

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

### 5.1 Promoters and Substantial Shareholders

#### 5.1.1 Shareholdings of Promoters and Substantial Shareholders

The promoters and substantial shareholders (holding 5% or more in the share capital) of the D&O Group are as follows:

Promoters/ Substantial Shareholders	Designation	Nationality/ Country of incorporation	After Public Issue			
			^Direct		Indirect	
			No. of Shares	%	No. of Shares	%
Goh Nan Yang	Non-Independent Non-Executive Director	Malaysian	100,000	0.01	84,587,805	<sup>1</sup> 11.59
Lim Yam Chiew	-	Malaysian	2,200,601	0.30	103,703,739	<sup>2</sup> 14.21
Dr Lim Thian Soo	Non-Independent Non-Executive Director	Malaysian	23,740,232	3.25	40,846,870	<sup>3</sup> 5.60
Lim Thiam Cheok	-	Malaysian	23,640,232	3.24	40,846,870	<sup>3</sup> 5.60
Lim Yam Poh	-	Malaysian	2,200,601	0.30	40,846,870	<sup>3</sup> 5.60
ORSB	-	Malaysia	84,587,805	11.59	-	-
PRTC	-	British Virgin Islands	120,152,200	16.46	-	-
MRSB	-	Malaysia	105,903,927	14.51	-	-
Dato' Mohammed Azlan bin Hashim	Non-Independent Non-Executive Chairman	Malaysian	80,609,477	11.04	138,569,512	<sup>4</sup> 18.98
Datin Nonadiah binti Abdullah	-	Malaysian	32,665,585	4.47	186,513,404	<sup>5</sup> 25.55

*Notes:*

<sup>^</sup> Based on the assumption that these promoters/substantial shareholders, who are also the eligible Directors of the D&O Group, will fully subscribe to their respective entitlements in respect of Public Issue Shares reserved for eligible Directors and employees of the D&O Group pursuant to the Public Issue

1. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through ORSB)
2. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through ORSB and Chin Bee & Sons Sdn Bhd)
3. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through Kema Development Sdn Bhd and Chin Bee & Sons Sdn Bhd)
4. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through his spouse, Datin Nonadiah binti Abdullah and the latter's shareholding in MRSB)
5. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through MRSB and her spouse, Dato' Mohammed Azlan bin Hashim)

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

### 5.1.2 Information on Promoters and Substantial Shareholders

(i) **Dato' Mohammed Azlan bin Hashim, Goh Nan Yang and Dr Lim Thian Soo**

The profiles of Dato' Mohammed Azlan bin Hashim, Goh Nan Yang and Dr Lim Thian Soo are set out in Section 5.2.1 of this Prospectus.

(ii) **Lim Yam Chiew, Lim Thiam Cheok, Lim Yam Poh and Datin Nonadiah binti Abdullah**

**Lim Yam Chiew**, aged 47, is a substantial shareholder/promoter of D&O. She graduated from the University of Aston, Birmingham, United Kingdom with a Bachelor of Science (Honours) degree in Managerial and Administrative Studies in 1979. She qualified as a Chartered Accountant with the Institute of Chartered Accountants in England & Wales. She has ten (10) years of banking experience. In 1992, she left the banking industry and is now attached with a stockbroking firm. She holds directorships in several private limited companies. She has no prior experience in the provision of contract manufacturing services for the manufacture of semiconductor components.

**Lim Yam Poh**, aged 39, is a substantial shareholder/promoter of D&O. She graduated from the University of Birmingham, United Kingdom with a Bachelor of Law (Honours) degree in 1987. She began her career as a lawyer in 1990 with Messrs Shook Lin & Bok and remained in legal practice for seven (7) years before joining the product development division of the Securities Commission, Malaysia in 1997. She left the Securities Commission, Malaysia in 2000 and is now attached with a regulatory body outside Malaysia. She has no prior experience in the provision of contract manufacturing services for the manufacture of semiconductor components.

**Lim Thiam Cheok**, aged 45, is a substantial shareholder/promoter of D&O. He graduated from Leeds University, United Kingdom with a Bachelor of Science (Honours) degree majoring in Mechanical Engineering in 1980. He obtained a Master in Business Administration from the University of Aston in Birmingham, United Kingdom in 1984. He holds directorships in several private limited companies. He has no prior experience in the provision of contract manufacturing services for the manufacture of semiconductor components.

**Datin Nonadiah binti Abdullah**, aged 47, is deemed a substantial shareholder of D&O. She obtained a Bachelor of Business (Administration) from the Royal Melbourne Institute of Technology, Australia in 1981. She also obtained a Diploma in Montessori Method of Education, St. Nicholas, United Kingdom. She began her career in 1980 with the Public Works Department in Melbourne, Australia as an Accounts Executive. She served in Bank Bumiputra Malaysia Berhad from 1982 to 1989 and her last position was Manager in the Corporate Banking Division. She became a licensed Dealer's Representative from 1991 until early 2004. She currently also holds directorships in several private limited companies. She has no prior experience in the provision of contract manufacturing services for the manufacture of semiconductor components.

(iii) **ORSB**

ORSB was incorporated on 28 February 2000 in Malaysia under the Act as a private limited company. The authorised share capital of the company is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which RM2 comprising 2 ordinary shares of RM1.00 each have been issued and fully paid-up as at 15 October 2004. The company is principally an investment holding company. It has no prior experience in the provision of contract manufacturing services for the manufacture of semiconductor components.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

The details of the Directors and shareholders of ORSB and their respective shareholdings as at 15 October 2004, based on the Registers of Directors and Members, are as follows:

Directors/ Shareholders	Nationality	No. of shares	%
Goh Nan Yang	Malaysian	1	50
Lim Yam Chiew	Malaysian	1	50

### (iv) PRTC

PRTC was incorporated on 3 December 1996 in British Virgin Islands. The authorised share capital of the company is USD50,000 comprising 50,000 ordinary shares of USD1 each, of which USD1 comprising 1 ordinary share of USD1 each has been issued and fully paid-up as at 15 October 2004. The company is principally an investment holding company. It has no prior experience in the provision of contract manufacturing services for the manufacture of semiconductor components.

