

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 7. BALANCE SHEETS (Cont'd)

##### MBMI (Group)

		As at 31 December		
		2005 RM	2006 RM	2007 RM
<b>Assets</b>				
Property, plant and equipment	a	9,897,730	21,102,410	19,023,124
Investment in an associate	b	170,534	-	-
Other investments	c	5,353,919	5,030,644	4,816,391
Deferred tax assets	j	16,612	-	1,000,000
<b>Total non-current assets</b>		<u>15,438,795</u>	<u>26,133,054</u>	<u>24,839,515</u>
Inventories	d	6,774,960	9,211,346	8,945,729
Trade and other receivables	e	20,543,071	31,602,736	26,903,481
Tax recoverable		102,184	146,048	64,000
Cash and cash equivalents	f	13,568,675	17,806,106	23,735,430
<b>Total current assets</b>		<u>40,988,890</u>	<u>58,766,236</u>	<u>59,648,640</u>
<b>Total assets</b>		<u>56,427,685</u>	<u>84,899,290</u>	<u>84,488,155</u>
<b>Equity</b>				
Share capital	i	18,000,000	18,000,000	18,000,000
Retained profits		11,454,726	22,383,032	31,809,556
<b>Total equity attributable to shareholders of the Company</b>		<u>29,454,726</u>	<u>40,383,032</u>	<u>49,809,556</u>
Minority interest		-	2,647,749	3,309,954
<b>Total equity</b>		<u>29,454,726</u>	<u>43,030,781</u>	<u>53,119,510</u>
<b>Liabilities</b>				
Borrowings	h	508,946	4,098,123	3,772,037
Deferred tax liabilities	j	320,000	601,105	734,877
<b>Total non-current liabilities</b>		<u>828,946</u>	<u>4,699,228</u>	<u>4,506,914</u>
Trade and other payables	g	23,177,987	35,154,695	24,881,896
Borrowings	h	415,169	688,073	827,648
Taxation		2,550,857	1,326,513	1,152,187
<b>Total current liabilities</b>		<u>26,144,013</u>	<u>37,169,281</u>	<u>26,861,731</u>
<b>Total liabilities</b>		<u>26,972,959</u>	<u>41,868,509</u>	<u>31,368,645</u>
<b>Total equity and liabilities</b>		<u>56,427,685</u>	<u>84,899,290</u>	<u>84,488,155</u>

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 7. BALANCE SHEETS (Cont'd)

##### Notes to balance sheet

##### a. *Property, plant and equipment*

	Cost RM	Accumulated depreciation RM	Net book Value RM	Depreciation charge for the year RM
<b>2005</b>				
Long term leasehold land	913,865	52,361	861,504	9,231
Short term leasehold land	1,240,000	280,450	959,550	25,833
Factory buildings	2,474,778	560,431	1,914,347	51,558
Office building	404,154	404,154	-	-
Other buildings	391,656	22,439	369,217	3,956
Plant, machinery and factory equipment	17,415,053	15,332,611	2,082,442	1,130,661
Furniture, fittings and office equipment	5,052,165	2,857,048	2,195,117	324,751
Motor vehicles	1,218,112	1,106,179	111,933	196,406
Capital work-in-progress	1,403,620	-	1,403,620	-
	<u>30,513,403</u>	<u>20,615,673</u>	<u>9,897,730</u>	<u>1,742,396</u>
<b>2006</b>				
Long term leasehold land	913,865	61,592	852,273	9,231
Short term leasehold land	5,697,113	653,396	5,043,717	25,833
Factory buildings	2,625,568	613,150	2,012,418	51,558
Office building	404,154	404,154	-	-
Other buildings	391,656	26,395	365,261	3,956
Plant, machinery and factory equipment	25,078,405	17,256,340	7,822,065	1,100,570
Furniture, fittings and office equipment	6,829,154	4,261,718	2,567,436	340,001
Motor vehicles	1,268,075	548,255	719,820	84,628
Capital work-in-progress	1,719,420	-	1,719,420	-
	<u>44,927,410</u>	<u>23,825,000</u>	<u>21,102,410</u>	<u>1,615,777</u>

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 7. BALANCE SHEETS (Cont'd)

##### Notes to balance sheet

	Cost RM	Accumulated depreciation RM	Net book Value RM	Depreciation charge for the year RM
<b>2007</b>				
Long term leasehold land	913,865	100,039	813,826	38,447
Short term leasehold land	6,697,113	781,842	5,915,271	128,446
Factory buildings	3,038,918	667,972	2,370,946	54,822
Office building	404,154	404,154	-	-
Other buildings	867,191	35,206	831,985	8,811
Plant, machinery and factory equipment	25,290,337	19,113,899	6,176,438	943,064
Furniture, fittings and office equipment	7,185,570	4,805,621	2,379,949	543,903
Motor vehicles	1,268,075	733,366	534,709	185,111
Capital work-in-progress	-	-	-	-
	<u>45,665,223</u>	<u>26,642,099</u>	<u>19,023,124</u>	<u>1,902,604</u>

The net book value of plant and machinery, office equipment and motor vehicles includes an amount of RM 805,346 (2006: RM 1,048,575; 2005: RM 662,203) representing assets acquired under hire purchase instalment plans.

##### *Security*

The short term leasehold land, factory and office buildings of the Group are charged to a bank for term loan facility granted to a subsidiary.

#### *b. Investment in an associate*

	2005 RM	2006 RM	2007 RM
Unquoted shares, at cost	172,120	-	-
Share of post-acquisition reserves	(1,586)	-	-
	<u>170,534</u>	<u>-</u>	<u>-</u>

Represented by:

Group's share of net assets other than goodwill

<u>170,534</u>	<u>-</u>	<u>-</u>
----------------	----------	----------

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 7. BALANCE SHEETS (Cont'd)

##### Notes to balance sheet

##### *c. Other investments*

	2005 RM	2006 RM	2007 RM
Balance at beginning of year			
- Unquoted shares in Malaysia	23,090	23,090	-
- Quoted shares in Malaysia	2,863,338	5,330,829	5,030,644
Disposal of unquoted shares	-	(23,090)	-
Disposal of quoted shares	-	(3,252,757)	(295,618)
Purchase of quoted shares in Malaysia	2,467,491	2,952,572	81,365
Balance at end of year	<u>5,353,919</u>	<u>5,030,644</u>	<u>4,816,391</u>

##### *d. Inventories, at cost*

	2005 RM	2006 RM	2007 RM
Raw materials	3,100,045	3,651,383	3,274,125
Work-in-progress	753,983	998,659	599,968
Manufactured inventories	2,360,457	4,264,610	4,668,337
Consumables	560,475	296,694	403,299
Balance at end of year	<u>6,774,960</u>	<u>9,211,346</u>	<u>8,945,729</u>

##### *e. Trade and other receivables*

	2005 RM	2006 RM	2007 RM
Trade receivables	17,441,242	28,881,365	25,038,626
Other receivables, deposits and prepayments	3,101,829	2,721,371	1,864,855
	<u>20,543,071</u>	<u>31,602,736</u>	<u>26,903,481</u>

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 7. BALANCE SHEETS (Cont'd)

##### Notes to balance sheet

##### *f. Cash and cash equivalents*

	2005 RM	2006 RM	2007 RM
Fixed deposits with licensed banks	5,810,700	8,388,378	12,065,875
Short term deposits with licensed banks	7,000,000	5,500,000	9,000,000
Cash and bank balances	757,975	3,917,728	2,669,555
	<u>13,568,675</u>	<u>17,806,106</u>	<u>23,735,430</u>

Fixed deposits with licensed banks of the Group amounting to RM 196,000 (2006: RM 196,000; 2005: RM195,963) are pledged as securities for the borrowings granted to a subsidiary.

##### *g. Trade payables and accrued expenses*

	2005 RM	2006 RM	2007 RM
Trade payables	18,713,067	25,684,412	19,946,634
Other payables and accrued expenses	4,104,920	9,019,783	4,935,262
Dividend payable	360,000	-	-
Amount due to Directors	-	450,500	-
	<u>23,177,987</u>	<u>35,154,695</u>	<u>24,881,896</u>

##### *h. Borrowings*

	2005 RM	2006 RM	2007 RM
Current			
Term loan- secured	-	431,437	601,255
Bank overdraft – secured	239,759	-	-
Hire purchase obligations	175,410	256,636	226,393
	<u>415,169</u>	<u>688,073</u>	<u>827,648</u>
Non-current			
Term loan – secured	249,975	3,756,913	3,657,772
Hire purchase obligations	258,971	341,210	114,265
	<u>508,946</u>	<u>4,098,123</u>	<u>3,772,037</u>

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 7. BALANCE SHEETS (Cont'd)

##### Notes to balance sheet

#### *h. Borrowings (Cont'd)*

The term loan and bank overdraft are secured by way of a fixed charge over a subsidiary's short term leasehold land, factory and office buildings, pledged fixed deposits and are guaranteed by a Director of the Company.

##### *Terms and debt repayment schedule*

The term loan is repayable in 36 monthly equal instalments ranging from 1 to 5 years as follows:

	<b>Total</b>	<b>Under 1 year</b>	<b>1 – 5 Years</b>
Secured term loan			
At 31 December 2005	<u>249,975</u>	<u>-</u>	<u>249,975</u>
At 31 December 2006	<u>4,188,350</u>	<u>431,437</u>	<u>3,756,913</u>
At 31 December 2007	<u>4,259,027</u>	<u>601,255</u>	<u>3,657,772</u>

The secured term loan is subject to interest at rates ranging from 5.50% to 8.25% (2006: 5.50% to 8.25%; 2005: 3.68% to 8.25%) per annum.

##### *Hire purchase obligations*

Hire purchase obligations are payable as follows:

	<b>Payments RM</b>	<b>Interest RM</b>	<b>Principal RM</b>
<b>2005</b>			
Less than 1 year	201,865	26,455	175,410
Between 1 and 5 years	285,387	26,416	258,971
	<u>487,252</u>	<u>52,871</u>	<u>434,381</u>
<b>2006</b>			
Less than 1 year	284,545	27,909	256,636
Between 1 and 5 years	377,366	36,156	341,210
	<u>661,911</u>	<u>64,065</u>	<u>597,846</u>
<b>2007</b>			
Less than 1 year	239,173	12,780	226,393
Between 1 and 5 years	132,930	18,665	114,265
	<u>372,103</u>	<u>31,445</u>	<u>340,658</u>

Hire purchase obligations are subject to interest at rates ranging from 9.9% to 13.22% (2006: 3.50% to 13.22%; 2005: 3.50% to 10.52%) per annum.

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 7. BALANCE SHEETS (Cont'd)

##### Notes to balance sheet

##### *i. Share capital*

	2005 RM	2006 RM	2007 RM
Authorised :			
Ordinary shares of RM1 each	<u>50,000,000</u>	<u>50,000,000</u>	<u>50,000,000</u>
Issued and fully paid :			
Ordinary shares of RM1 each	<u>18,000,000</u>	<u>18,000,000</u>	<u>18,000,000</u>

##### *j. Deferred tax*

The recognised deferred tax assets and liabilities are as follows:

	2005 RM	2006 RM	2007 RM
Deferred tax asset			
Unabsorbed capital allowances/tax losses	<u>16,612</u>	<u>-</u>	<u>1,000,000</u>
Deferred tax liabilities			
Property, plant and equipment-capital allowances	<u>320,000</u>	<u>601,105</u>	<u>734,877</u>

##### **Unrecognised deferred tax asset**

No deferred tax has been recognised in respect of the following:

Unutilised tax losses	-	3,741,300	2,172,900
Property, plant and equipment	-	(1,653,100)	(1,377,000)
	<u>-</u>	<u>2,088,200</u>	<u>795,900</u>

Deferred tax asset has not been recognised in respect of the above unutilised tax losses because it is not probable that future taxable profits will be available against which the subsidiary can utilise the benefits.

