
5. RESTRUCTURING SCHEME

5.1 Background Information On Pencorp

Pencorp was listed on the Second Board of the KLSE on 22 November 1996. The present issued and paid-up share capital of Pencorp is RM59,999,997 comprising 59,999,997 Shares. Pencorp is principally an investment holding company with three (3) wholly owned subsidiaries and one (1) associated company. The Pencorp Group is mainly involved in the business of construction and general civil engineering contractor. Following adverse effects from the Asian financial crisis in 1997 and the continued poor economic performance and subdued construction activities especially in the non-residential sub sector as a result of excess supply of office and retail space, the business activities of Pencorp Group has been severely affected since the financial year ended 31 December 1999. As a result, the Pencorp Group is unable to repay its debts, due to its poor financial position and loss-making businesses.

On 23 February 2001, Pencorp announced to the KLSE that it has been deemed as an "Affected Listed Issuer" under the Practice Note 4 ("PN 4") of the Listing Requirements of the KLSE in view that there has been a qualification based on "disclaimer" of opinion in the Auditors' report on Pencorp and its subsidiaries in respect of the company's going concern, in its audited accounts for the financial year ended 31 December 1999 ("First Announcement"). As an Affected Listed Issuer under PN 4, Pencorp is required to comply with the following obligations to regularise its financial position, failing which, Pencorp may risk being de-listed from the Official List of the Second Board of the KLSE:-

- (i) Pencorp must within six (6) months from the date of its First Announcement, make an announcement to the KLSE of a plan to regularise its financial condition ("Requisite Announcement");
- (ii) Pencorp must submit a plan to regularise its financial condition to the relevant authorities for approval within two (2) months from the date of the Requisite Announcement; and
- (iii) Pencorp must obtain all approvals from the relevant authorities necessary for the implementation of such plan within four (4) months from the date of submission.

On 27 June 2002, AmMerchant Bank, on behalf of the board of directors of Pencorp, announced to the KLSE that Pencorp had on even date entered into a Memorandum of Understanding ("MOU") with Dato' Lim Sin Khong ("White Knight") to undertake a debt restructuring proposal to regularise Pencorp's financial condition. The MOU involved, *inter-alia*, the acquisitions of the entire equity share capital of two (2) companies, namely VTI and VTH from White Knight and the other shareholders of Vintage Group.

On 29 August 2002, AmMerchant Bank, on behalf of Pencorp, announced that Pencorp had on 28 August 2002, entered into a definitive agreement with VVB, the Vendors Of Vintage Group and the late Mr Ong Guan Hooi to agree, covenant and undertake with each other to participate in the Restructuring Scheme ("Definitive Agreement"). The Definitive Agreement outlines, *inter-alia*, the Restructuring Scheme.

5. RESTRUCTURING SCHEME (Cont'd)

In order to facilitate the implementation of the Restructuring Scheme, the Pencorp Group had made an application to the High Court of Malaya ("Court") under Section 176 of the Act. On 12 November 2002, AmMerchant Bank, on behalf of the board of directors of Pencorp, announced to the KLSE that Pencorp Group had obtained a restraining order pursuant to Section 176 (10) of the Act from the Court vide its order dated 15 October 2002 for a period of ninety (90) days, commencing from 15 October 2002. On 7 November 2002, the Court had further granted an order to Pencorp Group to convene meetings of the creditors pursuant to Section 176 (1) of the Act. The Scheme Creditors have approved the Restructuring Scheme at the Court convened meetings held on 12 December 2002. On 9 January 2003, AmMerchant Bank had announced, on behalf of the Company that the Court had extended the restraining order for ninety (90) days from 15 January 2003 and on 28 January 2003, the Court had granted an order for Pencorp Group to convene meeting of the members pursuant to Section 176 (1) of the Act on or before 15 April 2003, from 9.00 a.m. to 5.00 p.m.