The details of the Directors of PRTC and their respective shareholdings as at 15 October 2004, based of Register of Directors, are as follows:

Directors	Nationality	No. of shares	%
Lim Loi Heng	Malaysian	-	-
Dr Lim Thian Soo	Malaysian	-	-
Goh Nan Yang	Malaysian	-	-

PRTC is a wholly-owned subsidiary of Pearl River Tyre (Holdings) Limited, which was incorporated in the British Virgin Islands and continued under the laws of Bermuda by migration of its domicile.

### (v) MRSB

MRSB was incorporated on 24 September 2002 in Malaysia under the Act as a private limited company. The authorised share capital of the company is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which RM100,000 comprising 100,000 ordinary shares of RM1.00 each have been issued and fully paid-up as at 15 October 2004. The company is principally an investment holding company. It has no prior experience in the provision of contract manufacturing services for the manufacture of semiconductor components.

The details of the Directors and their respective shareholdings as at 15 October 2004, based on the Register of Directors, are as follows:

Directors	Nationality	No. of shares	%
Azlina binti Hashim	Malaysian	-	-
Datin Nonadiah binti Abdullah	Malaysian	-	-

MRSB is a wholly-owned subsidiary of Ruang Kirana Sdn Bhd.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

### 5.1.3 Promoters' and substantial shareholders' directorships and/or substantial shareholdings in other public companies for the past two (2) years

Save as disclosed below, no other promoters or substantial shareholders of the Company has any directorship and/or substantial shareholdings in other public companies for the past two (2) years up to 15 October 2004:

Name	Company	Directorship	Date Appointed/ Resigned	< ----- As at 15.10.2004 ----- >			
				< - Direct - >		< - Indirect - >	
				No. of shares	%	No. of shares	%
Dato' Mohammed Azlan bin Hashim	Khazanah Nasional Berhad	Director	01.06.2004	-	-	-	-
	Scomi Group Berhad	Independent Non-Executive Director	13.07.2004	-	-	-	-
	Bursa Malaysia Berhad (formerly known as Kuala Lumpur Stock Exchange Berhad)	Chairman	18.12.1996 (resigned on 29.02.2004)	-	-	-	-
	Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad)	Chairman	04.12.2003 (resigned on 29.02.2004)	-	-	-	-
	Bursa Malaysia Derivatives Berhad (formerly known as Malaysia Derivatives Exchange Berhad)	Director	04.01.1999 (resigned on 29.02.2004)	-	-	-	-
Goh Nan Yang	Mega First Corporation Berhad	Alternate Director	13.03.2003	10,000	0.004	-	-
Dr Lim Thian Soo	Mega First Corporation Berhad	Director	01.02.2003	90,000	0.04	48,500,000	20.6 <sup>1</sup>
	Rock Chemical Industries (Malaysia) Berhad	Director	18.08.2003	-	-	25,634,600	60.5 <sup>2</sup>
Datin Nonadiah binti Abdullah	Esthetics International Group Berhad	-	-	1,000,000	0.008	-	-
Lim Thiam Cheok	Mega First Corporation Berhad	-	-	10,000	0.004	48,500,000	20.6 <sup>1</sup>
	Rock Chemical Industries (Malaysia) Berhad	-	-	-	-	25,634,600	60.5 <sup>2</sup>

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Name	Company	Directorship	Date Appointed/ Resigned	< ----- As at 15.10.2004 ----- >			
				< - Direct - >		< - Indirect - >	
				No. of shares	%	No. of shares	%
Lim Yam Poh	Mega First Corporation Berhad	-	-	-	-	48,500,000	20.6 <sup>1</sup>
	Rock Chemical Industries (Malaysia) Berhad	-	-	-	-	25,634,600	60.5 <sup>2</sup>

Notes:

1. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through Rubber Thread Industries Sdn Bhd)
2. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through Mega First Corporation Berhad)

### 5.1.4 Changes in Substantial Shareholdings

The changes in the substantial shareholdings of D&O since its incorporation are as follows:

	As at date of incorporation				After Acquisitions but before Public Issue <sup>^</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Kim Yi Hwa	100	50	-	-	1,000	*-	-	-
Tan Fong Shian @ Lim Fong Shian	100	50	-	-	1,000	*-	-	-
Goh Nan Yang	-	-	-	-	-	-	84,587,805	<sup>1</sup> 13.48
Lim Yam Chiew	-	-	-	-	2,200,601	0.35	103,703,739	<sup>2</sup> 16.53
Dr Lim Thian Soo	-	-	-	-	23,640,232	3.77	40,846,870	<sup>3</sup> 6.51
Lim Thiam Cheok	-	-	-	-	23,640,232	3.77	40,846,870	<sup>3</sup> 6.51
Lim Yam Poh	-	-	-	-	2,200,601	0.35	40,846,870	<sup>3</sup> 6.51
ORSB	-	-	-	-	84,587,805	13.48	-	-
PRTC	-	-	-	-	120,152,200	19.15	-	-
MRSB	-	-	-	-	105,903,927	16.88	-	-
Dato' Mohammed Azlan bin Hashim	-	-	-	-	80,459,477	12.82	138,569,512	<sup>4</sup> 22.09
Datin Nonadiah binti Abdullah	-	-	-	-	32,665,585	5.21	186,363,404	<sup>5</sup> 29.70

Notes:

\* Negligible

<sup>^</sup> After Sub-Division of Shares

1. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through ORSB)

2. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through ORSB and Chin Bee & Sons Sdn Bhd)

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

3. *Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through Kema Development Sdn Bhd and Chin Bee & Sons Sdn Bhd)*
4. *Deemed interest by virtue of Section 6A(4) of the Act (shareholdings held through his spouse, Datin Nonadiah binti Abdullah and the latter's shareholding in MRSB)*
5. *Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through MRSB and her spouse, Dato' Mohammed Azlan bin Hashim)*