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 7. BALANCE SHEETS (Cont'd)

##### MBMI (Company)

		As at 31 December		
	Note	2005 RM	2006 RM	2007 RM
<b>Assets</b>				
Investment in subsidiaries	a	18,178,636	19,063,636	19,063,636
Investment in an associate	b	690,000	-	-
Other investments	c	23,090	-	-
<b>Total non-current assets</b>		<u>18,891,726</u>	<u>19,063,636</u>	<u>19,063,636</u>
Sundry receivables	d	1,156,000	341,001	41,001
Cash in hand		2	2	35,717
<b>Total current assets</b>		<u>1,156,002</u>	<u>341,003</u>	<u>76,718</u>
<b>Total assets</b>		<u>20,047,728</u>	<u>19,404,639</u>	<u>19,140,354</u>
<b>Equity</b>				
Share capital	f	18,000,000	18,000,000	18,000,000
Retained profits		660,990	921,570	913,814
<b>Total equity</b>		<u>18,660,990</u>	<u>18,921,570</u>	<u>18,913,814</u>
<b>Liabilities</b>				
Sundry payables and accrued Expenses	e	1,386,738	483,069	226,540
<b>Total current liabilities</b>		<u>1,386,738</u>	<u>483,069</u>	<u>226,540</u>
<b>Total liabilities</b>		<u>1,386,738</u>	<u>483,069</u>	<u>226,540</u>
<b>Total equity and liabilities</b>		<u>20,047,728</u>	<u>19,404,639</u>	<u>19,140,354</u>
Number of ordinary shares		18,000,000	18,000,000	18,000,000
Net tangible assets per ordinary share (RM)		1.04	1.05	1.05



### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 7. BALANCE SHEETS (Cont'd)

##### MBMI

##### Notes to balance sheet

##### *a. Investment in subsidiaries*

	2005 RM	2006 RM	2007 RM
Unquoted shares, at cost	<u>18,178,636</u>	<u>19,063,636</u>	<u>19,063,636</u>

Details of the subsidiaries are as follows:

Name of company	Principal activities	Percentage of equity held		
		2005 %	2006 %	2007 %
Tekun Asas Sdn. Bhd.	Manufacturing of precision sheet metal fabricated parts used in audio, video and acoustic equipment, satellite antennas, electrical and electronics equipment, KVM switches, computer monitors and keyboards	100	100	100
Precision Press Industries Sdn. Bhd. *	Design and fabrication of precision moulds, tools and dies	100	100	100
Kelpen Resources Sdn. Bhd. ("KRSB") ^	Investment holding	-	54	54

##### Subsidiary of KRSB

Kelpen Plastics Technology Sdn. Bhd. ^	Manufacturing of precision plastic injection moulding products and product finishing	-	100	100
--	--	---	-----	-----

\* Audited by Leong, Cheong and Associates

^ Audited by Tan & Loh for the financial year ended 31 March 2005 and audited by UHY Diong for the financial period/year ended 31 December 2006 and 2007

On 30 March 2006, MBMI completed the acquisition of another 19.5% equity interest in KRSB, not already owned by MBMI, for cash consideration of RM195,000. Upon completion of the said acquisition, KRSB became a 54% subsidiary of MBMI.

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 7. BALANCE SHEETS (Cont'd)

##### MBMI

##### Notes to balance sheet

##### *b. Investment in an associate*

	2005 RM	2006 RM	2007 RM
Unquoted shares, at cost	690,000	-	-

Details of the associate are as follows:

Name of company	Place of incorporation	Principal activity	Percentage of equity held			Financial year end
			2005 %	2006 %	2007 %	
Kelpen Resources Sdn. Bhd.	Malaysia	Investment holding	34.5	-	-	31 March

On 30 March 2006, KRSB became a subsidiary of MBMI when MBMI acquired an additional 19.5% equity interest in KRSB. The carrying value of KRSB as at 30 March 2006 was consequently taken up as the Group's net assets.

##### *c. Other investments*

	2005 RM	2006 RM	2007 RM
Unquoted shares in Malaysia			
Balance at beginning of year	23,090	23,090	-
Disposal	-	(23,090)	-
Balance at end of year	23,090	-	-

##### *d. Sundry receivables*

	2005 RM	2006 RM	2007 RM
Other receivables, deposits and prepayments	796,000	41,001	41,001
Dividend receivable	360,000	300,000	-
	1,156,000	341,001	41,001

---

**13. ACCOUNTANTS' REPORT (Cont'd)**


---


**7. BALANCE SHEETS (Cont'd)**
**MBMI**
Notes to balance sheet
*e. Sundry payables and accrued expenses*

	<b>2005 RM</b>	<b>2006 RM</b>	<b>2007 RM</b>
Other payables and accrued expenses	22,734	219,734	226,490
Amount due to a subsidiary	1,004,004	263,335	50
Dividend payable	360,000	-	-
	<u>1,386,738</u>	<u>483,069</u>	<u>226,540</u>

*f. Share capital*

	<b>2005 RM</b>	<b>2006 RM</b>	<b>2007 RM</b>
Authorised :			
50,000,000 ordinary shares of RM1 each	<u>50,000,000</u>	<u>50,000,000</u>	<u>50,000,000</u>
Issued and fully paid :			
18,000,000 ordinary shares of RM1 each	<u>18,000,000</u>	<u>18,000,000</u>	<u>18,000,000</u>

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 8. SUMMARISED CASH FLOWS STATEMENTS

The summarised consolidated cash flow statements of Ewein, MBMI and MBMI Group, based on the audited financial statements for the relevant financial years/period under review, are set out below:

##### Ewein

	Period from 2.8.2006 (date of incorporation) to 31.12.2006 RM	31.12.2007 RM
Net cash generated from operating activities	-	-
Net cash used in investing activities	-	-
Net cash generated from financing activities	-	-
Net increase in cash and cash equivalents	1	-
Cash and cash equivalents at beginning of period/year	-	1
Cash and cash equivalents at end of period/year	1	1

##### MBMI (Group)

	Financial year ended 31 December		
	2005 RM	2006 RM	2007 RM
Net cash generated from operating activities	6,369,261	5,990,813	7,307,909
Net cash used in investing activities	(3,098,329)	(2,772,842)	(927,467)
Net cash generated/(used in) from financing activities	26,666	1,259,182	(451,118)
Net increase in cash and cash equivalents	3,297,598	4,477,153	5,929,324
Cash and cash equivalents at beginning of year	9,835,355	13,132,953	17,610,106
Cash and cash equivalents at end of year	13,132,953	17,610,106	23,539,430

Note : For the purpose of the cash flow statements, cash and cash equivalents exclude pledged deposits.

---

**13. ACCOUNTANTS' REPORT (Cont'd)**


---


**8. SUMMARISED CASH FLOWS STATEMENTS (Cont'd)**
**MBMI (Company)**

	Financial year ended 31 December		
	2005	2006	2007
	RM	RM	RM
Net change in working capital	-	-	35,715
Net cash used in investing activities	-	-	-
Net cash generated from financing activities	-	-	-
Net increase in cash and cash equivalents	-	-	35,715
Cash and cash equivalents at beginning of year	2	2	2
Cash and cash equivalents at end of year	2	2	35,717

**9. STATEMENTS OF CHANGES IN EQUITY**
**Ewein**

	Share Capital	Loss Carried Forward	Total
	RM	RM	RM
At 31 December 2006	1	(49,658)	(49,657)
Net loss for the period	-	(6,000)	(6,000)
At 31 December 2007	1	(55,658)	(55,657)

### 13. ACCOUNTANTS' REPORT (Cont'd)



#### 9. STATEMENTS OF CHANGES IN EQUITY (Cont'd)

##### MBMI (Group)

	Share capital RM	Retained profits RM	Total RM
<b>At 1 January 2005</b>	18,000,000	6,620,097	24,620,097
Net profit for the year	-	5,194,629	5,194,629
Dividend	-	(360,000)	(360,000)
<b>At 31 December 2005</b>	18,000,000	11,454,726	29,454,726
Net profit for the year	-	10,928,306	10,928,306
<b>At 31 December 2006</b>	18,000,000	22,383,032	40,383,032
Net profit for the year	-	9,426,524	9,426,524
<b>At 31 December 2007</b>	18,000,000	31,809,556	49,809,556

##### MBMI

	Share Capital RM	Retained profits RM	Total RM
<b>At 1 January 2005</b>	18,000,000	148,481	18,148,481
Net profit for the year	-	872,509	872,509
Dividend	-	(360,000)	(360,000)
<b>At 31 December 2005</b>	18,000,000	660,990	18,660,990
Net profit for the year	-	260,580	260,580
<b>At 31 December 2006</b>	18,000,000	921,570	18,921,570
Net loss for the year	-	(7,756)	(7,756)
<b>At 31 December 2007</b>	18,000,000	913,814	18,913,814

---

**13. ACCOUNTANTS' REPORT (Cont'd)**

---

**10. FINANCIAL STATEMENTS**

No audited financial statements have been prepared in respect of any period subsequent to 31 December 2007.

**11. EVENTS SUBSEQUENT TO BALANCE SHEET DATE**

No events have occurred subsequent to 31 December 2007 that will require adjustment to, or disclose in this report, other than the corporate exercise as mentioned in Section 2.

Yours faithfully,

A stylized signature of the KPMG firm, written in black ink.

**KPMG**  
Firm Number: AF 0758  
Chartered Accountants

A handwritten signature in black ink, appearing to read 'Lee Kean Teong'.

Lee Kean Teong  
Partner  
Approval Number: 1857/02/08 (J)

### 13. ACCOUNTANTS' REPORT (Cont'd)



6

**KPMG (Firm No. AF 0758)**  
Chartered Accountants  
1st Floor, Wisma Penang Garden  
42, Jalan Sultan Ahmad Shah  
10050 Penang, Malaysia.

Telephone +60 (4) 227 2288  
Fax +60 (4) 227 1888  
Internet [www.kpmg.com.my](http://www.kpmg.com.my)

## Report of the auditors to the members of Ewein Berhad

(Company No. 742890 - W)  
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 7 to 14. The preparation of the financial statements is the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statements presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion :

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards for private entities issued by the Malaysian Accounting Standards Board so as to give a true and fair view of :
  - i) the state of affairs of the Company at 31 December 2006 and of its results and cash flows for the period ended on that date; and
  - ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Company;
 and
- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company have been properly kept in accordance with the provisions of the said Act.

**KPMG**  
Firm Number : AF 0758  
Chartered Accountants

Penang,

Date : 8 June 2007

**Lee Kean Teong**  
Partner

Approval Number : 1857/02/08 (J)



---

**13. ACCOUNTANTS' REPORT (Cont'd)**

---



**KPMG (Firm No. AF 0758)**  
Chartered Accountants  
1st Floor, Wisma Penang Garden  
42, Jalan Sultan Ahmad Shah  
10050 Penang, Malaysia.