On 8 April 2003, AmMerchant Bank had announced, on behalf of Pencorp that the Court had on 27 March 2003 further extended the restraining order for another ninety (90) days from 15 April 2003. In addition, the Court had also on the same date granted another Court order for Pencorp Group to convene meeting of the members on or before 15 July 2003, from 9.00 a.m. to 9.00 p.m. Subsequently on 17 May 2003, the Court Convened Meeting and EGM were convened and the shareholders of Pencorp have approved the Restructuring Scheme. Thereafter, Pencorp had made a petition to the Court for its sanction on the Restructuring Scheme.

AmMerchant Bank had on 13 June 2003 announced, on behalf of the Pencorp that the Court had on 3 June 2003 duly "Ordered And Directed" that :-

- i) the Restructuring Scheme be sanctioned by the Court so as to be binding on Pencorp and the holders of ordinary shares in the capital of Pencorp as well as creditors, secured and unsecured of Pencorp; and
- ii) the reduction of capital of Pencorp proposed to be effected by the special resolution passed at the EGM of the company on 17 May 2003 be confirmed and approved by the Court.

5.2 Restructuring Scheme

The Restructuring Scheme entails the following :-

5.2.1 Capital Reduction And Consolidation - Capital reduction and consolidation of the existing issued and paid-up share capital of Pencorp of RM59,999,997 comprising 59,999,997 Shares shall be reduced to RM1,500,000 comprising 59,999,997 ordinary shares of 2.5 sen each through the cancellation of approximately 97.5 sen of the par value of each existing Share in Pencorp, giving rise to a credit of RM58,499,997 which will subsequently be utilised to reduce the audited accumulated losses of Pencorp of approximately RM273.88 million to approximately RM215.38 million as at 31 December 2002. Thereafter, the 59,999,997 ordinary shares of 2.5 sen each will be consolidated into 1,500,000 Shares on the basis of one (1) Consolidated Share for forty (40) ordinary shares of 2.5 sen each in Pencorp. (*Note : An information circular to Pencorp shareholders in relation to the Capital Reduction and Consolidation and Share Swap was issued on 5 August 2003 to facilitate the exercise).*

5. RESTRUCTURING SCHEME (Cont'd)

5.2.2 Share Swap - The 1,500,000 Consolidated Shares in Pencorp shall then be exchanged with 450,000 Shares and RM1,050,000 nominal value of ICULS in VVB on the basis of three (3) new Shares to be issued at RM1.00 per Share and RM7 nominal value of ICULS of RM1.00 each to be issued at 100% per nominal value of ICULS in VVB for every ten (10) Consolidated Shares held in Pencorp. The Share Swap was completed on 22 August 2003. *(Note : An information circular to Pencorp shareholders in relation to the Capital Reduction and Consolidation and Share Swap was issued on 5 August 2003 to facilitate the exercise).*

5.2.3 Distribution - In consideration for the listing status of Pencorp to be transferred to VVB, VVB is to compensate Pencorp (herein referred to as Pencorp's company level) RM28.012 million comprising of RM27.486 million (inclusive of 450,000 Shares and RM1,050,000 nominal value of ICULS reserved for the existing shareholders of Pencorp pursuant to the Share Swap) in the form of its new Shares and ICULS in the proportion of 30% (i.e. 8.246 million Shares to be issued at an issue price of RM1.00 per Share) : 70% (i.e. RM19.240 million nominal value of ICULS to be issued at 100% nominal value of ICULS) and RM526,000 in cash payable by VVB ("Consideration Securities").

The Consideration Securities (after deducting 450,000 Shares and RM1.05 million nominal value of ICULS reserved for the existing shareholders of Pencorp pursuant to the Share Swap) amounting to 7.796 million Shares and RM18.190 million nominal value of ICULS in VVB and RM526,000 in cash, shall be distributed to all secured and unsecured creditors of Pencorp (including the debts recognised at Pencorp's subsidiaries level assumed via corporate guarantees granted by Pencorp) proportionately based on the amount of debts outstanding as at the Cut-Off Date i.e. 31 December 2001. The Distribution was completed on 22 August 2003.

