Chartered Accountants

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**GE-SHEN CORPORATION BERHAD**  
**PROFORMA CONSOLIDATED BALANCE SHEETS AS AT 30 APRIL 2004**

	As at 30 April 2004 RM'000	(I) After Acquisition RM'000	(II) After I and Public Issue RM'000	(III) After II and Utilisation of Proceeds RM'000
<b>ASSETS</b>				
Property, plant and equipment	-	30,417	30,417	39,617
Goodwill on consolidation	-	2,330	2,330	2,330
		32,747	32,747	41,947
<b>CURRENT ASSETS</b>				
Inventories	-	4,119	4,119	4,119
Trade receivables	-	11,063	11,063	11,063
Other receivables, deposits and prepayments	389	2,371	2,371	2,371
Fixed deposits with licensed financial institutions	-	1,896	1,896	1,896
Cash and bank balances	*	4,178	19,091	8,141
	389	23,627	38,540	27,590
<b>CURRENT LIABILITIES</b>				
Trade payables	-	10,210	10,210	10,210
Other payables and accruals	408	3,064	3,064	3,064
Amount owing to directors	-	1,045	1,045	1,045
Hire purchase payable	-	751	751	751
Bank borrowings – secured	-	1,392	1,392	1,392
Dividend payables	-	1,500	1,500	1,500
	408	17,962	17,962	17,962
<b>NET CURRENT (LIABILITIES)/ASSETS</b>	(19)	5,665	20,578	9,628
	(19)	38,412	53,325	51,575
<b>FINANCED BY :-</b>				
Share capital	*	32,151	40,000	40,000
Share premium	-	-	7,064	5,314
Accumulated losses	(19)	(19)	(19)	(19)
<b>SHAREHOLDERS' EQUITY (DEFICIT)</b>	(19)	32,132	47,045	45,295
<b>LONG TERM AND DEFERRED LIABILITIES</b>				
Hire purchase payable	-	1,384	1,384	1,384
Bank borrowings – secured	-	2,937	2,937	2,937
Deferred taxation	-	1,959	1,959	1,959
	-	6,280	6,280	6,280
	(19)	38,412	53,325	51,575
NTA per ordinary share (RM)	(9,500)	0.46	0.56	0.54

\* Represents RM2.00

**11. FINANCIAL INFORMATION (cont'd)**

HORWATH (AF 1018)  
Chartered Accountants

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PURPOSES

**NOTES TO PROFORMA CONSOLIDATED BALANCE SHEETS****1. BASIS OF PREPARATION**

The Proforma Consolidated Balance Sheets of GCSB, for which the Directors are solely responsible, have been prepared for illustrative purposes based on accounting principles and bases consistent with those adopted in the preparation of the audited financial statements of GSCB and its subsidiaries, Ge-shen, GWJ and Ezec.

**2. PROFORMA CONSOLIDATED BALANCE SHEETS**

The Proforma Consolidated Balance Sheets are prepared based on the audited financial statements of GSCB and its subsidiaries, Ge-shen, GWJ and Ezec as at 30 April 2004 and on the assumption that the following transactions have been effected on that date.

***Proforma I***

The proforma consolidated balance sheet is stated after incorporating the effects of the following:

Acquisitions of the following companies by GSCB:

- (i) the entire equity interest in Ge-Shen comprising 5,642,000 ordinary shares of RM1.00 each for a total purchase consideration of RM27,948,800 be satisfied wholly by the issuance of 55,897,600 GSCB Shares at an issue price of RM0.50 per GSCB Share;
- (ii) the entire equity interest in GWJ comprising 1,650,000 ordinary shares of RM1.00 each for a total purchase consideration of RM732,998 be satisfied wholly by the issuance of 1,465,996 GSCB Shares at an issue price of RM0.50 per GSCB Share; and
- (iii) the entire equity interest in Ezec comprising 100,000 ordinary shares of RM1.00 each for a total purchase consideration of RM3,469,000 be satisfied wholly by the issuance of 6,938,000 GSCB Shares at an issue price of RM0.50 per GSCB Share.

The proforma consolidated balance sheet of GSCB was prepared based on the respective audited financial statements of GSCB and its subsidiaries, Ge-Shen, GWJ and Ezec as at 30 April 2004.

***Proforma II***

The proforma consolidated balance sheet is stated after incorporating the effects of Proforma (I), and the following proposals:

- (i) Offer for sale of 5,014,000 Offer Shares made available for application by the Malaysian public;



**11. FINANCIAL INFORMATION (cont'd)**

<p><b>HORWATH (AF 1018)</b> Chartered Accountants</p> <p>STAMPED FOR IDENTIFICATION PURPOSES</p>
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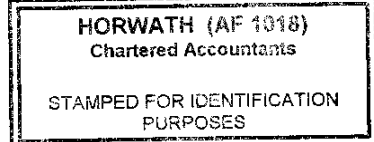
- (ii) Public issue of 15,698,400 Issue Shares comprising of:
- 3,014,000 Issue Shares for subscription by eligible directors, employees and business associates of GSCB and its subsidiaries;
  - 986,000 Issue Shares for application by the Malaysian public;
  - 7,231,000 Issue Shares by way of private placement to Bumiputera Investors approved by the Ministry of International Trade And Industry; and
  - 4,467,400 Issue Shares by way of private placement to identified investors;
- (iii) the listing of and quotation for the entire issued and paid-up share capital of GSCB on the Second Board of the Bursa Securities.

**Proforma III**

Proforma III is after incorporating Proforma II and the utilisation of proceeds from the Public Issue.

The proceeds of RM14.913 million from the Public Issue are to be utilised as follows:

	<b>FYE 2004 RM'000</b>	<b>FYE 2005 RM'000</b>
Capital expenditure	-	9,200
Estimated listing expenses	1,750	-
Working capital	3,963	-
Total	<u>5,713</u>	<u>9,200</u>

**11. FINANCIAL INFORMATION (cont'd)****3. SHARE CAPITAL**

	Par value	No. of shares	RM
As at 30 April 2004 in GSCB	RM1.00	2	2
Share split	RM0.50	2	-
After share split	RM0.50	4	2
Issued pursuant to the Acquisitions	RM0.50	64,301,596	32,150,798
<b>As shown in Proforma I</b>	RM0.50	64,301,600	32,150,800
Issued pursuant to the Public Issue	RM0.50	15,698,400	7,849,200
<b>As Shown in Proforma II and III</b>	RM0.50	<u>80,000,000</u>	<u>40,000,000</u>

**4. SHARE PREMIUM**

	RM'000
Share premium arising from the Public Issue – Proforma II	7,064
Estimated listing expenses	(1,750)
<b>As Shown in Proforma III</b>	<u>5,314</u>