Telephone +60 (4) 227 2288  
Fax +60 (4) 227 1888  
Internet [www.kpmg.com.my](http://www.kpmg.com.my)

6

## **Report of the auditors to the members of Ewein Berhad**

(Company No. 742890 - W)  
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 7 to 15. The preparation of the financial statements is the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statements presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion :

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved Financial Reporting Standards issued by the Malaysian Accounting Standards Board so as to give a true and fair view of :
  - i) the state of affairs of the Company at 31 December 2007 and of its results and cash flows for the year ended on that date; and
  - ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Company;
- and
- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company have been properly kept in accordance with the provisions of the said Act.

**KPMG**  
Firm Number : AF 0758  
Chartered Accountants

Penang,

Date : 22 January 2008

**Lee Kean Teong**  
Partner  
Approval Number : 1857/02/08 (J)

---

**13. ACCOUNTANTS' REPORT (Cont'd)**

---



6

**KPMG (Firm No. AF 0758)**  
Chartered Accountants  
1st Floor, Wisma Penang Garden  
42, Jalan Sultan Ahmad Shah  
10050 Penang, Malaysia.

Telephone +60 (4) 227 2288  
Fax +60 (4) 227 1888  
Internet [www.kpmg.com.my](http://www.kpmg.com.my)

## **Report of the auditors to the members of MBM Industries Sdn. Bhd.**

(Company No. 340740 - X)  
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 8 to 35. The preparation of the financial statements is the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. These standards require that we plan and perform the audit to obtain all the information and explanations which we consider necessary to provide us with evidence to give reasonable assurance that the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence relevant to the amounts and disclosures in the financial statements. An audit also includes an assessment of the accounting principles used and significant estimates made by the Directors as well as evaluating the overall adequacy of the presentation of information in the financial statements. We believe our audit provides a reasonable basis for our opinion.

In our opinion :

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia so as to give a true and fair view of :
  - i) the state of affairs of the Group and of the Company at 31 December 2005 and the results of their operations and cash flows for the year ended on that date; and
  - ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Group and of the Company;
- and
- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company and its subsidiary of which we have acted as auditors have been properly kept in accordance with the provisions of the said Act.

---

**13. ACCOUNTANTS' REPORT (Cont'd)**

---



7

Company No. 340740 - X
------------------------

The subsidiary in respect of which we have not acted as auditors is identified in Note 3 to the financial statements and we have considered its financial statements and the auditor's reports thereon.

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

The audit reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under sub-section (3) of Section 174 of the Act.

**KPMG**  
Firm Number : AF 0758  
Chartered Accountants

**Lee Kean Teong**  
Partner  
Approval Number : 1857/02/08 (J)

Penang,

Date **19 MAY 2008**

---

**13. ACCOUNTANTS' REPORT (Cont'd)**

---



6

**KPMG (Firm No. AF 0758)**  
Chartered Accountants  
1st Floor, Wisma Penang Garden  
42, Jalan Sultan Ahmad Shah  
10050 Penang, Malaysia.

Telephone +60 (4) 227 2288  
Fax +60 (4) 227 1888  
Internet [www.kpmg.com.my](http://www.kpmg.com.my)

## **Report of the auditors to the members of MBM Industries Sdn. Bhd.**

(Company No. 340740 - X)  
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 8 to 39. The preparation of the financial statements is the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statements presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion :

(a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards for private entities issued by the Malaysian Accounting Standards Board so as to give a true and fair view of :

- i) the state of affairs of the Group and of the Company at 31 December 2006 and the results of their operations and cash flows for the year ended on that date; and
- ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Group and of the Company;

and

(b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company and its subsidiary of which we have acted as auditors have been properly kept in accordance with the provisions of the said Act.

---

**13. ACCOUNTANTS' REPORT (Cont'd)**

---



Company No. 340740 - X
------------------------

The subsidiaries in respect of which we have not acted as auditors is identified in Note 3 to the financial statements and we have considered its financial statements and the auditor's reports thereon.

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

The audit reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under sub-section (3) of Section 174 of the Act.

A stylized signature of the KPMG firm, written in black ink.

**KPMG**  
Firm Number : AF 0758  
Chartered Accountants

A handwritten signature of Lee Kean Teong, written in black ink.

**Lee Kean Teong**  
Partner  
Approval Number : 1857/02/08 (J)

Penang,

Date : 12 April 2007

---

**13. ACCOUNTANTS' REPORT (Cont'd)**

---



**KPMG (Firm No. AF 0758)**  
Chartered Accountants  
1st Floor, Wisma Penang Garden  
42, Jalan Sultan Ahmad Shah  
10050 Penang, Malaysia.

Telephone +60 (4) 227 2288  
Fax +60 (4) 227 1888  
Internet [www.kpmg.com.my](http://www.kpmg.com.my)

6

## **Report of the auditors to the members of MBM Industries Sdn. Bhd.**

(Company No. 340740 - X)  
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 8 to 37. The preparation of the financial statements is the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statements presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion :

(a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards for private entities issued by the Malaysian Accounting Standards Board so as to give a true and fair view of :

- i) the state of affairs of the Group and of the Company at 31 December 2007 and the results of their operations and cash flows for the year ended on that date; and
- ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Group and of the Company;

and

(b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company and its subsidiary of which we have acted as auditors have been properly kept in accordance with the provisions of the said Act.

---

**13. ACCOUNTANTS' REPORT (Cont'd)**

---



7

Company No. 340740 - X
------------------------

The subsidiaries in respect of which we have not acted as auditors are identified in Note 3 to the financial statements and we have considered their financial statements and the auditors' reports thereon.

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

The audit reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under sub-section (3) of Section 174 of the Act.

**KPMG**

Firm Number : AF 0758  
Chartered Accountants

**Lee Kean Teong**

Partner

Approval Number : 1857/02/08 (J)

Penang,

Date: 22 January 2008

---

**14. DIRECTOR'S REPORT**

---

---

**WEIN BERHAD**

(Company No.: 742890-W)

51-8-B Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang

---

**28 FEB 2008**

**REGISTERED OFFICE:**

51-8-B, Menara BHL Bank  
Jalan Sultan Ahmad Shah  
10050 Penang

**THE SHAREHOLDERS OF WEIN BERHAD**

Dear Sir/Madam,

On behalf of the Board of Directors of Wein Berhad ("Wein" or "Company"), I report that, after making due enquiries in relation to the interval between 31 December 2007, being the date to which the last audited financial statements of the Company and its subsidiary companies ("Wein Group") have been made up, and the date hereof, being a date not earlier than fourteen (14) days before the issue of this Prospectus:

- (a) the business of the Wein Group has, in the opinion of the Board of Directors of Wein, been satisfactorily maintained;
- (b) in the opinion of the Board of Directors of Wein, no circumstances have arisen since the last audited financial statements of the Wein Group which have adversely affected the trading or the value of the assets of the Wein Group;
- (c) the current assets of the Wein Group appear in the books at values which are believed to be realisable in the ordinary course of business;
- (d) no contingent liabilities have arisen by reason of any guarantees or indemnities given by the Wein Group;
- (e) the Board of Directors of Wein are not aware of any default or any known event that could give rise to a default situation in respect of payments of either interest and/or principal sums in relation to any borrowings of the Wein Group since the last audited financial statements of the Wein Group; and
- (f) save as disclosed in this Prospectus, there have been no material changes in the published reserves or unusual factors affecting the profits of the Wein Group since the last audited financial statements of the Wein Group.

Yours faithfully

For and on behalf of the Board of Directors of  
**WEIN BERHAD**

  
**DATO' EWE SWEE KHENG**  
Managing Director



## 15. VALUATION CERTIFICATE

Date: 14 FEB 2008

### The Board of Directors

#### Ewein Berhad

Plot 317 & 318, Tingkat Perusahaan Tiga, MK1  
Kawasan Perusahaan Perai  
13600 Prai  
Penang

Dear Sir,

# Raine&Horne®

### Raine & Horne International Zaki + Partners Sdn. Bhd.

(Company No. 99440-T)

14, Penang Street, 10200 Penang.

G.P.O. Box 142, 10710 Penang, Malaysia.

Real Estate Sales : +604-262 4919

Valuation Dept : +604-262 6888

Accounts Dept : +604-262 6693

Fax : +604-261 2032

E-mail : rhzppg@po.jaring.my

***VALUATION CERTIFICATE FOR P. T. NOS. 2673 & 2684, MUKIM 1, DAERAH SEBERANG PERAI TENGAH, PULAU PINANG BEARING POSTAL ADDRESS AS PLOT 212, MUKIM 1, TINGKAT PERUSAHAAN 4, PRAI INDUSTRIAL ZONE, 13600 PERAI, PULAU PINANG.***

This letter has been prepared for the purpose of inclusion in this Prospectus. In accordance with the instructions of the Board of Directors of Kelpen Plastics Technology Sdn. Bhd., a subsidiary company of Ewein Berhad, we have valued the abovementioned property vide our valuation report bearing the following references:

(a) VPG-SC-6/9/2007 dated 12<sup>th</sup> June, 2007. The market value of the subject properties is RM4,200,000

The valuation was prepared in conformity with the Guidelines on Asset Valuation issued by the Securities Commission and the Malaysian Valuation Standards prescribed by the Board of Valuers, Appraisers and Estate Agents.

The basis of valuation adopted is the Market Value which is defined as "the estimated amount for which a property should exchange on the date of valuation between a willing seller and a willing buyer in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion".



(Property, Plant & Machinery Valuation)

### Perunding Harta Tanah Antarabangsa • International Property Consultants

Dato Sr Zaki Hj Said DPTJ, JP, Bsc (London), FISM, Sr Wong Yin Fook Bsc (London), Sr Chou Yee Seng Bsc (Singapore), FISM, Sr Bock Chek Hai FISM, FRICS, IRRV, Sr Tajul Arriffin Mohd Idris MBS (Dubai), Adv Dip Est Mgt (UITM), FISM, MRICS, Sr Jacob Lim Hoong Teong MBA (UK), FISM, MRICS, Sr Ganesh Chinnappan B Sc (Hons) Prop Mgt Real Estate (Reading) FISM, Sr Lim Lian Hong B Land Econ (UK), FISM, MRICS, Sr Ho Sek Chuen Assoc Dip Valuation (Aust), FISM, Sr Michael Geh Thuan Peng B Bs (Valuation & Land Econ) FISM, MRICS, Sr Azmi Omar Bsc (Hons) Land Mgt (Reading), FISM, MRICS, Sr Ramli Osman ADK, MBA (Edin Cowan), Bsc (Hons) Land Mgt (Reading), FISM, MRICS, Sr Stephen Ng Kho Vut FISM.

KUALA LUMPUR

PULAU PINANG

BUTTERWORTH

IPOH

KLANG

PETALING JAYA

SUBANG JAYA

SEREMBAN

MELAKA

KUANTAN

JOHOR BAHRU

KUCHING

K. KINABALU



Representative offices throughout Asia, Australia, New Zealand, Europe, Americas & Africa

**Raine&Horne®**

www.rainehornepg.com

---

**15. VALUATION CERTIFICATE (Cont'd)**

---

**Raine&Horne**  
Raine & Horne International Zaki + Partners Sdn. Bhd.

Brief descriptions of the subject properties are disclosed in Schedule 1 herein.