Put And Call Option

Upon completion of the Distribution, the Vendors Of Vintage Group save for Datuk Sari bin Suhut ("Option Guarantors") have granted the Scheme Creditors a put option for the entire 7.796 million Shares in VVB issued pursuant to the Distribution ("Option Shares") whereby the Scheme Creditors can sell all or part of the Option Shares to the Option Guarantors whereupon the Vendors of the Put Option shall be bound to purchase the Option Shares "put" by the Scheme Creditors anytime within two (2) weeks after the expiration of twelve (12) months from the listing date of VVB on the Second Board of KLSE ("Exercise Period"). The disposal price is at par plus holding cost to be calculated at 8% per annum on daily rest basis. Should the Scheme Creditors not exercise the put option within the Exercise Period, the put option shall lapse.

In turn, the Scheme Creditors granted the Option Guarantors, a call option to acquire all or part of the Option Shares from the Scheme Creditors whereupon the Scheme Creditors shall be bound to sell the Options Shares "call" by the Option Guarantors anytime within the Exercise Period. The call option shall lapse after the Exercise Period. The purchase price of the Option Shares shall be calculated at par plus a holding cost of 8% per annum to be calculated on daily rest basis.

5. RESTRUCTURING SCHEME (Cont'd)

The Vendors Of Vintage Group shall also place additional 7.796 million Shares in VVB with a stakeholder for the purpose of securities for the Put And Call Option ("Security Shares"). The said Security Shares shall be part of the Consideration Shares (to be received by the Vendors Of Vintage Group pursuant to the Acquisition Of Vintage Group which will be placed under moratorium (as imposed by the SC vide its letter dated 4 December 2002 and subsequently revised by SC pursuant to SC's press release on 11 March 2003). Please refer to Section 7.2 for details of the moratorium.

In the event that the Vendors Of Vintage Group are unable to fulfill their obligation when the Put Option is exercised by any of the Scheme Creditors, the Security Shares shall be disposed in the open market to raise the required cash to meet this obligation.

5.2.4 Acquisition Of Vintage Group – The acquisition of the entire equity interest in VTI and VTH by VVB from the Vendors Of Vintage Group for considerations of RM59.795 million and RM205,000 respectively, or an aggregate purchase consideration of RM60,000,000. The purchase consideration is satisfied by the issuance of Sixty Million (60,000,000) new Shares ("Consideration Shares") in VVB credited as fully paid-up, issued and allotted at an issue price of Ringgit Malaysia One (RM1.00) per new VVB Share. The Acquisition Of Vintage Group was completed on 8 August 2003.

a) Details And Basis Of Arriving At The Purchase Consideration

VTI

The purchase consideration of RM59.795 million ("Purchase Consideration Of VTI") was arrived at on a willing buyer-willing seller basis, based on the following:-

- i) the earnings potential of VTI; and
- ii) the audited NTA of VTI of RM22.58 million as at 31 December 2001.

The shareholders of VTI and their respective shareholdings, cost of investment in VTI and the apportionment of the Purchase Consideration Of VTI are as follows :-

Name	No. of Shares held	Period of investment	Cost of investment as at	Apportionment of Purchase Consideration	Apportionment of Consideration Shares
			7 August 2003	of VTI	of Consideration Shares
			RM	RM	
Dato' Lim Sin Khong	5,400,000	18.03.2000 to 28.08.2002	5,400,000	21,526,200	21,526,200
Ong Thuan Ming	4,500,000	05.10.1998 to 20.12.2002	4,500,000	17,938,500	17,938,500
Datuk Sari bin Suhut	2,100,000	26.07.2002 to 28.08.2002	2,100,000	8,371,300	8,371,300
Cheah Suan Lee	3,000,000	18.10.2001 to 28.08.2002	3,000,000	11,959,000	11,959,000
	<u>15,000,000</u>		<u>15,000,000</u>	<u>59,795,000</u>	<u>59,795,000</u>

5. RESTRUCTURING SCHEME (Cont'd)

VTH

The purchase consideration of RM205,000 ("Purchase Consideration of VTH") was arrived at on a willing buyer-willing seller basis, based on the consolidated audited NTA of VTH and its subsidiary, namely VRC as at 31 December 2001 of RM205,889.