### 5.2 Directors

#### 5.2.1 Profile of the Board of Directors

**Dato' Mohammed Azlan bin Hashim**, aged 47, was appointed as the Non-Independent Non-Executive Chairman of D&O on 16 September 2004. He graduated with a Bachelor of Economics degree from Monash University, Melbourne in 1978 and is a member of the Institute of Chartered Accountants, Australia, Malaysian Institute of Accountants and a Fellow of Malaysian Institute of Directors. Dato' Mohammed Azlan was the former Executive Chairman of Kuala Lumpur Stock Exchange ("KLSE") (*now known as Bursa Malaysia Securities Berhad*). During his tenure with KLSE, he also served as Chairman of Malaysia Central Depository Sdn Bhd, Securities Clearing Automated Network Services Sdn Bhd and Labuan International Financial Exchange Inc. He was also a Board Member of Malaysia Derivatives Exchange Berhad (*now known as Bursa Malaysia Derivatives Berhad*) and served as a member of the Finance Committee on Corporate Governance, the Second National Economic Consultative Council and Financial Reporting Foundation. Prior to his appointment as Executive Chairman of KLSE, he had extensive experience in the corporate sector, after having started his career as an auditor in 1979 with Peat, Marwick, Mitchell & Co, Melbourne, Australia and thereafter in Corporate Finance at Amanah-Chase Merchant Bank Berhad. He served as Chief Executive/Executive Director of Bumiputra Merchant Bank Berhad from 1989 to 1991. In 1994, he was appointed Group Managing Director of Amanah Capital Malaysia Berhad before assuming his position at KLSE in 1998. He is currently a Board Member of Khazanah Nasional Berhad, Employees Provident Fund, Labuan Offshore Financial Services Authority and Scomi Group Berhad. He has no prior experience in the provision of contract manufacturing services for the manufacture of semiconductor components.

**Tay Kheng Chiong**, aged 40, was appointed as the Group Managing Director of D&O on 16 September 2004. He graduated from the University of Sunderland, England with a Bachelor of Engineering (Honours) degree majoring in Electrical and Electronics in 1989. In 1999, he obtained a Master of Business Administration from the University of Strathclyde, Scotland. Upon graduation, he joined a multinational semiconductor company in 1989 as a Development Engineer and was promoted to Director of Manufacturing in 1999. In 2001, he joined Dominant as Managing Director until 2004. He is a Chartered Engineer with the Institution of Electrical Engineers, United Kingdom, since 2000. He has more than (10) years of experience in the semiconductor industry. With his sound technical background and vast experience in the semiconductor industry, his forte lies in the management of the overall operations, business development and strategic direction of the D&O Group.

**Cheam Dau Peng**, aged 51, was appointed as an Executive Director of D&O on 16 September 2004. After completing his secondary school education, he started his career as a Production Supervisor with National Semiconductor (M) Sdn Bhd. Backed by more than thirteen (13) years of experience in the semiconductor industry, he has vast hands-on experience in plant operations. He was appointed as a Director of Omega in 2001. Since then, he has played an active role in the growth and expansion of the D&O Group. Under his stewardship, Omega's operation has expanded to offer a complete 'full turnkey' contract manufacturing service to its MNC customers and diversified into assembly of various OEM packages.

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

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**Goh Nan Yang**, aged 41, was appointed as a Non-Independent Non-Executive Director of D&O on 16 September 2004. He graduated from the University of Toledo with a Bachelor of Science (Honours) degree in Engineering. He joined a public listed company after graduation, during which period he was involved in several major infrastructure and housing projects. In the mid 1990's, he left employment and started his own business in property development and manufacturing activities in Melbourne, Australia. Since then, his business has diversified into the hospitality and student education ventures. He is the Chief Executive Officer and director of Pearl River Tyre (Holdings) Limited, a company listed on the Hong Kong Stock Exchange. He also holds directorships in several public and private limited companies. He has no prior experience in the provision of contract manufacturing services for the manufacture of semiconductor components.

**Dr Lim Thian Soo**, aged 41, was appointed as a Non-Independent Non-Executive Director of D&O on 16 September 2004. He graduated Bachelor of Medicine and Bachelor of Surgery in 1986 from Edinburgh University Medical School and practised for six (6) years as a doctor in the United Kingdom. He obtained a Master of Business Administration from City University Business School in 1993. He is currently the Group Managing Director of Mega First Corporation Berhad. He also holds directorships in several public and private limited companies. He has no prior experience in the provision of contract manufacturing services for the manufacture of semiconductor components.

**Lim Loi Heng**, aged 53, was appointed as an Independent Non-Executive Director of D&O on 16 September 2004. He qualified as a Chartered Accountant from The Institute of Chartered Accountants, England & Wales in 1976 and was attached with KPMG, Kuala Lumpur, an international public accounting firm in 1977 and 1978. Thereafter, he joined Kuala Lumpur Kepong Bhd in 1979 and held various senior positions for 18 years until 1997. He is an Independent Director of Pearl River Tyre (Holding) Limited and holds directorships in several private limited companies.

**Wong Meng Tak**, aged 57, was appointed as an Independent Non-Executive Director of D&O on 16 September 2004. He obtained a Bachelor of Arts (Honours) degree majoring in Economics from the University of Malaya in 1971. He began his career in 1971 with HSBC Bank (Malaysia) Berhad and held various positions within the bank. In 2002, he retired from the bank as Senior Manager Regional Credit.

**Lim Chong Puang**, aged 46, was appointed as an Independent Non-Executive Director of D&O on 16 September 2004. He obtained a Bachelor of Arts (Honours) degree majoring in Economics and Accountancy from the University of Kent, United Kingdom in 1980. He began his career in 1981 with Ming Hoe Motors Sdn Bhd as Sales Manager. He also holds various management positions in his family businesses which are involved in property development and plantations. Currently, he also holds directorships in several public and private limited companies.

**Lai Kin Shin**, aged 36, was appointed as the alternate Director to Goh Nan Yang on 16 September 2004. He obtained his first class honours Bachelor of Engineering degree in Electrical and Electronic from the University of Portsmouth, United Kingdom in 1993. He began his career in 1993 with a multinational semiconductor company as a Process Engineer and was promoted to Production Manager in 1998. In 2001, he joined Dominant as a Production Operation Director, a position he currently holds.