There have been no breaches of land use conditions, violations of building by-laws for buildings and/or extensions of buildings.


In drawing up this Valuation Certificate, we have verified the following documents:

- (a) Letters from the relevant authorities
- (b) Planning/layout approval including any material or onerous conditions attached to such consents.
- (c) Certificate of fitness

This valuation does not take into consideration of any plants and machinery that may be present at the properties.

Yours faithfully,

**for and on behalf of  
RAINE & HORNE INTERNATIONAL  
ZAKI + PARTNERS SDN. BHD.**

  
**Sr Michael Geh Thuan Peng, PJK  
FISM, MRICS, CFP  
B. Business, Valuation & Land Economics, Australia  
Registered Valuer V-401**



## 15. VALUATION CERTIFICATE (Cont'd)

## SCHEDULE 1

NO/	IDENTIFICATION	GENERAL DESCRIPTION	MARKET VALUE									
1.	<p><u>Location</u></p> <p>Plot 212, Mukim 1, Tingkat Perusahaan 4, Prai Industrial Zone, 13600 Perai, Pulau Pinang (herein referred as properties under valuation) are located along Tingkat Perusahaan 4 within Prai Industrial Estate.</p> <p>The North-South Expressway is just a short distance to the north-east.</p> <p>The subject properties are situated approximately 8 kilometres to the west of the Bukit Mertajam town center and approximately 8 kilometres to the south-east of the Butterworth Ferry Terminal and Railway Station as well as the Container Terminal.</p> <p>They are accessible from Jalan Perusahaan, Lorong Perusahaan 10, Tingkat Perusahaan 6 and finally turn right onto Tingkat Perusahaan 4A.</p> <p>The subject properties are sited to the eastern side of Tingkat Perusahaan 4A.</p> <p><u>Legal Description</u></p> <p>H. S. (D) 36653 &amp; H. S. (D) 41591, PT Nos. 2673 &amp; 2684, Mukim 1, Daerah Seberang Perai Tengah, Pulau Pinang.</p> <p><u>Registered Proprietor</u></p> <p>Kelpen Plastics Technology Sdn. Bhd.</p>	<p><u>Site</u></p> <p>Erected on the site is two (2) unit of one and half storey factories held under H. S. (D) 36653 &amp; H. S. (D) 41591, PT Nos. 2673 &amp; 2684, Mukim 1, Daerah Seberang Perai Tengah, Pulau Pinang.</p> <p>Each lot is rectangular in shape and has a direct frontage of approximately 31.1 metres for P. T. Nos. 2673 and approximately 29.9 metres for P. T. No. 2684 onto Tingkat Perusahaan 4A and a depth of approximately 114.0 metres respectively.</p> <p>The land is flat and lies at the same level as the existing road.</p> <p>The front and side boundaries of the land are fenced with chain link fencing whilst the rear boundary is fenced with metal cladding fencing. The entrances to P. T. Nos. 2673 are installed with automatic metal sliding gate.</p> <p>The compound and driveway of each plot is fully paved with tarmac pavement.</p> <p>The total land area of the subject property is as follows:-</p> <table><tr><td>PT 2673</td><td>:</td><td>3,544.0746 square metres</td></tr><tr><td>PT 2684</td><td>:</td><td>3,405.3889 square metres</td></tr><tr><td>Total:</td><td>:</td><td>6,949.4635 square metres</td></tr></table> <p>=====</p> <p>(or approximately 74,803.33 square feet)</p>	PT 2673	:	3,544.0746 square metres	PT 2684	:	3,405.3889 square metres	Total:	:	6,949.4635 square metres	<p><u>Market Value</u></p> <p>RM4,200,000</p> <p><u>Date of Inspection</u></p> <p>12<sup>th</sup> June, 2007</p> <p><u>Method of Valuation</u></p> <p>In arriving at the Market Value of the subject property, we have adopted as our main approach, the Comparison Method of Valuation.</p> <p>In addition to the foregoing approach, we have also adopted the Cost Approach in this Valuation exercise.</p>
PT 2673	:	3,544.0746 square metres										
PT 2684	:	3,405.3889 square metres										
Total:	:	6,949.4635 square metres										

3.



227

15. VALUATION CERTIFICATE (Cont'd)

SCHEDULE 1

<p><b><u>Tenure</u></b></p> <p>P.T. No. 2673     60 years Leasehold Interest (Expiring on 5<sup>th</sup> August, 2048).</p> <p>P.T. No. 2684     60 years Leasehold Interest (Expiring on 1<sup>st</sup> November, 2048).</p> <p><b><u>Category of Land Use</u></b></p> <p>Perusahaan / Perindustrian</p> <p><b><u>Express Conditions:</u></b></p> <p>For P. T. Nos. 2673 &amp; 2684</p> <p>Pemilik yang berdaftar selepas Perbadanan Pembangunan Pulau Pinang hendaklah;</p> <p>i) Dalam tempoh masa 2 tahun dari tarikh diberi milik atau dalam jangka masa yang ditetapkan yang diluluskan oleh Pihak Berkuasa Negeri, mendirikan bangunan kilang atau bangunan kilang-kilang di atas tanah yang diberi milik itu mengikut pelan yang diluluskan oleh Pihak Berkuasa Tempatan dan hendaklah memilih haram bangunan atau bangunan-bangunan yang telah didirikan itu dengan memuassakan Pihak Berkuasa Tempatan.</p> <p>ii) Membersihkan, melupuskan atau menyebabkan berlakunya pembersihan dan perlupusan "effluents" perdagangan dalam bentuk atau cara yang memuassakan pihak-pihak berkuasa yang berkenaan.</p>	<p><b><u>P.T. No. 2673 (1½ Storey Factory)</u></b></p> <p>Framework : Steel portal framework with 0.9 metre high plastered brickwalls. Roof : Metal spandex roofing sheets laid on metal trusses. Wall : Brickwalls and metal cladding sheets. Ceiling : Asbestos sheets for suraus, assembly lines and office areas. Staircase : Plastered finish with ceramic tile and mild steel. Doors : Flush timber and metal roller shutter. Windows : Adjustable glass louvers for factory areas whilst for office area is aluminium casement.</p> <p><b><u>Building Areas</u></b></p> <table><tr><td>Ground floor</td><td>: 29,905.50 square feet</td></tr><tr><td>First floor</td><td>: 9,392.00 square feet</td></tr><tr><td>Total</td><td>: 39,297.50 square feet</td></tr><tr><td></td><td>=====</td></tr></table> <p><b><u>P.T. No. 2684 (1½ Storey Factory)</u></b></p> <p>Framework : Steel portal framework with 0.9 metre high plastered brickwalls. Roof : Metal spandex roofing sheets. Wall : Brickwalls and metal cladding sheets. Ceiling : Asbestos sheets for surau. Staircase : Mild steel. Doors : Timber flush and metal roller shutter. Windows : Adjustable glass louvers.</p>	Ground floor	: 29,905.50 square feet	First floor	: 9,392.00 square feet	Total	: 39,297.50 square feet		=====
Ground floor	: 29,905.50 square feet								
First floor	: 9,392.00 square feet								
Total	: 39,297.50 square feet								
	=====								

15. VALUATION CERTIFICATE (Cont'd)

SCHEDULE 1

<p>iii) Membayar dan menjelaskan semua cukai, kadar-kadar bayaran hasil dan lain-lain bayaran yang ditailkan pada masa itu terhadap tanah yang diberi milik tersebut atau mana-mana bahagian yang berkenaan yang dikenakan oleh Majlis Perbandaran Seberang Perai.</p> <p>iv) Memastikan bahawa 30% daripada pekerja-pekerja yang diambil dalam perniagaan untuk tanah yang diberimilik ini hendaklah terdiri dari kaum <b>BUMIPUTRA</b>.</p> <p><b><u>Restriction-In-Interest</u></b></p> <p>i) Tanah yang diberimilik ini tidak boleh di pindah milik, pajak, pajakan kecil atau dilupuskan tanpa kebenaran bertulis daripada Pihak Berkuasa Negeri.</p> <p>ii) Tanah yang diberimilik ini tidak boleh dipecah sempadan atau dipecah bahagian.</p> <p><b><u>Endorsement</u></b></p> <p>For P. T. No. 2673</p> <p>1) No Pers 15056/2006 Kaveat Persendirian atas Tanah oleh OCBC Bank (Malaysia) Bernhad. Didaftarkan pada 9hb Oktober, 2006. Suratk kuasa Wakil: 78433/2004.</p>	<p><b><u>Building Areas</u></b></p> <p>Production area : 25,987.50 square feet</p> <p>Attic floor : 2,746.00 square feet</p> <p>Surau/canteen : 392.00 square feet</p> <p>Total : 29,125.50 square feet</p> <p>=====</p> <p>(or approximately 2,705.76 square metres)</p>	
--	---	--

15. VALUATION CERTIFICATE (Cont'd)

SCHEDULE 1

	<div> <div>2) No Pers 37705/2006 Gadaian menjamin wang pokok kepada OCBC Bank (Malaysia) Berhad. Didaftarkan pada 29hb November, 2006. Suratkuasa Wakil: 78433/2004.</div> <div>For P. T. No. 2684</div> <div>1) No Pers 16121/1990 Jilid No: 6 Folio No: 104. Pajakan Sebahagian Tanah kepada Lembaga Elektrik Negara Tanah Melayu bagi tempoh masa selama 30 tahun mulai dari 15hb Mei, 1990 dan berakhir pada 14hb Mei, 2020. Didaftarkan pada 29hb September, 1990.</div> <div>2) No Pers 15056/2006 Kaveat Persendirian atas Tanah oleh OCBC Bank (Malaysia) Berhad. Didaftarkan pada 9hb Oktober, 2006. Suratkuasa Wakil: 78433/2004.</div> <div>3) No Pers 37705/2006 Gadaian menjamin wang pokok kepada OCBC Bank (Malaysia) Berhad. Didaftarkan pada 29hb November, 2006. Suratkuasa Wakil: 78433/2004.</div> <div>Town Planning</div> <div>Zoned for Industry</div> </div>	
--	--	--





# 15. VALUATION CERTIFICATE (Cont'd)

14 FEB 2008

Our Ref: VPG-SC-6/8/2007

## The Board of Directors

### Ewein Berhad

Plot 317 & 318, Tingkat Perusahaan Tiga, MK1  
Kawasan Perusahaan Perai  
13600 Prai  
Penang

Dear Sir,

## **VALUATION CERTIFICATE FOR PLANT AND MACHINERY ITEMS LOCATED AT KELPEN PLASTICS TECHNOLOGY SDN. BHD. P. T. NOS. 2673 & 2684, MUKIM 1, DAERAH SEBERANG PERAI TENGAH, PULAU PINANG.**

This letter has been prepared for the purpose of inclusion in this Prospectus. With reference to the instructions requesting us to ascertain the Market Value of the above mentioned plant and machinery, we confirm herewith that we have inspected the subject plant and machinery on **14<sup>th</sup> June, 2007** and completed all the relevant investigations.

We have adopted the Market Value as our basis of valuation, Market Value is defined as the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. For the purpose of this valuation exercise, the material date of valuation shall be the date of inspection as mentioned above.

We have valued the subject plant and machinery using the Comparison Method and Depreciated Replacement Cost Method of Valuation.