The shareholders of VTH and their respective shareholdings in VTH, cost of investment and the apportionment of the Purchase Consideration of VTH are set out as follows :-

Name	No. of Shares held	Period of Investment	Cost of investment as at 7 August 2003	Apportionment of Purchase Consideration of VTH	Apportionment of Consideration Shares
			RM	RM	
Dato' Lim Sin Khong	50,000	13.01.2000	50,000	102,500	102,500
Ong Thuan Ming	30,000	23.08.2002	30,000	61,500	61,500
Cheah Suan Lee	20,000	18.10.2001	20,000	41,000	41,000
	<u>100,000</u>		<u>100,000</u>	<u>205,000</u>	<u>205,000</u>

b) Assumption Of Liabilities

There are no additional liabilities to be assumed by VVB arising from the Acquisition Of Vintage Group.

5.2.5 Mandatory General Offer ("MGO") Exemption - Upon completion of the Acquisition Of Vintage Group, the Vendors Of Vintage Group collectively own Sixty Million (60,000,000) new Shares in VVB representing approximately 87.9% of the enlarged issued and paid-up share capital of VVB (before Public Issue, Offer For Sale but after Share Swap and Distribution). MGO Exemption was granted by the SC vide its letter dated 4 December 2002, to the Vendors Of Vintage Group and parties acting in concert with them from having to undertake a MGO pursuant to Part II Section 6 of the Code for the remaining Shares in VVB not already owned by them after the Acquisition Of Vintage Group.

5.2.6 Disposal Of Pencorp - Involves the disposal of the entire issued and paid-up share capital in Pencorp for RM1.00 to unrelated third parties to be identified for liquidation purposes.

5.2.7 Public Issue and Offer For Sale - The Public Issue involves the issuance new issue of 10,000,000 new VVB Shares by VVB at an issue price of RM1.00 in the following manner:-

- (i) 4,100,000 of the Public Issue Shares will be issued through placement to potential investors (who are deemed public) to be nominated by VVB;
- (ii) 3,900,000 of the Public Issue Shares which will be issued through offer/placement to Directors and eligible employees of the VVB Group; and

5. RESTRUCTURING SCHEME (Cont'd)

- (iii) 2,000,000 of the Public Issue Shares will be made available for application by Malaysian Public to be allocated by way balloting, of which at least 30% is to be set aside strictly for Bumiputera individuals, companies, societies, co-operatives and institutions;

The Offer For Sale involves the offer for sale by the Vendors Of Vintage Group of 10,000,000 Shares in VVB (which were issued and allotted to them pursuant to the Acquisition Of Vintage Group) at an offer price of RM1.00 per Share to be placed out to potential investors to be nominated by VVB.

5.2.8 Placement Of ICULS - Involves the placement of RM100,000 nominal value of ICULS by the Scheme Creditors to 100 potential investors to be identified and nominated by VVB on the basis of ten (10) Board Lots of ICULS to each nominated investor. All proceeds from the distribution of ICULS will accrue to the Scheme Creditors accordingly. The purpose of the distribution of ICULS is to meet with the spread requirements for the listing of and quotation for the ICULS on the KLSE.

5.2.9 Transfer of Listing Status of Pencorp to VVB - The Transfer of Listing Status of Pencorp to VVB involves the application to the KLSE for admission to the Official List and the listing of and quotation for the entire enlarged issued and paid-up share capital and ICULS in VVB comprising 78.246 million Shares and RM19.24 million nominal value of ICULS on the Second Board of the KLSE which shall result in Pencorp being de-listed from the Second Board of KLSE.

5.3 Completion Of The Restructuring Scheme

Upon completion of the Restructuring Scheme of Pencorp, VVB Group will assume the listing status of Pencorp on the Second Board of the KLSE. The entire issued and paid-up share capital of VVB comprising 78.246 million Shares and RM19.24 million nominal value of ICULS will be listed in place of Pencorp's entire issued and paid-up share capital on the Second Board of the KLSE. Thereafter, the VVB Shares to be issued upon the conversion of ICULS will be listed on the Second Board of the KLSE.