**Low Tek Beng**, aged 33, was appointed as the alternate Director to Cheam Dau Peng on 16 September 2004. He obtained his first class honours Bachelor of Mechatronic degree from the University of Leeds, United Kingdom in 1994. He began his career in that same year with a multinational semiconductor company as a Product Development Engineer and was subsequently promoted to Product Development Manager before he left the company in 2000. Currently, he holds the position of R&D Director of Dominant.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

### 5.2.2 Directors' Shareholdings in D&O

The shareholdings of the Directors in D&O before and after the Public Issue are as follows:

Directors	After Acquisitions but before Public Issue				After Public Issue <sup>^</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Mohammed Azlan bin Hashim	80,459,477	12.82	138,569,512	<sup>1</sup> 22.09	80,609,477	11.04	138,569,512	<sup>1</sup> 18.98
Tay Kheng Chiong	3,438,439	0.55	-	-	3,908,439	0.54	-	-
Cheam Dau Peng	7,535,682	1.20	-	-	7,963,682	1.09	-	-
Goh Nan Yang	-	-	84,587,805	<sup>2</sup> 13.48	100,000	0.01	84,587,805	<sup>2</sup> 11.59
Dr Lim Thian Soo	23,640,232	3.77	40,846,870	<sup>3</sup> 6.51	23,740,232	3.25	40,846,870	<sup>3</sup> 5.60
Lim Loi Heng	-	-	-	-	100,000	0.01	-	-
Wong Meng Tak	-	-	-	-	100,000	0.01	-	-
Lim Chong Puang	-	-	-	-	100,000	0.01	-	-
Lai Kin Shin	-	-	-	-	100,000	0.01	-	-
Low Tek Beng	-	-	-	-	100,000	0.01	-	-

Notes:

<sup>^</sup> Based on the assumption that all the eligible Directors of the D&O Group will fully subscribe to their respective entitlements in respect of Public Issue Shares reserved for eligible Directors and employees of the D&O Group pursuant to the Public Issue

1. Deemed interest by virtue of Section 6A(4) of the Act (shareholdings held through his spouse, Datin Nonadiah binti Abdullah and the latter's shareholding in MRSB)
2. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through ORSB)
3. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through Kema Development Sdn Bhd and Chin Bee & Sons Sdn Bhd)

### 5.2.3 Directors' Directorships and/or Substantial shareholdings in Other Public Companies for the Past Two (2) Years

Save as disclosed below, none of the Directors have any other directorships and/or substantial shareholdings (5% or more of the issued and paid-up share capital) in other public companies for the past two (2) years.

Name	Company	Directorship	Date Appointed/ Resigned	< ----- As at 15.10.2004 ----- >			
				< - Direct - >		< -Indirect - >	
				No. of shares	%	No. of shares	%
Dato' Mohammed Azlan bin Hashim	Khazanah Nasional Berhad	Director	01.06.2004	-	-	-	-
	Scomi Group Berhad	Independent Non-Executive Director	13.07.2004	-	-	-	-



## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Name	Company	Directorship	Date Appointed/ Resigned	< ----- As at 15.10.2004 ----- >			
				< - Direct - >		< -Indirect ->	
				No. of shares	%	No. of shares	%
	Bursa Malaysia Berhad (formerly known as Kuala Lumpur Stock Exchange Berhad)	Chairman	18.12.1996 (resigned on 29.02.2004)	-	-	-	-
	Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad)	Chairman	04.12.2003 (resigned on 29.02.2004)	-	-	-	-
	Bursa Malaysia Derivatives Berhad (formerly known as Malaysia Derivatives Exchange Berhad)	Director	04.01.1999 (resigned on 29.02.2004)	-	-	-	-
Goh Nan Yang	Mega First Corporation Berhad	Alternate Director	13.03.2003	10,000	0.004	-	-
Dr Lim Thian Soo	Mega First Corporation Berhad	Director	01.02.2003	90,000	0.04	48,500,000	<sup>1</sup> 20.6
	Rock Chemical Industries (Malaysia) Berhad	Director	18.08.2003	-	-	25,634,600	<sup>2</sup> 60.5

*Notes:*

1. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through Rubber Thread Industries Sdn Bhd)
2. Deemed interest by virtue of Section 6A(4) of the Act (shareholding held through Mega First Corporation Berhad)

### 5.2.4 Directors' Remuneration and Benefits

The remuneration and benefits paid to the Directors of D&O for services rendered in all capacities to the Company and its subsidiaries for the financial year ended 31 December 2003 amounted to approximately RM126,000. For the financial years ending 31 December 2004 and 31 December 2005, the amount payable to the Directors of D&O is estimated/forecasted at RM236,000 and RM450,000 respectively.

The remuneration bands for the financial years ending 31 December 2004 and 31 December 2005 are as follows:

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

	Financial years ending 31 December	
	2004	2005
	No. of Directors	No. of Directors
Below RM50,000	6	6
RM50,000 to RM100,000	2	1
RM100,000 and above	-	1
<b>Total</b>	<u>8</u>	<u>8</u>

### 5.3 Audit Committee

D&O has set up an Audit Committee on 16 September 2004. The Committee comprises the following Board Members:

Name	Designation	Directorship
Lim Loi Heng	Chairman of Committee	Independent Non-Executive Director
Wong Meng Tak	Member of Committee	Independent Non-Executive Director
Lim Chong Puang	Member of Committee	Independent Non-Executive Director

The Audit Committee is responsible for the recommendations to the Board regarding the selection of the external auditors, reviewing the results and scope of the audit and other services provided by the Group's external auditors and reviews and evaluates the Group's internal audit and control functions. The Audit Committee is also responsible for the assessment of financial risks and matters relating to related party transactions and conflicts of interest. The Audit Committee may obtain advice from independent parties and other professionals in the performance of its duties.

### 5.4 Key Management

#### 5.4.1 Profile

**Low Swee Cheng**, aged 52, is the Business Development Director of Omega. He obtained a Malaysian Certificate of Education from St. Michael's Secondary School, Alor Setar in 1968. He began his career as a Technician with National Semiconductor (M) Sdn Bhd ("NS"), Melaka in 1973 and held various positions where he was exposed to machines and tooling maintenance works, production operations, industrial engineering, factory resource planning works, facilities and infrastructure installations and maintenance works. He left NS in 1996 as a Senior Manager. He was one of the founding members and investors in the start-up of Omega. In 2000, he joined the management team of Omega as General Manager. He was then promoted to Executive Director of Omega in 2002 and is currently responsible for the business development and marketing matters of the Group.