## Perunding Harta Tanah Antarabangsa • International Property Consultants

Dato Sr Zaki Hj Said DPTJ, JP, Bsc (London), FISM, Sr Wong Yin Fook Bsc (London), Sr Chou Yee Seng Bsc (Singapore), MISM, Sr Bock Chek Hai FISM, FRICS, IRRV, Sr Tajul Ariffin Mohd Idris MBS (Dubai), Adv Dip. Est. Mgt (UITM), MISM, MRICS, Sr Jacob Lim Hoong Teong MBA (UK), MISM, MRICS, Sr Ganesh Chinnappan B Sc (Hons) Prop. Mgt, Real Estate (Reading) MISM, Sr Lim Lian Hong B.L and Econ (UK), FISM, MRICS, Sr Ho Sek Chuen Assoc. Dip. Valuation (Aust.), FISM, Sr Michael Geh Thuan Peng B.Bs (Valuation & Land Econ) FISM, MRICS, Sr Azmi Omar Bsc (Hons) Land Mgt. (Reading), MISM, MRICS, Sr Ramli Osman ADK, MBA (Edith Cowan), Bsc (Hons) Land Mgt (Reading), FISM, MRICS, Sr Stephen Ng Kho Vui MISM.

KUALA LUMPUR	PULAU PINANG	BUTTERWORTH	IPOH	KLANG	PETALING JAYA	SUBANG JAYA
SEREMBAN	MELAKA	KUANTAN	JOHOR BAHRU	KUCHING	K. KINABALU	



Representative offices throughout Asia, Australia, New Zealand, Europe, Americas & Africa

**Raine & Horne**

www.rainehornepg.com

15. VALUATION CERTIFICATE (Cont'd)



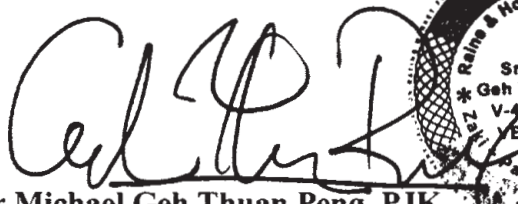
**MARKET VALUE**

In our opinion, the MARKET VALUE of PLANT AND MACHINERY ITEMS LOCATED AT KELPEN PLASTICS TECHNOLOGY SDN. BHD. P. T. NOS. 2673 & 2684, MUKIM 1, DAERAH SEBERANG PERAI TENGAH, PULAU PINANG on the assumption that they are in their existing condition, free from all encumbrances and on "as is where is" basis as at 14<sup>th</sup> June, 2007 is RINGGIT MALAYSIA TWO MILLION AND FIVE HUNDRED THOUSAND ONLY (RM2,500,000).

The Valuation Report as set out above has been carried out in accordance with the Guidelines on Asset Valuation issued by the Securities Commission and the Malaysian Valuation Standards issued by the Board of Valuers, Appraisals and Estate Agents Malaysia. We have relied upon the information provided to us by the client in arriving at the Market Value of the subject plant and machinery.

Yours faithfully,

For and on behalf of  
**RAINE & HORNE INTERNATIONAL  
ZAKI + PARTNERS SDN. BHD.**

  
**Sr Michael Geh Thuan Peng, PJK  
FISM, MRICS, CFP  
B. Business, Valuation & Land Economics, Australia  
Registered Valuer V-401**



MG/LG/cyj



# 15. VALUATION CERTIFICATE (Cont'd)

## A) PLASTIC INJECTION MOULDING MACHINES

ITEM	BRAND	MACHINE TONNAGE	MODEL NO.	COUNTRY OF ORIGIN	UNIT	SERIAL NO.	YEAR	CONDITION
1	TOSHIBA	550	T-IS 550 FA2 34A	JAPAN	1	815682	1994	Excellent
2	NISSEI	360	N-FE 360S 100A	JAPAN	1	A36P016	1995	Excellent
3	NISSEI	350	N-FS 350 SE	JAPAN	1	8335048	1983	Good
4	NISSEI	250	N-FS 250 SE	JAPAN	1	8325046	1983	Good
5	NISSEI	250	N-FS 250 SE	JAPAN	1	8625076	1986	Good
6	NISSEI	210	N-FE 210S50A SE	JAPAN	1	A21P079	1992	Good
7	NISSEI	200	N-FS 200 SE	JAPAN	1	-	1986	Good
8	NISSEI	170	N-FS 170 SE	JAPAN	1	8217057	1982	Good
9	NISSEI	170	N-FS 170 N	JAPAN	1	-	1986	Good
10	TOSHIBA	170	T-IS 170 FA 5A	JAPAN	1	265808	1992	Excellent
11	NISSEI	150	N-FS 150 SE	JAPAN	1	-	1982	Good
12	NISSEI	120	N-FE 120S18A SE	JAPAN	1	A12M059	1992	Excellent
13	NISSEI	120	N-FE 120S18A SE	JAPAN	1	A12M058	1992	Excellent
14	NISSEI	80	N-FE 80S12A SE	JAPAN	1	A08M073	1992	Excellent
15	NISSEI	80	N-FE 80S12A SE	JAPAN	1	A08M072	1992	Excellent
16	NISSEI	75	N-FS 75 S100 SE	JAPAN	1	S07C312	1985	Non-functioning
17	NISSEI	40	N-PS 40E 5A	JAPAN	1	-	1982	Good
18	NISSEI	40	N-PS 40E 5A	JAPAN	1	-	1982	Good
19	BATTENFELD	35	B-PLUS 350/75	GERMANY	1	PL35901517364	1995	Good
20	BATTENFELD	35	B-PLUS 350/76	GERMANY	1	PL35951417346	1995	Good

## B) TOOLING MACHINE

ITEM	BRAND	DESCRIPTION	MODEL NO.	COUNTRY OF ORIGIN	UNIT	SERIAL NO.	YEAR	CONDITION
1	HWACHEON	MILING MACHINE	-	CHINA	1	-	-	Good
2	WHACHEON	LATHE MACHINE	-	CHINA	1	-	-	Good
3	CHARMILLES	EDM DIE SHINKING MACHINE	FORM 4-LC	SWITZER LAND	1	5780642M	-	Good
4	JINYOUNG	GRINDING MACHINE	JFG-380M	JAPAN	1	90066	1990	Good
5	HITACHI	ARGON WELDING	300GP	JAPAN	1	-	-	Good
6	KONE	5 TON OVERHEAD CRANE	-	US	1	2095/92	1992	Good

# 15. VALUATION CERTIFICATE (Cont'd)

## (C) COATING LINE

ITEM	BRAND	MACHINE TONNAGE	MODEL NO.	COUNTRY OF ORIGIN	UNIT	SERIAL NO.	YEAR	CONDITION
1	-	SOLVENT METAL (ZINK) CLEANING MACHINE	TAN2T75DCT	JAPAN	1	DEG(5)BP/95	1995	Good
2	-	SPRAYING BOOTH WITH EXHAUST	-	LOCAL	1	-	-	Good
3	-	OVEN FOR COATING LINE (MAX 300°C)	-	LOCAL	-	-	-	Good
4	-	CONVEYOR BELT FOR COATING LINE (METAL CLEANING MACHINE)	-	LOCAL	1	-	-	Good
5	-	CONVEYOR BELT FOR COATING LINE (SPRAYING TO OVEN)	-	LOCAL	1	-	-	Good
6	-	BELT CONVEYOR 1 (ASSEMBLY ROOM)	-	LOCAL	1	-	-	Good
7	-	BELT CONVEYOR 2 (ASSEMBLY ROOM)	-	LOCAL	1	-	-	Good
8	-	BELT CONVEYOR 3 (ASSEMBLY ROOM)	-	LOCAL	1	-	-	Good
9	KENT ENGINEERING SDN BHD	TEMPO MACHINE 1 (PAD PRINTER)	PP-150	-	1	150-30-32	1994	Good
10	KENT ENGINEERING SDN BHD	TEMPO MACHINE 2 (PAD PRINTER)	PP-150	-	1	130-45-50	1997	Good
11	KENT ENGINEERING SDN BHD	TEMPO MACHINE 3 (PAD PRINTER)	PP-100S	-	1	100-41-35	1997	Good

## (D) LAB EQUIPMENT

ITEM	BRAND	MACHINE TONNAGE	MODEL NO.	COUNTRY OF ORIGIN	UNIT	SERIAL NO.	YEAR	CONDITION
1	MITUTOYO	CMM (500 X 400 X 400 mm)	UC 100	JAPAN	1	500290	-	Good
2	CEAST	MELT FLOW INDEXER	6841	US	1	11905	-	Good
3	BRABENDER MESSTECHNIK	MOISTURE CONTENT	AQUATRAC	-	1	A931200164	-	Good
4	MITUTOYO	PROFILE PROJECTOR	PJ-300	JAPAN	1	290104	-	Good
5	PANAMETRICS	THICKNESS GAUGE (0 ~ 4.064 mm)	MAGNAMIKE 8000	-	1	S/N 236295	-	Good
6	ZEISS	ROUGHNESS TESTER (400 mm)	SURFCOM OM 130A	US	1	KA1307HP	1999	Good
7	-	SIN BAR	-	-	1	-	-	Good
8	-	SIN DRESSER	-	-	1	-	-	Good
9	TC	PIN GAUGE (6.3 ~ 9.775 mm)	MM-2A	-	1 BOX	-	-	Good
10	TC	PIN GAUGE (1.550 ~ 6.257 mm)	MM-1	-	1 BOX	-	-	Good
11	MITUTOYO	BLOCK GAUGE	-	JAPAN	1 BOX	-	-	Good

# 15. VALUATION CERTIFICATE (Cont'd)

ITEM	BRAND	MACHINE TONNAGE	MODEL NO.	COUNTRY OF ORIGIN	UNIT	SERIAL NO.	YEAR	CONDITION
12	MITUTOYO	MICROMETER ( 0 ~ 25 mm)	-	JAPAN	2	20757	-	Good
13	MITUTOYO	MICROMETER ( 25 ~ 50 mm)	-	JAPAN	1	-	-	Good
14	MITUTOYO	MICROMETER ( 50 ~ 75 mm)	-	JAPAN	1	-	-	Good
15	MITUTOYO	MICROMETER ( 75 ~ 100 mm)	-	JAPAN	1	-	-	Good
16		DEPTH MICROMETER ( 0 ~ 25 mm)	-		1	-	-	Good
17	MITUTOYO	RADIUS GAUGE	186-902	JAPAN	1	-	-	Good
18	TESA	DIAL CALIPER (300mm)	-	US	3	3Z10688	-	Good
19	MITUTOYO	DIAL CALIPER (200mm)	-	JAPAN	1	C47108	-	Good
20	MITUTOYO	DIAL CALIPER (150mm)	-	JAPAN	4	5326589	-	Good
21	-	TEST INDICATOR (1mm & 10 mm)	-	-	1	-	-	Good
22	-	FILLER GAUGE	-	-	1	-	-	Good
23	MITUTOYO	HEIGHT GAUGE (33 mm)	-	JAPAN	1	9333295	-	Good