The Restructuring Scheme has provided an avenue for Pencorp to crystallise the value of its listing status and thus provide a better recovery to the shareholders and creditors/lenders of Pencorp. Upon completion, the Restructuring Scheme :-

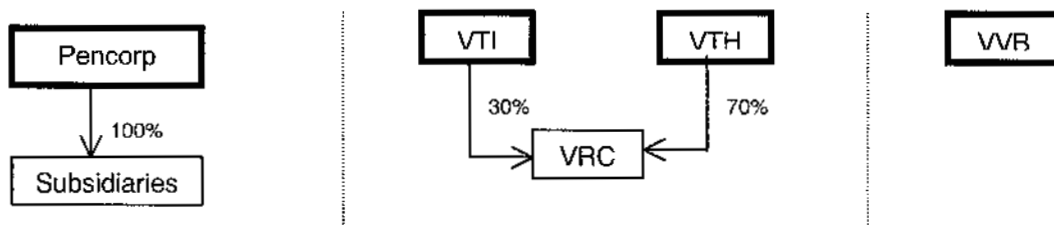
- (i) Enable the existing shareholders of Pencorp to recover part of their investment through the Share Swap and participate in the future profitability of VVB; and
- (ii) Enable a total distribution of approximately RM26.512 million to Scheme Creditors in the form of cash payment, ICULS and Shares in VVB. Furthermore, the Put and Call Option will provide the Scheme Creditors with additional avenue to realise their investment in VVB Shares.

Finally, the Disposal of Pencorp would facilitate the recovery of debts to the Scheme Creditors, other creditors in Pencorp Group and also for the new VVB Group to focus on its new business manufacturing and trading, supply and laying of roofing tiles without the burden of Pencorp Group's remaining debt.

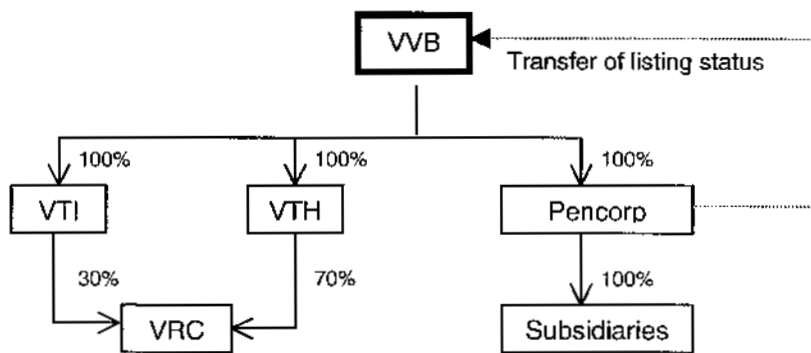
5. RESTRUCTURING SCHEME (Cont'd)

5.3.1 The structure of the VVB Group before and after the Restructuring Scheme

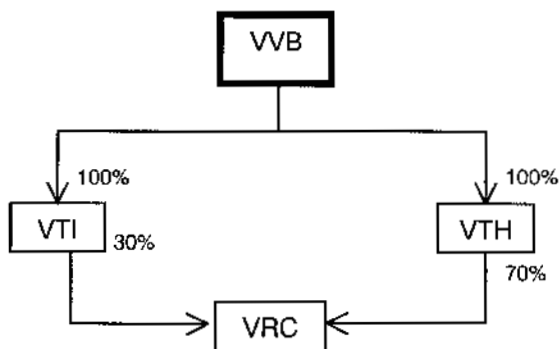
Before Restructuring Scheme



After Restructuring Scheme (before Disposal of Pencorp)



After Restructuring Scheme (upon full completion)



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

The Group is led by strong and committed promoters, directors and management with extensive experience in the roof tiles industry.