**Teng Beng Wan**, aged 52, is the Financial Controller of Omega. He graduated from Ngee Ann Polytechnic (Singapore) with a diploma in Business Administration in 1974. He began his career as an Assistant Accountant with NS, Melaka in 1978 and was promoted to an Accountant and Senior Section Manager in 1983 and 1998 respectively. In 1998, he was seconded to NS' headquarters in California, USA as Financial Controller where he was further exposed to global budgeting, wafer fab manufacturing and global foundry contract management. His international stints with NS included assignments to NS's offices in Indonesia, Thailand, Philippines and Hong Kong. He left NS's headquarters in USA at the end of 1999 and returned to Malaysia where he joined Omega as Financial Controller in the same year. Currently, he is responsible for the overall administrative and financial matters of Omega. He is also responsible for information technology-related matters and is a key management representative in Omega's QS9000 working committee.

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

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**Gary Lim Boon Cheong**, aged 48, is the General Manager for Cavity and Discrete Business division. He joined Omega in 1994 as one of the pioneering staff member after graduating with a Diploma in Business Management from Perth Technical College, Western Australia. He began his career with NS in 1976 as an executive and was exposed to various aspects of the business which included material and production planning. Equipped with eleven (11) years of experience in the semiconductor industry, he pursued a career in Australia from 1987 to 1994, working as a Section Manager in Callcott and Downey, an engineering firm.

**Mary Sze**, aged 43, is the Senior Quality Manager of the Company and holds a Bachelor of Science (Honours) degree in Applied Chemistry from University of Guelph, Ontario, Canada. She started her career as a Process Engineer with SGS-Thomson (M) Sdn Bhd. Prior to joining Omega in 1994, she was attached with the Australia Forensic Department, Sydney for four (4) years. In her capacity as Forensic Scientist, she was primarily involved with physical/chemical analysis of forensic evidence from the forensic department, Australian Police. With more than fifteen (15) years of experience in process and quality engineering, she is responsible for the quality system management of Omega. She was the key management representative and Project Manager cum lead Auditor who led Omega in achieving the ISO9002 certification in 1996 and QS9000 certification in 2001.

**Tan Chin Ming**, aged 40, is the Production Operation Manager of Omega. He graduated with a Bachelor of Chemical Engineering (Honours) degree from Universiti Malaya. He started his career as a Process Engineer with NS, Melaka in 1989 and was involved in process engineering. In 1995, he had the opportunity to work in Taiwan with United Test Centre which was involved in providing back-end services to MNCs. Upon his return to Malaysia, he joined Siemens Components (Advanced Technology) Sdn Bhd and in 1997, he returned to NS as Operation Section Manager. In 2000, he joined Omega as Process Engineering Manager and played an active role in setting up Omega's Opto Business Unit. His current responsibilities include process engineering, new package development and project management.

**Sim Cheih Eng**, aged 37, is the Accountant for Omega. She is an Associate of the Chartered Institute of Management Accountant and a member of Malaysian Institute of Accountants. Prior to joining Omega in 2000, she was an Executive with Muda Holdings Berhad ("Muda") and was promoted to Assistant Finance Manager before leaving to join Omega. During her four (4)-year stay with Muda, she was exposed to auditing, taxation, budgetary and financial planning. Currently, she oversees Omega's treasury, accounting and financing functions.

**Wee Hu Shing**, aged 48, is the Senior Facilities Manager of Omega. He began his career in 1978 as a Technician with Motorola (M) Sdn Bhd, a company principally involved in the manufacturing of semiconductor products. Two (2) years later, he joined NS as a Senior Technician. In 1990, he was promoted to the position of Process and Equipment Engineer. He joined Omega as a pioneer staff member in 1994.

**Moidin bin Hassan**, aged 53, is the Senior Human Resource Manager. He joined Omega in 1999 as Project Manager. He possesses over twenty (20) years of experience in the manufacturing industry, having worked in various positions and capacities in NS. Upon joining Omega in 1999, he was assigned with the responsibility of ensuring a smooth transfer of the Opto Lamp Standard product line from Agilent Technologies (M) Sdn Bhd to Omega. Upon successful implementation of the transfer, he was promoted to the position of Production Manager. Due to his commitment and excellent performance, he was subsequently promoted to position of Human Resource Manager in 2001.

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

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**Teng Cheng Gum**, aged 49, is the General Manager for the Opto LED Business Unit. He began his career as Maintenance Supervisor with NS in 1973 where he was responsible for machine maintenance and trouble-shooting related activities. He was also exposed to the handling of a wide range of front-line equipment which include die attach and wire bonding machines. He played a major role in the automation of processes in NS. In 1994, he was promoted to the position of Operation Section Manager due to his hands-on experience and in-depth knowledge of process automation. In this capacity, he assisted with the general smooth running of different product lines which include SOIC, molded dip and MSOP. Armed with over twenty-seven (27) years experience in the manufacturing industry, he joined Omega in 2002.

**Tan Cheng Bok**, aged 50, is the Production Manager for Maprec Business Unit. He joined Omega in November 2002. He possesses over twenty-six (26) years experience in semiconductor industry, having served at various positions in the manufacturing process, quality and production department in Infineon Technologies (M) Sdn Bhd and Vishay Semiconductor (M) Sdn Bhd, Melaka. He has extensive experience in handling various product lines such as, TO92, SOT23, Array, Radial LED, SMT LED and Opto coupler. In view of his background, he has been one of the selected personnel to assist in the Company's expansion plan by involving in product transfers from Germany/Penang to Infineon's plant in Melaka. He was a Pre-assembly Manager (wafer saw/test) in Infineon Technologies (M) Sdn Bhd/Vishay Semiconductor (M) Sdn Bhd before joining Omega in 2002.

**Goh Keng Chye**, aged 30, is the Assistant Manager for Omega's Opto Business Division. He graduated with a Higher National Diploma in Mechanical Engineering from Nottingham Trent University. He started his career in 1996 as an Assistant Engineer in Infineon Technologies (M) Sdn Bhd in Melaka and was involved in process and maintenance engineering for testing process in Opto Lamp Division. In 1999 he joined Osram Semiconductor as an Associate Engineer where his main responsibility was to take care of the maintenance of testing equipments. He joined Omega in 2001 as Senior Maintenance Engineer and was re-designated to his current position in 2004. His contribution in helping to reduce maintenance spares expenses by re-designing equipment tooling was well recognised by management. Currently, he is responsible for the backend process and production.