## (E) ACCESSORIES

ITEM	BRAND	MACHINE TONNAGE	MODEL NO.	COUNTRY OF ORIGIN	UNIT	SERIAL NO.	YEAR	CONDITION
1	SONY	ABRASION RESISTANCE	1705637	JAPAN	1	19824	-	
2	TC	PIN GAUGE (6.30 ~ 9.775 mm)	MM-2A	-	1	-	-	Good
3	VERMONT	PIN GAUGE (5.02 ~ 10.00 mm)	CM	-	1	-	-	Good
4	TC	PIN GAUGE (1.55 ~ 6.275 mm)	MM-1	-	2	-	-	Good
5	TC	PIN GAUGE (0.300 ~ 1.525 mm)	MM-0	-	1	-	-	Good
6	VERMONT	PIN GAUGE (0.22 ~ 1.20 mm)	AM	-	1	-	-	Good
7	MITUTOYO	BLACK GAUGE (0.5 ~ 100mm)	DIN 861	JAPAN	1	901734	-	Good
8	MITUTOYO	RADIUS GAUGE (7.5 ~ 15.0 mm)	186-106	JAPAN	1	92102904	-	Good
9	MITUTOYO	RADIUS GAUGE (1.0 ~ 7.0 mm)	186-105	JAPAN	1	9232604	-	Good
10	FUJITOOL	RADIUS GAUGE (0 ~ 10mm)	178MAA		1	9182701	-	Good
11	MITUTOYO	VERNIER CALIPER (150mm)	-	JAPAN	2	-	-	Good
12	MITUTOYO	DIGITAL CALIPER (150mm)	CD-6-CS	JAPAN	1	102036		Good
13	INTEC	DIGITAL CALIPER (300mm)	-	-	1	-	-	Good
14	MITUTOYO	DIGIMATIC MICROMETER (0 ~ 1")	-	JAPAN	1	-	-	Good
15	MINOLTA	CHROMAMETER	CR300	JAPAN	1	79271034	-	Good
16	AIKOH	PULL - PUSH GAUGE (20 kgf)	ANF-50	-	1	27513	-	Good
17	AIKOH	PULL - PUSH GAUGE (50N)	9500	-	1	106486	-	Good

# 15. VALUATION CERTIFICATE (Cont'd)

ITEM	BRAND	MACHINE TONNAGE	MODEL NO.	COUNTRY OF ORIGIN	UNIT	SERIAL NO.	YEAR	CONDITION
18	MITUTOYO	VERNIER CALIPER (600mm)	-	JAPAN	1	-	-	Good
19	KAIN CHUNG SCALE	WEIGHING MACHINE (0 - 50G)	-	-	2	-	-	Good
20	MITUTOYO	DIAL CALIPER (0 ~ 150mm)	CD-6B	JAPAN	2	5222390 / 5222382	-	Good
21	MITUTOYO	FEEL GAUGE (0.1 ~ 1.0mm)	-	JAPAN	1	184-301	-	Good
22	HUNTER	FEEL GAUGE (0.05 ~ 1.00mm)	-	-	1	-	-	Good
23	KINDLETEC	WEIGHING MACHINE (0 - 3000G)	BBR-3000	-	2	16007073 / 16007075	-	Good
24	MITUTOYO	HEIGHT GAUGE (0 ~ 300mm)	192-605	JAPAN	1	-	-	Good
25	MITUTOYO	HEIGHT GAUGE (0 ~ 600mm)	-	JAPAN	1	-	-	Good
26	DELTRONIC	PIN GAUGE (4.5mm)	-	US	1	-	-	Good
27	DELTRONIC	PIN GAUGE (INDIVIDUAL) (2.2mm)	-	US	1	-	-	Good
28	DELTRONIC	PIN GAUGE (INDIVIDUAL) (1.525mm)	-	US	1	-	-	Good
29	DELTRONIC	PIN GAUGE (INDIVIDUAL) (2.325mm)	-	US	1	-	-	Good
30	DELTRONIC	PIN GAUGE (INDIVIDUAL) (3.025mm)	-	US	1	-	-	Good
31	DELTRONIC	PIN GAUGE (INDIVIDUAL) (4.5mm)	-	US	3	-	-	Good
32	DELTRONIC	PIN GAUGE (INDIVIDUAL) (1.5mm)	-	US	1	-	-	Good
33	TESA	DIAL CALIPER (0 ~ 300mm)	-	-	1	3Z10631	-	Good
34	COUNTING M/C	WEIGHING MACHINE (0 ~ 30G)	NHC-30	-	1	582051386	-	Good
35	MITUTOYO	MICROMETER (0 ~ 25mm)	CE	JAPAN	1	6341843	-	Good
36	DELTRONIC	PIN GAUGE (INDIVIDUAL) (0.22mm)	-	US	2	-	-	Good
37	DELTRONIC	PIN GAUGE (INDIVIDUAL) (0.24mm)	-	US	2	-	-	Good
38	INTEC	MICROMETER (25 ~ 50mm)	-	-	1	OEO 40108	-	Good
39	GIROD	VERNIER CALIPER (0 ~ 500mm)	-	-	1	251132054	-	Good
40	DEANGE	THERMOCOUPLE	-	-	1	-	-	Good
41		THERMOCOUPLE	-	-	1	-	-	Good
42		THERMOCOUPLE	-	-	1	-	-	Good
43	SENSETECH	THORMOMETER (100°C)	305 / ST 128	-	2	31638 / 612123	-	Good
44	NHON HOA	WEIGHING MACHINE (20KG)	-	-	1	-	-	Good
45	KERN	WEIGHING MACHINE (0 ~ 150G)	822	-	1	58434	-	Good
46	HIOS	DIGITAL TOQUEMETER (100kgf)	HP-100	-	1	9680	-	Good

## 16. ADDITIONAL INFORMATION

### 16.1 SHARE CAPITAL

- (i) No Ewein Shares will be allotted or issued on the basis of this Prospectus later than twelve (12) months after the date of this Prospectus.
- (ii) Our Company has no founder, management or deferred shares. There is only one (1) class of shares, namely, ordinary shares of RM0.50 each, all of which rank equally with one another.
- (iii) Other than the subscriber shares and shares issued pursuant to Acquisitions, no capital of the Company or of its subsidiary companies has been issued or been agreed to be issued or is proposed to be issued as fully or partly paid-up, for cash or otherwise, within the two (2) years immediately preceding the date of this Prospectus.
- (iv) As at the date of this Prospectus, other than the 1,000,000 Offer Shares reserved for the eligible Directors and employees of our Group, there are no share schemes involving our Group's employees.
- (v) As at the date of this Prospectus, our Company does not have any outstanding convertible debt securities.
- (vi) Save for the Listing, there is no present intention on the part of our Directors to issue any part of the authorised but unissued share capital of the Company.

### 16.2 ARTICLES OF ASSOCIATION

The following provisions are reproduced from the Company's Articles of Association ("Articles"). The words and expressions appearing in the following provisions shall bear the same meaning used in the Articles unless they are otherwise defined here or the context otherwise requires:

#### (i) Transfer of Securities

##### **Article 49**

Subject to these Articles, the Act, the Depositories Act and the Rules of the Depository (with respect to transfer of Prescribed Security), every transfer of shares or securities or any class of listed securities in the Company shall be by way of book entry by the Depository in accordance with the Rules of the Depository and, notwithstanding Sections 103 and 104 of the Act and any exemption that may be made from the compliance with sub-Section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.

#### (ii) Remuneration of Directors

##### **Article 129**

The fees of the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company in general meeting and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office Provided Always that:-



---

**16. ADDITIONAL INFORMATION (Cont'd)**


---

- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
- (b) salaries and other emoluments payable to executive Directors shall from time to time be determined by the board of Directors and such salaries and other emoluments may not include a commission on or percentage of turnover;
- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
- (d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

**(iii) Voting and Borrowing Powers of Directors**
**Article 144**

Subject to the restriction in Article 145 and provided always that the provisions of the Act and the Listing Requirements are complied with:

- (1) The Directors may exercise all the powers of the Company to borrow any sum or sums of money from any person, bank, firm or company and to mortgage or charge its undertaking, property and uncalled capital, and any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its subsidiaries, or any related or associate corporation.
- (2) The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations or for the benefit or interest of the Company, or its subsidiaries, or any related or associate corporation.
- (3) The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or its subsidiaries including any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or its subsidiaries or otherwise.

**Article 145**

The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or any uncalled capital, or to issue debentures or other securities, whether outright or as security for any debt, liability or obligation of an unrelated third party.

**Article 152**

- (1) A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these Articles vested in or exercisable by the Directors generally. Subject to these Articles, questions arising at any meeting of the Directors shall be decided by a majority of votes.
- (2) In the case of an equality of votes, the Chairman shall have a second or casting vote, except in a meeting where only two (2) Directors form a quorum or where only two (2) Directors are competent to vote on the question at issue.

---

**16. ADDITIONAL INFORMATION (Cont'd)**


---

**(iv) Changes in Capital and Variation of Class Rights**
**Article 14**

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may (subject to Sections 55 and 65 of the Act and whether or not the Company is being wound up) be varied with:

- (1) the consent in writing of the holders of three-fourths (3/4) of the issued shares of that class; or
- (2) the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.

To every such separate general meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, except that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-tenth (1/10) of the issued shares of the class (but so that if at any adjourned meeting of such holders, a quorum is not present, the holders present, shall form a quorum), and any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution, the provisions of Section 152 of the Act shall with such adaptations as are necessary, apply.

**Article 15**

Subject to Section 65 of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

**Article 25**

The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

**Article 69**

Without prejudice to the rights attached to any existing shares or class of shares, the Company in general meeting may by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase.

---

**16. ADDITIONAL INFORMATION (Cont'd)**


---

**Article 71**

The Company may by ordinary resolution:-

- (1) increase its share capital in accordance with Article 69;
- (2) consolidate and divide all or any of its share capital into shares of larger amount;
- (3) convert any paid-up shares into stock, and reconvert any stock into paid-up shares in accordance with Article 65;
- (4) subdivide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act) and so that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. Any resolution whereby any share is sub-divided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards dividends, return of capital voting or otherwise over the other or others of such shares;
- (5) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled provided that a cancellation of shares shall not be deemed to be a reduction of share capital within the meaning of the Act.

**16.3 PROMOTER, DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

- (i) Our Directors are not required to hold any qualification share in the Company unless otherwise so fixed the Company in general meeting.
- (ii) Other than salaries, allowances, or employment related benefits as disclosed in Section 7.2.4 this Prospectus and dividends (if any) payable to our Promoter, Directors or substantial shareholders as shareholders of Ewein, there are no amounts or benefits paid or given within the two (2) years immediately preceding the date of this Prospectus, nor is it intended to be so paid or given, to any Promoter, Directors or substantial shareholders.
- (iii) Save as disclosed in Section 10.2 of this Prospectus, none of our Promoter, Directors or substantial shareholders has any interest in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to our Group's business, taken as a whole.

**16.4 MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

Neither the Company nor its subsidiary companies is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of the Company and/or its subsidiary companies upon becoming enforceable and the Directors of Ewein do not have any knowledge of any proceedings pending or threatened against the Company and/or its subsidiary companies or any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Company and/or its subsidiary companies.