6.1 Promoters

6.1.1 Particulars and Shareholdings

The promoters of VVB are Dato' Lim Sin Khong, Ong Thuan Ming, Datuk Sari bin Suhut and Cheah Suan Lee. The promoters' experience in business operations and the roofing tiles industry is detailed in their respective profiles in Section 6.3.1 of the Prospectus.

The shareholdings of the promoters in VVB are as set out below:-

Name	Designation	Nationality	No. of Shares held after Public Issue and Offer For Sale			
			Direct No. of Shares ('000)	%	Indirect No. of Shares ('000)	%
Dato' Lim Sin Khong	Chairman	Malaysian	19,229 [^]	24.6	-	-
Ong Thuan Ming	Executive Director	Malaysian	15,500 [^]	19.8	-	-
Datuk Sari bin Suhut	Non-Independent Non-Executive Director	Malaysian	7,471 [#]	9.6	-	-
Cheah Suan Lee	Substantial Shareholder	Malaysian	10,000	12.8	-	-

* Based on enlarged share capital of 78,246,002 Shares.

6,971,300 Shares held by Datuk Sari bin Suhut will be transferred to Nova Seni Sdn Bhd, an investment holding company prior to Listing.

[^] Assuming full subscription of Shares by Directors of VVB made available to them via the Public Issue.

6.1.2 Profile of Cheah Suan Lee

Cheah Suan Lee, a Malaysian aged 42, is a businessman. He started his career as a chef and after many years of experience, he started his own business by opening his own restaurant. Ten years ago he set up his own chain of "Penang" restaurants in New York, United States of America ("USA"), which he is operating and managing today.

6.1.3 Directorships and Substantial Shareholdings of Promoters in all other Public Corporations for the past two (2) years preceding the date of this Prospectus

None of the Promoters has any substantial shareholding (holding 5% or more) direct or indirect in all other public companies in Malaysia for the past two (2) years preceding the date of this Prospectus.

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

6.2 Substantial Shareholders

6.2.1 Particulars and Shareholdings

Substantial Shareholder	No. of Shares held before Public Issue, Offer For Sale and Placement Of ICULS				No. of Shares held after Public Issue, Offer For Sale, Placement Of ICULS and before full conversion of ICULS				No. of Shares held after Public Issue, Offer For Sale, Placement Of ICULS and after full conversion of ICULS			
	Direct No. of Shares ('000)	%	Indirect No. of Shares ('000)	%	Direct No. of Shares ('000)	%	Indirect No. of Shares ('000)	%	Direct No. of Shares ('000)	%	Indirect No. of Shares ('000)	%
Dato' Lim Sin Khong	21,629	31.7	-	-	19,229 [^]	24.6	-	-	19,229 [^]	19.7	-	-
Ong Thuan Ming	18,000	26.4	-	-	15,500 [^]	19.8	-	-	15,500 [^]	15.9	-	-
Cheah Suan Lee	12,000	17.6	-	-	10,000	12.8	-	-	10,000	10.3	-	-
Datuk Sari bin Suhut	8,371	12.3	-	-	7,471 [#] [^]	9.6	-	-	7,471 [#] [^]	7.7	-	-
Danaharta Companies @	4,836	7.1	-	-	4,836	6.2	-	-	16,058	16.5	-	-

6,971,300 Shares held by Datuk Sari bin Suhut will be transferred to Nova Seni Sdn Bhd, an investment holding company prior to Listing. Please refer to Section 6.2.2 for further information on Nova Seni Sdn Bhd.

[^] Assuming full subscription of Shares by Directors of VVB made available to them via the Public Issue.

@ Pursuant to the Restructuring Scheme, Danaharta and its subsidiary, Danaharta Urus Sdn Bhd collectively referred to as "Danaharta Companies" received 4,385,972 Shares and 11,222,000 ICULS in VVB. Collectively, the two (2) shareholders are deemed Substantial Shareholders of VVB.

The profiles of the Substantial Shareholders are detailed in Section 6.3.1 of the Prospectus.