**Bong Kok Liong**, aged 27, is the Production Operation Manager of Omega. He began his career in Omega in 1999, as an Industrial Engineer cum Planner, after completing his Diploma in Industrial Engineering. His key role then was to coordinate and plan for smooth transfer of LED Lamps incremental production capacity from Agilent Technologies (M) Sdn Bhd. He was promoted to his current position in 2004 for his performance in handling and planning LED Lamps production transfer which eventually led to a successful "turnkey" manufacturing.

**Norshahjatunizam Johan**, aged 29, is currently the Senior Process Engineer for Opto Business and Discrete Division. He graduated with a Bachelor of Science in Electrical Engineering from University of Missouri-Columbia, USA in 1998 and started his career as QA Supervisor with MARUWA (M) Sdn Bhd, Melaka, one of the largest ceramic resistor manufacturers in the world. He joined Omega in 2000 as QA Engineer where he was responsible for overall quality assurance for LED Lamps during the peak of products transfer from Agilent Technologies (M) Sdn Bhd. He was promoted to his current position in 2002 and his responsibility is to take care of backend operation dealing with testing and packaging processes for Opto Business and Discrete Division.

**Tan Choon Seng**, aged 32, is the Operation Section Manager for Opto Business Division. He graduated with a Technology Certificate in Advance Electrical Technology awarded by City & Guilds in 1995. He started his career as an Assistant Engineer with Orisystem Sdn Bhd in 1997 where he was involved in process engineering. He joined Omega in 1999 as Process Engineer and was among the pioneer batch of engineer employed for LED Lamps transfer and was sent to Agilent Technologies (M) Sdn Bhd in Penang for product training. He was promoted to his current position in 2004 and oversees front-of-line operation.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

**Lim Che Neo**, aged 48, is the Senior Process and Development Engineer. He holds a Diploma in Electronics Communication and Malaysia Institute of Management Diploma in Business Management. He started his career in NS and was involved in process engineering, project management and he was the project leader responsible in tooling-up new packages. He left NS as Senior Process Engineer and has more than twenty (20) years of experience in semiconductor environment prior to joining Omega in 2002. Currently he is responsible in tooling up new discrete packages and process development.

**Bak Chee Heng**, aged 32, is the Senior Process Engineer. He graduated with Master of Science in Manufacturing System Engineering from Queen's University of Belfast, Northern Ireland in United Kingdom in 1998 and joined Omega as Process Engineer for Opto Business Division handling LED Lamps backend processes. He was among the pioneer batch of engineers employed by Omega and was trained in Agilent Technologies (M) Sdn Bhd, Penang for the transfer of LED Lamps products. He was promoted to Senior Process Engineer in 2001 as a result of his dedicated contribution in establishing good process control in LED Lamps manufacturing leading to the successful implementation of 'turnkey' process. Currently, he is responsible for the middle-of-line operation processes and production.

### 5.4.2 Key Management's Shareholdings in D&O

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

Key Management	After Public Issue			
	^Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Low Swee Cheng	13,481,800	1.85	-	-
Teng Beng Wan	105,000	0.01	-	-
Gary Lim Boon Cheong	5,186,836	0.71	-	-
Mary Sze	4,976,264	0.68	-	-
Tan Chin Ming	120,000	0.02	-	-
Sim Cheih Eng	55,000	0.01	-	-
Wee Hu Shing	4,306,410	0.59	-	-
Moidin bin Hassan	-	-	-	-
Teng Cheng Gum	75,000	0.01	-	-
Tan Cheng Bok	46,000	0.01	-	-
Goh Keng Chye	45,000	0.01	-	-
Bong Kok Liong	90,000	0.01	-	-
Norshahjatulnizam Johan	-	-	-	-
Tan Choon Seng	45,000	0.01	-	-
Lim Che Neo	65,000	0.01	-	-
Bak Chee Heng	85,000	0.01	-	-

Note:

^ Based on the assumption that all key management of the D&O Group will fully subscribe to their respective entitlements in respect of Public Issue Shares reserved for eligible Directors and employees of the D&O Group pursuant to the Public Issue

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

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### **5.5 Declarations of Directors and Key Management**

None of the Directors or key management personnel is or was involved in the following events (whether inside 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 was a partner or any corporation of which he was a director or key personnel; or
- (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 temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

### **5.6 Relationship**

Save as disclosed below, there are no other relationships or associations amongst the other substantial shareholders, promoters, Directors and the key management personnel:

- (a) Goh Nan Yang is the brother-in-law of Lim Yam Chiew;
- (b) Lim Yam Chiew, Lim Thiam Cheok, Lim Yam Poh and Dr Lim Thian Soo are siblings;
- (c) Datin Nonadiah binti Abdullah is the spouse of Dato' Mohammed Azlan bin Hashim; and
- (d) Azlina Binti Hashim is the sister of Dato' Mohammed Azlan bin Hashim.

### **5.7 Service Agreement**

As at the date of this Prospectus, none of the Directors or key management personnel has entered into any service agreement with the Group.

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## 6. APPROVALS AND CONDITIONS

### 6.1 Conditions of Approvals

The Public Issue under the terms of this Prospectus was approved by the MITI on 21 June 2004 and the SC (including FIC) on 24 August 2004 and 30 September 2004, subject to the conditions as set out below.

Bursa Securities has vide its letter dated 10 August 2004 approved-in-principle the admission of D&O to the Official List of the Second Board of Bursa Securities and the listing of and quotation for the entire enlarged issued and paid-up ordinary shares of D&O on the Second Board of Bursa Securities.