## 16. ADDITIONAL INFORMATION (Cont'd)

### 16.5 MATERIAL CONTRACTS

Save as disclosed below, there are no contracts which are material (not being contracts entered into in the ordinary course of business) that have been entered into by our Company and subsidiary companies within the two (2) years immediately prior to the date of this Prospectus:

- (i) Underwriting Agreement dated 18 February 2008 between Hijauwasa and MBMR of the first part, Ewein of the second part, Alliance as the Managing Underwriter of the third part and Alliance, M&A Securities Sdn Bhd and MIMB Investment Bank Berhad (collectively referred to as the Underwriters) of the fourth part for the underwriting of 25,117,557 Offer Shares ("Underwritten Shares") by the Underwriters at an underwriting commission of 2.0% of the Offer Price of the Underwritten Shares;
- (ii) Conditional Share Sale Agreement dated 31 May 2007 between Hijauwasa and MBMR of the one part as vendors and Ewein of the other part as purchaser for the acquisition of the entire issued and paid-up share capital of MBMI comprising 18,000,000 ordinary shares of RM1.00 each, for a total consideration of RM50,024,780 to be satisfied by the issuance of 100,049,560 new ordinary shares of RM0.50 each in Ewein at par to the vendors. This Conditional Share Sale Agreement is supplemented by a Supplemental Agreement dated 17 July 2007 between Hijauwasa and MBMR of the one part as vendors and Ewein of the other part as purchaser whereby the parties agreed to revise the total purchase consideration for the acquisition of the entire issued and paid-up share capital of MBMI comprising 18,000,000 ordinary shares of RM1.00 each in MBMI to RM49,482,493 to be fully satisfied by the issuance of 98,964,986 new Ewein Shares at par to the vendors; and
- (iii) Conditional Share Sale Agreement dated 31 May 2007 between Abdul Rahim bin Ismail and Ong Ching Kok of the one part as vendors and Ewein of the other part as purchaser for the acquisition of 46% of the issued and paid-up share capital of KRSB held by the vendors comprising 920,000 ordinary shares of RM1.00 each, for a total consideration of RM3,710,719 to be satisfied by the issuance of 7,421,438 new ordinary shares of RM0.50 each in Ewein at par to the vendors. This Conditional Share Sale Agreement is supplemented by a Supplemental Agreement dated 17 July 2007 between Abdul Rahim bin Ismail and Ong Ching Kok, of the one part as vendors and Ewein of the other part as purchaser whereby the parties agreed to revise the total purchase consideration for the acquisition of the remaining 46% equity interest in KRSB comprising 920,000 ordinary shares of RM1.00 each in KRSB to RM3,248,806 to be fully satisfied by the issuance of 6,497,612 new Ewein Shares at par to the vendors.

### 16.6 PUBLIC TAKE-OVER OFFERS

None of the following has occurred in the last financial year and/or the current financial year up to the date of this Prospectus:

- (i) Public take-over offers by third parties for the shares of the Company or any of its subsidiary companies; or
- (ii) Public take-over offers by the Company or any of its subsidiary companies for other companies' shares.

### 16.7 CONTROL OVER THE GROUP

Save for the substantial shareholders as disclosed in Section 7.1 of this Prospectus, there are no persons who are able to, directly or indirectly, jointly or severally, exercise control over our Group.

---

## 16. ADDITIONAL INFORMATION *(Cont'd)*

---

### 16.8 CONSENTS

The written consents of the Adviser, the Underwriters, the Solicitors, the Principal Bankers, the Issuing House, the Registrar and the Company Secretary to the inclusion in this Prospectus of their names and all references thereto in the manner, form and context in which their names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of its name, Accountants' Report and Reporting Accountants' letter on the Consolidated Profit Forecast for the FYE 31 December 2008 and the Reporting Accountants' letter on Proforma Consolidated Financial Information of Ewein and all references thereto in the manner, form and context in which they appear in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

The written consent of the Valuer to the inclusion in this Prospectus of its name and letters relating to the valuation of the properties and all references thereto in the manner, form and context in which they appear in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

The written consent of the Independent Market Researcher to the inclusion in this Prospectus of its name, Executive Summary of the Independent Market Research Report and all reference thereto in the manner, form and context in which they appear in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

### 16.9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office (or such other place as the SC may determine) during office hours for a period of twelve (12) months from the date of this Prospectus.

- (a) The Memorandum and Articles of Association of Ewein;
- (b) The Accountants' Report as included in Section 13 of this Prospectus;
- (c) The Directors' Report as included in Section 14 of this Prospectus;
- (d) The Reporting Accountants' letter relating to the consolidated profit forecast for the FYE 31 December 2008 as included in Section 12 of this Prospectus;
- (e) The Reporting Accountants' letter relating to the proforma consolidated financial information as included in Section 10 of this Prospectus;
- (f) The audited financial statements of Ewein since its incorporation to 31 December 2006 and for the FYE 31 December 2007 and the audited financial statements of the subsidiary companies of Ewein for the past three (3) financial years/periods;
- (g) The Executive Summary of the Independent Market Research Report as included in Section 6 of this Prospectus and the Independent Market Research Report dated 23 July 2007;
- (h) The valuation certificates prepared by Raine & Horne as included in Section 15 of this Prospectus and the valuation reports dated 12 June 2007 and 14 June 2007;
- (i) The material contracts referred to under Sections 16.5 of this Prospectus; and
- (j) The letters of consent referred to under Section 16.8 of this Prospectus.

---

**16. ADDITIONAL INFORMATION (Cont'd)**

---

**16.10 RESPONSIBILITY STATEMENT**

This Prospectus has been seen and approved by the Directors and the Promoter of Ewein and the Offerors and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no false or misleading statements or other facts the omission of which would make any statement herein false or misleading. The Directors hereby accept full responsibility for the profit forecast included in this Prospectus and confirm that the profit forecast has been prepared based on the assumptions made.

Alliance, as the Adviser and Managing Underwriter, acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning the Offers. Alliance is satisfied that the profit forecast (for which the Directors of the Company are fully responsible), prepared for inclusion in this Prospectus has been stated by the Directors after due and careful enquiry and have been duly reviewed by the Reporting Accountants.

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK
---

## 17. PROCEDURES FOR APPLICATION AND ACCEPTANCE

### 17.1 OPENING AND CLOSING OF APPLICATIONS

OPENING OF APPLICATIONS: 10.00 A.M. ON 10 MARCH 2008.

CLOSING OF APPLICATIONS: 5.00 P.M. ON 17 MARCH 2008.

Our Directors, the Underwriters and the Offerors may mutually decide, at their absolute discretion, to extend the date and time for the closing of applications to any later date or dates. If the date for the closing of applications is extended, the dates of the balloting, allotment and our listing would be extended accordingly. Any extension of the date for the closing of applications will be announced in a widely circulated English and Bahasa Malaysia newspaper not less than one (1) Market Day before the original date of the closing of applications. **Late applications will not be accepted.**

### 17.2 ELIGIBILITY

You can only apply for Ewein Shares if you fulfil all of the following:

- (i) You must have a CDS account. If you do not have a CDS account, you may open one (1) by contacting any ADA listed in Section 17.9;
- (ii) You must be one (1) of the following:
  - (a) A Malaysian citizen who is at least eighteen (18) years old as at the closing of applications;
  - (b) Foreign citizen having a correspondence address in Malaysia who is at least eighteen (18) years old at the closing of applications;
  - (c) A corporation/institution incorporated in Malaysia where, there is a majority of Malaysian citizens on your board of directors/trustee and if you have a share capital, more than half of your issued share capital, excluding preferred share capital, is held by Malaysians;
  - (d) A superannuation, provident or pension fund established or operating in Malaysia; or
  - (e) A corporation/institution incorporated outside Malaysia and having a correspondence address in Malaysia with CDS account.

Applications from trustees, persons under eighteen (18) years of age, sole proprietorships, partnerships or other incorporated bodies or associations, other than corporations/institutions referred to in (ii)(c) or (d) above or the trustees thereof will not be accepted; and

- (iii) You are not a director or employee of MIDFCCS or their immediate family members.

### 17.3 PROCEDURES FOR APPLICATION

#### 17.3.1 Methods of Application

CLASS OF APPLICANTS	APPLICATION METHOD
The eligible Directors and employees who have contributed to the Group's success	Pink Application Form only
Public (for individuals)	White Application Form or ESA*
Public (for non individuals, e.g. corporations and institutions)	White Application Form only
Shareholders of MBMR as at 5.00 p.m. on 6 March 2008	Blue Application Form only

---

## 17. PROCEDURES FOR APPLICATION AND ACCEPTANCE *(Cont'd)*

---

*Note:*

\* *A surcharge of RM2.50 per ESA will be charged by the Participating Financial Institutions.*

### 17.3.2 Procedures for Application by way of White Application Form

The eligible Directors and employees of the Group will be distributed **Pink** Application Forms. Their application must follow the notes and instructions in the said documents and where relevant, this Prospectus.

The Public should follow the following procedure in making their applications:

#### **Step 1: Obtain application documents**

Obtain the **White** Application Form together with the White Official “A” and “B” envelopes and this Prospectus. These documents can be obtained subject to availability from the following parties:

- (a) Alliance;
- (b) participating organisations of the Securities Exchange;
- (c) members of the Association of Banks in Malaysia;
- (d) members of the Malaysian Investment Banking Association in Malaysia; and
- (e) MIDFCCS.

#### **Step 2: Read the Prospectus**

In accordance with Section 232(2) of the CMS Act, the Application Forms are accompanied by this Prospectus. You are advised to read and understand the Prospectus before making your application.

#### **Step 3: Complete the White Application Form**

Complete the White Application Form legibly and **STRICTLY** in accordance with the notes and instructions printed on it and in this Prospectus.

##### **(i) Personal particulars**

You must ensure that your personal particulars submitted in your application are identical with the records maintained by Bursa Depository. Please inform Bursa Depository promptly of any changes to your personal particulars.

If you are an individual and you are not a member of the armed forces or police, your name and national registration identity card (“NRIC”)/passport number must be the same as:

- (a) your NRIC/passport;
- (b) any valid temporary identity document issued by the National Registration Department from time to time; or
- (c) your “Resit Pengenalan Sementara (KPPK 09)” issued pursuant to Peraturan 5(5), Peraturan-peraturan Pendaftaran Negara 1990.

If you are a member of the armed forces or police, your name and your armed forces or police personnel number, as the case may be, must be exactly as that stated in your authority card.

---

## 17. PROCEDURES FOR APPLICATION AND ACCEPTANCE *(Cont'd)*

---

For corporations/institutions, the name and certificate of incorporation number must be the same as that stated in the certificate of incorporation.

**(ii) CDS account number**

You must state your CDS account number in the space provided in the Application Form. Invalid or third party CDS accounts will **not** be accepted.

**(iii) Details of payment**

You must state the details of your payment in the appropriate boxes provided in the White Application Form.

**Step 4: Prepare appropriate form of payment**

Prepare the correct form of payment in RM for the FULL amount payable for the Offer for Sale Shares based on the Offer Price, which is RM0.70 per Ewein Share.