6.2.2 Information on Nova Seni Sdn Bhd (604787-D)

Nova Seni Sdn Bhd was incorporated on 25 January 2003 in Malaysia as a private limited company under the Act. It is principally an investment holding company. Nova Seni Sdn Bhd has an authorised share capital of RM100,000 divided into 100,000 Shares. Currently, the issued and paid-up share capital of Nova Seni Sdn Bhd is RM10,000 comprising 10,000 Shares.

Prior to the Listing, 6,971,300 Shares held by Datuk Sari bin Suhut in VVB (after the Offer For Sale) as detailed in Section 6.2.1 above will be transferred to Nova Seni Sdn Bhd. Consequently, Datuk Sari bin Suhut will be a Substantial Shareholder holding 99.99% equity interest in Nova Seni Sdn Bhd.

6.2.3 Directorships and Substantial Shareholdings in all Other Public Corporations for the past two (2) years

None of the Substantial Shareholders of VVB has any substantial shareholding direct or indirect in all other public companies in Malaysia in the last two (2) years preceding the date of this Prospectus.

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

6.2.4 Changes in Shareholdings of the Promoters/Substantial Shareholders in the Company for the past three (3) years

The changes in the Substantial Shareholders of VVB since its incorporation are as follows:-

Name	Date of allotment	No. of Shares allotted/acquired (‘000)	Accumulated number of Shares held* (‘000)	%
Dato’ Lim Sin Khong	8.8.2003	21,269	21,269	31.7
Ong Thuan Ming	8.8.2003	18,000	18,000	26.4
Cheah Suan Lee	8.8.2003	12,000	12,000	17.6
Datuk Sari bin Suhut	8.8.2003	8,371	8,371	12.3

Notes :-

* The shareholdings exclude Public Issue and Offer For Sale

6.3 Board of Directors

6.3.1 Profile of Directors

Dato’ Lim Sin Khong (“Dato Lim”) Darjah Kebesaran Dato’ Paduka Mahkota Selangor (“DPMS”), Darjah Kebesaran Setia-Sultan Salahuddin Abdul Aziz Shah (“SSA”), a Malaysian aged 55, was appointed as the Chairman of VVB on 9 August 2003. He joined the VVB Group in 1999 and has more than twenty (20) years of experience in various businesses, ranging from trading, property development and investment to entertainment and recreation industry. For the past fifteen (15) years, Dato’ Lim has been the Managing Director of Somascan Sdn Bhd, a company involving in the trading and maintenance of electronic equipments/machines and provision of management services to sports and recreation clubs/establishments. Dato’ Lim being an entrepreneur with proven business acumen couple with his vast experience will certainly be invaluable to the VVB Group for his contribution to VVB Group in the area of development of strategic business direction and management expertise as well as establishing network of business contacts which he had developed over the years. He is also very active in community and charitable activities. He sits on the boards and committees of several non-profit making organisations.

Ong Thuan Ming, a Malaysian aged 28, was appointed the Executive Director of VVB on 9 August 2003. He joined the VVB Group in 1998 and was the Alternate Director to the late Mr Ong Guan Hooi in VTI since 11 September 1998 before being appointed the Executive Director on 2 January 2003. He graduated with a Degree in Business from the University of Technology of Sydney, Australia. He has been actively involved in the daily operations of VVB Group whereby he oversees and is responsible for the VVB Group’s marketing, administration and corporate affairs. He has played a pivotal role in the reorganisation and streamlining of the financial structure of the VVB Group. In addition, with his hands-on management style, he has acquired in-depth understanding on the production and marketing of roof tiles.

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

Teoh Chong Lim, a Malaysian aged 47, was appointed the Executive Director of VVB on 9 August 2003. He joined VVB Group in 2002 and is also the Executive Director and General Manager of Finance of VTI. He is a member of the Malaysian Institute of Accountants (MIA) and received his professional accounting qualification from the Malaysian Institute of Certified Public Accountants (MICPA) in 1982. He joined C.I. Holdings Bhd ("CIHB") as the Group Accountant in 1982 and in 1987 he was promoted as the Financial Controller cum Company Secretary of the company. In 1991 he was transferred to Doe Industries Sdn Bhd, a subsidiary company of CIHB as the General Manager until 1995. He was the Finance Director of Aloe Plus Cosmetics Sdn Bhd prior to joining Weida Marketing Sdn Bhd as a Director in 1997. His vast experience in the finance, corporate and commercial field will strengthen the management team of the VVB Group.