Authority/ Date of approval	Details of conditions imposed	Status of compliance
SC/ 24.08.2004	<p>(i) A moratorium is imposed on the sale of shares by the shareholders of D&amp;O whereby they are not allowed to sell, transfer or assign their shareholdings amounting to 45% of the enlarged issued and paid-up capital of D&amp;O for one (1) year from the date of listing of D&amp;O on the Second Board of Bursa Securities.</p> <p>The shareholders and the ultimate shareholders of the private companies (namely Kema Development Sdn Bhd, ORSB, PRTC, Prima Utama Holdings Sdn Bhd, Chin Bee &amp; Sons Sdn Bhd and MRSB) are required to provide undertakings to the SC that they will not sell, transfer or assign their shareholding in the private companies during the moratorium period.</p>	<p>Complied. Details of the moratorium are set out in Section 6.2 of this Prospectus.</p> <p>Complied. Undertakings by the shareholders and ultimate shareholders of the private companies were submitted to the SC on 15 October 2004.</p>
	(ii) The substantial shareholders and Directors of the D&O Group are required to provide undertakings to the SC that they shall not, in future, be involved in any businesses which will compete directly or indirectly or be in conflict with the existing business of the D&O Group.	Complied. Undertakings by the substantial shareholders and Directors of the D&O Group were submitted to the SC on 15 October 2004.
	(iii) The substantial shareholders and Directors who are involved in full-time capacity in the D&O Group must not be involved in full-time capacity in their personal businesses.	Complied. Undertakings by the substantial shareholders and Directors of the D&O Group were submitted to the SC on 15 October 2004.
	(iv) All future transactions between the D&O Group and other companies related to the substantial shareholders and directors of the D&O Group should be on arm's length basis and must not be unfavourable to the D&O Group. In this regard, the Audit Committee of D&O should monitor and the directors should report such transactions in the annual report.	Noted and will be complied.

## 6. APPROVALS AND CONDITIONS (Cont'd)

Authority/ Date of approval	Details of conditions imposed	Status of compliance
	(v) With regard to the trade debtors, D&O is required to:	
	(a) 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. Appropriate disclosure has been made in Section 9.5 of this Prospectus.
	(b) make full provision for all overdue trade debtors which are in dispute or under legal action, or for amounts which have been outstanding for more than 6 months. In this regard, the directors of D&O should submit confirmation to the SC that this condition has been complied with prior to the issuance of the listing prospectus; and	Complied. Declaration by the Board of D&O was submitted to the SC on 15 October 2004.
	(c) submit a declaration by its Directors to the SC that trade debtors exceeding the credit period which have not been provided for as doubtful debts, excluding those under paragraph (b) above, are recoverable.	Complied. Declaration by the Board of D&O was submitted to the SC on 15 October 2004.
	(vi) D&O/Hwang-DBS is required to comply with the following requirements in relation to the Public Issue Shares which are to be offered vide placement to selected public investors:	Noted and will be complied.
	(a) At least 30% of the securities should, to the extent possible, be allocated to Bumiputera investors;	
	(b) Placement of the securities should be done through an independent placement agent; and	
	(c) Upon implementation of the placement exercise, Hwang-DBS 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 SC Guidelines.	
	(vii) All amounts owing by Directors, substantial shareholders and/or companies related to them are required to be settled and all redeemable convertible preference shares issued by Dominant to Omega are required to be redeemed, prior to the issuance of the Prospectus.	There is no amount owing by Directors, substantial shareholders and/or companies related to them.



## 6. APPROVALS AND CONDITIONS (Cont'd)

Authority/ Date of approval	Details of conditions imposed	Status of compliance
		The SC had, vide its letter dated 30 September 2004, waived the condition for redemption of all redeemable convertible preference shares issued by Dominant to Omega, prior to the issuance of the Prospectus.
	(viii) D&O/Hwang-DBS is required to disclose in the Prospectus of D&O, the following:	
	(a) Dependency on the top customers and steps taken/to be taken to address the dependency;	Complied. Appropriate disclosure has been made in Section 3.4 of this Prospectus.
	(b) Lack of formal long term contracts with customers and steps taken to address the issue;	Complied. Appropriate disclosure has been made in Section 3.6 of this Prospectus.
	(c) Salient terms of the contract agreements with Agilent Technologies (Malaysia) Sdn Bhd, STMicroelectronics Pte Ltd and Fairchild Semiconductor (Optoelectronics) Sdn Bhd;	This condition has been waived by the SC vide its letter dated 30 September 2004.
	(d) All transactions/agreements/arrangements between the D&O Group and Dominant; and	Complied. Appropriate disclosure has been made in Section 7.2.2 of this Prospectus.
	(e) Potential conflict of interest by virtue of Dominant's involvement in the same industry and steps taken to address such conflict.	Complied. Appropriate disclosure has been made in Section 7.1 of this Prospectus.
	(ix) D&O/Hwang-DBS is required to inform SC on the status of compliance with the National Development Policy upon completion of the listing proposal.	Noted and will be complied.
	(x) D&O/Hwang-DBS is required to comply with other requirements relating to the proposal as stipulated in the SC Guidelines.	Complied.