Payment must be made out in favour of **“MIDF SHARE ISSUE ACCOUNT NO. 622”** and crossed **“A/C PAYEE ONLY”** (excluding ATM statements) and endorsed on the reverse side with your name and address. We only accept the following forms of payment:

- (i) banker's draft or cashier's order purchased within Malaysia only and drawn on a bank in Kuala Lumpur (differentiated by a special red band for Bumiputera applicants);
- (ii) money order or postal order (for applicants from Sabah and Sarawak only);
- (iii) Guaranteed Giro Order (“GGO”) from Bank Simpanan Nasional Malaysia Berhad (differentiated by a special red band for Bumiputera applicants); or
- (iv) ATM statement obtained only from any of the following:
  - AFFIN BANK BERHAD;
  - ALLIANCE BANK MALAYSIA BERHAD;
  - AMBANK (M) BERHAD;
  - CIMB BANK BERHAD (formerly known as Bumiputra-Commerce Bank Berhad and Southern Bank Berhad);
  - EON BANK BERHAD;
  - HONG LEONG BANK BERHAD;
  - MALAYAN BANKING BERHAD;
  - PUBLIC BANK BERHAD; OR
  - RHB BANK BERHAD.

Applications with excess or insufficient remittances or inappropriate forms of payment will not be accepted.

**Step 5: Finalise application**

Insert the White Application Form with payment and a legible photocopy of your identification document (NRIC/passport/valid temporary identity document issued by the National Registration Department/“Resit Pengenalan Sementara (KPPK 09)”/authority card/certificate of incorporation) into White Official “A” envelope and seal it. Write your name and address on the outside of the White Official “A” and “B” envelopes. The name and address written must be identical to your name and address as per your NRIC/passport/valid temporary identity documents issued by the National Registration Department/“Resit Pengenalan Sementara (KPPK 09)”/authority card/certificate of incorporation. Affix a stamp on the White Official “A” envelope and insert the White Official “A” envelope into White Official “B” envelope.

## 17. PROCEDURES FOR APPLICATION AND ACCEPTANCE (*Cont'd*)

### Step 6: Submit application

You can submit your application in White Official "B" envelope by either of the following methods:

- (a) despatch by **ORDINARY POST** to:  
MIDF Consultancy and Corporate Services Sendirian Berhad  
Level 8, Menara MIDF  
82 Jalan Raja Chulan  
50200 Kuala Lumpur  
P.O.Box 11122  
50736 Kuala Lumpur ; or
- (b) **DELIVER BY HAND** and deposit in the Drop-in Boxes provided at the Ground Floor of Menara MIDF, 82 Jalan Raja Chulan, 50200 Kuala Lumpur so as to arrive not later than 5.00 p.m. on 17 March 2008, or
- (c) **DELIVER BY HAND** and deposit in the Drop-in Boxes provided at the Ground Floor of Bangunan MIDF, 195A Jalan Tun Razak, 50400 Kuala Lumpur, so as to arrive not later than 5.00 p.m. on 17 March 2008.

### 17.3.3 Procedures for application by way of an ESA

Applications for Ewein Shares by way of ESA are only applicable to members of the Public who are individuals. Please read carefully and follow the terms of this Prospectus, the procedures, terms and conditions for ESA and the procedures set out on the ATM screens of the Participating Financial Institutions before making an ESA.

- (i) **Steps for ESA through a Participating Financial Institution's ATM**
  - (a) You must have an account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account;
  - (b) You must have a CDS account; and
  - (c) You are to apply for the Offer for Sale Shares *via* the ATM of the Participating Financial Institution by choosing the ESA option. Mandatory statements required in the application are set out in the terms and conditions of ESA (see Section 17.3.3(iii) below). You are to enter at least the following information through the ATM where the instructions on the ATM screen at which you enter your ESA requires you to do so:
    - Personal Identification Number ("PIN");
    - **MIDF Share Issue Account Number 622;**
    - CDS Account Number;
    - Number of Offer for Sale Shares applied for and/or the RM amount to be debited from the account; and
    - Confirmation of several mandatory statements.

---

## 17. PROCEDURES FOR APPLICATION AND ACCEPTANCE *(Cont'd)*

---

### (ii) Participating Financial Institutions

ESA may be made through an ATM of the following Participating Financial Institutions and their branches:

- AFFIN BANK BERHAD;
- AMBANK (M) BERHAD;
- BANK MUAMALAT MALAYSIA BERHAD;
- CIMB BANK BERHAD;
- EON BANK BERHAD;
- HSBC BANK MALAYSIA BERHAD;
- MALAYAN BANKING BERHAD;
- OCBC BANK (MALAYSIA) BERHAD;
- RHB BANK BERHAD; OR
- STANDARD CHARTERED BANK MALAYSIA BERHAD (at selected branches only).

### (iii) Terms and Conditions of ESA

The procedures for ESA at ATMs of Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions ("Steps"). For illustration purposes, the procedures for ESA at ATMs are set out in Section 17.3.3(i) "Steps for ESA through a Participating Financial Institution's ATM". The Steps set out the actions that you must take at the ATM to complete an ESA. Please read carefully the terms of this Prospectus, the Steps and the terms and conditions for ESA set out below before making an ESA.

You must have a CDS account to be eligible to utilise the facility. You must have an existing account with, and be an ATM cardholder of, one of the Participating Financial Institutions before you can make an ESA at an ATM of the Participating Financial Institution. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for Offer for Sale Shares at an ATM belonging to other Participating Financial Institutions. Upon the completion of his ESA transaction, you will receive a computer-generated transaction slip ("Transaction Record"), confirming the details of your ESA. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the ESA or any data relating to such an ESA by our Company or MIDFCCS. You must retain the Transaction Record and should not submit the Transaction Record with any Application Form.

Upon the closing of applications for the Offer for Sale Shares on 17 March 2008 at 5.00 p.m. ("Closing Date and Time"), the Participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the Offer for Sale Shares to MIDFCCS as soon as practicable but not later than 12.00 p.m. of the 2<sup>nd</sup> business day after the Closing Date and Time.

You will be allowed to make an ESA for the Offer for Sale Shares *via* an ATM that accepts the ATM cards of the Participating Financial Institution with which you have an account at one of its branches, subject to you making only one application.

YOU MUST ENSURE THAT YOU USE YOUR OWN CDS ACCOUNT NUMBER WHEN MAKING AN ESA. IF YOU OPERATE A JOINT ACCOUNT WITH ANY PARTICIPATING FINANCIAL INSTITUTION YOU MUST ENSURE THAT YOU ENTER YOUR OWN CDS ACCOUNT NUMBER WHEN USING AN ATM CARD ISSUED TO YOU IN YOUR OWN NAME. YOUR APPLICATION WILL BE REJECTED IF YOU FAIL TO COMPLY WITH THE FOREGOING.



---

**17. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**


---

The ESA shall be made on, and subject to, the above terms and conditions as well as the terms and conditions appearing below:

- (i) The ESA shall be made in relation with and subject to the terms of this Prospectus and our Memorandum and Articles of Association.
- (ii) You are required to confirm the following statements (by depressing predesignated keys (or buttons) on the ATM keyboard) and undertake that the following information given is true and correct:
  - You have attained 18 years of age as at the closing date of the share application;
  - You are a Malaysian citizen residing in Malaysia;
  - You have read the Prospectus and understood and agreed with the terms and conditions of the application;
  - This is the only application that you are submitting; and
  - You hereby give consent to the Participating Financial Institution and the Bursa Depository to disclose information pertaining to you and your account with the Participating Financial Institution and the Bursa Depository to MIDFCCS and other relevant authorities.

The application will not be successfully completed and cannot be recorded, as a completed transaction at the ATM unless you complete all the steps required by the Participating Financial Institutions. By doing so, you shall be treated as signifying your confirmation of each of the above statements as well as giving consent in accordance with the relevant laws of Malaysia including Section 97 of the Banking and Financial Institutions Act, 1989 and Section 45 of the Securities Industry (Central Depositories) Act, 1991 to the disclosure by the relevant Participating Financial Institution or the Bursa Depository, as the case may be, of any of your particulars to MIDFCCS, or any relevant regulatory bodies.

- (iii) You confirm that you are not applying for the Offer for Sale Shares as nominee of any other person and that any ESA that you make is made by you as beneficial owner. You shall only make one (1) ESA and shall not make any other application for the Offer for Sale Shares, whether at the ATMs of any Participating Financial Institution or on the prescribed Application Forms.
- (iv) You must have sufficient funds in your account with the relevant Participating Financial Institutions at the time you make your ESA, failing which your ESA will not be completed. Any ESA, which does not strictly conform to the instructions set out on the screens of the ATM through which the ESA is being made, will be rejected.
- (v) You agree and undertake to subscribe for or purchase and to accept the number of Offer for Sale Shares applied for as stated on the Transaction Record or any lesser number of Offer for Sale Shares that may be allotted or allocated to you in respect of your ESA. In the event that we decide to allot or allocate any lesser number of such Offer for Sale Shares or not to allot or allocate any Offer for Sale Shares to you, you agree to accept any such decision as final. If your ESA is successful, your confirmation (by your action of pressing the designated key on the ATM) of the number of Offer for Sale Shares applied for shall signify, and shall be treated as, your acceptance of the number of Offer for Sale Shares that may be allotted or allocated to you and to be bound by our Memorandum and Articles of Association.

---

**17. PROCEDURES FOR APPLICATION AND ACCEPTANCE (Cont'd)**


---

- (vi) MIDFCCS, acting under the authority of our Directors, reserves the right to reject any ESA or accept any ESA in part only without assigning any reason thereof. Due consideration will be given to the desirability of allotting or allocating the Offer for Sale Shares to a reasonable number of applicants with a view to establishing an adequate market for the Offer for Sale Shares.

- (vii) Where an ESA is not accepted or accepted in part only, the relevant Participating Financial Institutions will be informed of the non-successful or partially successful applications. Where an ESA is not successful, the relevant Participating Financial Institution will credit the full amount of the application monies without interest into your account with that Participating Financial Institution within 2 Market Days after the receipt of confirmation from MIDFCCS. MIDFCCS shall inform the Participating Financial Institutions of the non-successful or partially successful applications within 2 Market Days after the balloting date. You may check your account on our Listing day.

If your ESA is accepted in part only, the relevant Participating Financial Institution will credit the balance of the application monies without interest into your account with the Participating Financial Institution within 2 Market Days after the receipt of confirmation from MIDFCCS. A number of applications will, however, be held in reserve to replace any successfully balloted applications, which are subsequently rejected. For such applications, which are subsequently rejected, the application monies without interest will be refunded to you by MIDFCCS by way of cheques issued by MIDFCCS. The cheques will be issued to the applicants not later than 10 Market Days from the date of the final ballot of the application lists.

Should you encounter any problems with your application, you may refer to the Participating Financial Institutions.

- (viii) You request and authorise us:
- (a) to credit the Offer for Sale Shares allotted or allocated to you into your CDS account; and
  - (b) to issue share certificate(s) representing such Offer for Sale Shares allocated in the name of Bursa Malaysia Depository Nominees Sdn Bhd and send the same to Bursa Depository.

- (ix) You, acknowledging that your ESA is subject to the risks of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond our control, MIDFCCS or the Participating Financial Institution, irrevocably agree that if:

- (a) Our Company or MIDFCCS does not receive your ESA; and
- (b) Data relating to your ESA is wholly or partially lost, corrupted or not otherwise accessible, or not transmitted or communicated to us or MIDFCCS,

you shall be deemed not to have made an ESA and you shall not claim whatsoever against our Company, MIDFCCS or the Participating Financial Institution for the Offer for Sale Shares applied for or for any compensation, loss or damage.

- (x) All your particulars in the records of the relevant Participating Financial Institution at the time you make your ESA shall be deemed to be true and correct and we, MIDFCCS and the relevant Participating Financial Institution shall be entitled to rely on the accuracy thereof.