## 6. APPROVALS AND CONDITIONS (Cont'd)

Authority/ Date of approval	Details of conditions imposed	Status of compliance															
SC/ 30.09.2004	<p>The SC had waived the following conditions (as imposed by the SC vide its letter dated 24 August 2004):</p> <p>(i) Redemption of all redeemable convertible preference shares issued by Dominant to Omega prior to issuance of Prospectus; and</p> <p>(ii) Disclosure of the salient terms of the contract agreements with Agilent Technologies (Malaysia) Sdn Bhd, STMicroelectronics Pte Ltd and Fairchild Semiconductor (Optoelectronics) Sdn Bhd,</p> <p>subject to disclosure of the following in the Prospectus of D&amp;O:</p> <p>(a) Historical performance and future prospect of Dominant's business;</p> <p>(b) Rationale for the subscription by Omega of the RCPS in Dominant;</p> <p>(c) Terms and conditions of RCPS; and</p> <p>(d) Patent infringement by Osram Opto Semiconductors against Dominant.</p>	<p>Complied. Appropriate disclosure has been made in Section 7.2.2.1 of this Prospectus.</p> <p>Complied. Appropriate disclosure has been made in Section 7.2.2.3 of this Prospectus.</p> <p>Complied. Appropriate disclosure has been made in Section 7.2.2.4 of this Prospectus.</p> <p>Complied. Appropriate disclosure has been made in Section 7.2.2.1 of this Prospectus.</p>															
MITI/ 21.06.2004	<p>(i) D&amp;O is required to obtain approval of the SC for the listing scheme and compliance with the guidelines for the Acquisition of Interest, Mergers and Take-overs.</p> <p>(ii) MITI has recognised the following as Bumiputera shareholders:</p> <table border="1" data-bbox="480 1686 1035 1986"> <thead> <tr> <th>Names</th> <th>No. of Shares held</th> <th>% of enlarged share capital</th> </tr> </thead> <tbody> <tr> <td>MRSB</td> <td>105,903,927</td> <td>14.51</td> </tr> <tr> <td>Dato' Mohammed Azlan bin Hashim</td> <td>80,459,477</td> <td>11.02</td> </tr> <tr> <td>Datin Nonadiah binti Abdullah</td> <td>32,665,585</td> <td>4.47</td> </tr> <tr> <td></td> <td><u>219,028,989</u></td> <td><u>30.00</u></td> </tr> </tbody> </table>	Names	No. of Shares held	% of enlarged share capital	MRSB	105,903,927	14.51	Dato' Mohammed Azlan bin Hashim	80,459,477	11.02	Datin Nonadiah binti Abdullah	32,665,585	4.47		<u>219,028,989</u>	<u>30.00</u>	<p>Complied. The approval of the SC was obtained on 24 August 2004.</p> <p>Noted.</p>
Names	No. of Shares held	% of enlarged share capital															
MRSB	105,903,927	14.51															
Dato' Mohammed Azlan bin Hashim	80,459,477	11.02															
Datin Nonadiah binti Abdullah	32,665,585	4.47															
	<u>219,028,989</u>	<u>30.00</u>															

## 6. APPROVALS AND CONDITIONS (Cont'd)

Authority/ Date of approval	Details of conditions imposed	Status of compliance
	The recognition is subject to the condition that only 30% of the total shares held by the above Bumiputera shareholders may be sold within three (3) months from the date of listing of D&O, while the remaining 70% may be sold in stages with prior approval of the MITI.	Noted and will be complied, if applicable.
(iii)	D&O is required to inform the MITI of the shareholdings of the above Bumiputera shareholders in D&O six (6) months after the date of listing.	Noted and will be complied.
(iv)	D&O is required to inform the MITI upon completion of the implementation of the listing of D&O.	Noted and will be complied.

### 6.2 Moratorium on the Sale of Shares

Pursuant to the SC Guidelines and as a condition of the SC's approval for the listing of D&O on the Second Board of Bursa Securities, a moratorium on the disposal of D&O Shares has been imposed on 328,500,000 D&O Shares held by the following shareholders of D&O amounting to 45% of the enlarged issued and paid-up capital of the Company. The shareholders shall not be allowed to sell, transfer or assign their shareholdings within one (1) year from the date of admission of D&O to the Second Board of Bursa Securities.

Details of the moratorium imposed by the SC on the sale of D&O Shares by the following shareholders of D&O are as follows:

	Shareholdings after Public Issue <sup>#</sup>		Shareholdings under moratorium	
	No. of Shares	%	No. of Shares	%
Ong Chize Wee	15,489,933	2.12	8,110,339	1.11
Gary Lim Boon Cheong	5,023,836	0.69	2,630,419	0.36
Wee Hu Shing	4,186,410	0.57	2,191,953	0.30
Mary Sze	4,856,264	0.67	2,542,680	0.35
Kema Development Sdn Bhd	21,730,936	2.98	11,378,052	1.56
ORSB	84,587,805	11.59	44,289,138	6.07
Dr Lim Thian Soo	23,640,232	3.24	12,377,736	1.70
Foo Kah Heng	2,470,061	0.34	1,293,294	0.18
Lim Thiam Cheok	23,640,232	3.24	12,377,736	1.70
PRTC	120,152,200	16.46	62,910,220	8.62
Prima Utama Holdings Sdn Bhd	3,767,841	0.52	1,972,795	0.27
Cheam Dau Peng	7,535,682	1.03	3,945,591	0.54
Tan Chee Hong	1,481,979	0.20	775,945	0.10
Chin Bee & Sons Sdn Bhd	19,115,934	2.62	10,008,869	1.37
Valerie Cheah Chui Mei	837,282	0.11	438,391	0.06
Low Swee Cheng	13,396,800	1.84	7,014,400	0.96
Yeong Toong Meng	3,743,498	0.51	1,960,049	0.27
Chu Beng Han	15,929,876	2.18	8,340,688	1.14

**6. APPROVALS AND CONDITIONS (Cont'd)**

	Shareholdings after Public Issue <sup>#</sup>		Shareholdings under moratorium	
	No. of Shares	%	No. of Shares	%
Lim Soo Kiow	19,912,414	2.73	10,425,896	1.43
Lim Yam Chiew	2,200,601	0.30	1,152,208	0.16
Lim Yam Poh	2,200,601	0.30	1,152,208	0.16
Kam Chooi Suan	1,457,898	0.20	763,338	0.10
Datin Nonadiah binti Abdullah	*32,665,585	4.47	17,103,300	2.34
Yu Hong Yan	2,968,748	0.41	1,554,400	0.20
Chu Beng Chin	4,607,509	0.63	2,412,435	0.33
Tay Kheng Chiong	3,438,439	0.47	1,800,325	0.25
MRSB	*105,903,927	14.51	55,449,999	7.60
Dato' Mohammed Azlan bin Hashim	*80,459,477	11.02	42,127,596	5.77
	<b>627,402,000</b>	<b>85.94</b>	<b>328,500,000</b>	<b>45.00</b>

**Notes:**

# Excluding 'pink form' shares

\* In addition to the moratorium imposed by the SC on the sale of Shares, the sale of D&O Shares by the Bumiputera shareholders of D&O, namely Dato' Mohammed Azlan bin Hashim, Datin Nonadiah binti Abdullah and MRSB, are also subject to selling restriction, the details of which are set out in Note (ii) of the MITI's approval condition as set out in Section 6.1 of this Prospectus.

The moratorium has been fully accepted by the shareholders of D&O. The restriction is specifically endorsed on the share certificates representing the respective shareholdings of the aforesaid shareholders of D&O which are under moratorium to ensure that the Company's Registrar does not register any transfer which is not in compliance with the above restriction.

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