Datuk Sari bin Suhut, Ahli Setia Darjah Kinabalu ("ASDK"), Panglima Gemilang Darjah Kinabalu ("PGDK"), a Malaysian aged 65, was appointed the Non-Executive Director of VVB on 9 August 2003. He joined VVB Group in 2002. Datuk Sari Suhut had been holding the post of District Officer for six (6) districts in Sabah since 1971 to 1985 and subsequently appointed as the Assistant Principal Secretary to the Cabinet and Constitution Division of the Chief Minister's Department of Sabah from 1985 to 1990. He was the President of Tawau Municipal Council, Sabah from 1990 till 1993. After which he was appointed the Executive Director of East ASEAN Business Council (BIMP-EABC) Secretariat. Datuk Sari bin Suhut has also been very active in running sports associations. He has been the President of the Sabah Badminton Association and Sabah Golf Association for many years.

Dato' Abdul Aziz bin Haji Mohd Noh, a Malaysian aged 57, was appointed the Independent Non-Executive Director of VVB on 9 August 2003. Dato' Abdul Aziz began his career as an Education Officer in 1967. In 1982, he was the Curriculum Officer of the Ministry of Education, Malaysia. He held this position for three (3) years, after which he assumed the position of the Private Secretary to the Cabinet Minister of Domestic Trade and Consumer Affairs for the next ten (10) years. In 1995, he was the Political Secretary to the Minister of Domestic Trade and Consumer Affairs. His last position held with the Government was the Political Secretary to the Y.A.B. Menteri Besar of Selangor.

Wan Kamarudin bin Wan Hassan, a Malaysian aged 55, was appointed the Independent Non-Executive Director of VVB on 9 August 2003. He is currently attached to W&W Architects as a Project Manager since late 1996. He was formerly in the Public Service, serving almost nineteen (19) years with the Ministry of Finance ("MOF") in various capacities, including four (4) years in the office of MOF (1980-1983). His other posting was with the MITI prior to his optional retirement in early 1996.

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

6.3.2 Particulars and Shareholdings

The shareholdings of the Directors in VVB before and after the Public Issue, Offer For Sale, Placement Of ICULS and full conversion of the ICULS are as follows:-

Director	No. of Shares held before Public Issue, Offer For Sale and Placement Of ICULS				No. of Shares held after Public Issue, Offer For Sale, Placement Of ICULS and before full conversion of ICULS				No. of Shares held after Public Issue, Offer For Sale, Placement Of ICULS and after full conversion of ICULS			
	Direct No. of Shares ('000)	%	Indirect No. of Shares ('000)	%	Direct No. of Shares ('000)	%	Indirect No. of Shares ('000)	%	Direct No. of Shares ('000)	%	Indirect No. of Shares ('000)	%
Dato' Lim Sin Khong	21,629	31.7	-	-	19,229 [^]	24.6	-	-	19,229 [^]	19.7	-	-
Ong Thuan Ming	18,000	26.4	-	-	15,500 [^]	19.8	-	-	15,500 [^]	15.9	-	-
Datuk Sari bin Suhut	8,371	12.3	-	-	7,471 ^{#^}	9.6	-	-	7,471 ^{#^}	7.7	-	-
Teoh Chong Lim	-	-	-	-	300 [^]	0.4	-	-	300 [^]	0.3	-	-
Dato' Abdul Aziz bin Haji Mohd Noh	-	-	-	-	100 [^]	0.1	-	-	100 [^]	0.1	-	-
Wan Kamarudin bin Wan Hassan	-	-	-	-	100 [^]	0.1	-	-	100 [^]	0.1	-	-

6,971,300 Shares held by Datuk Sari bin Suhut will be transferred to Nova Seni Sdn Bhd, an investment holding company prior to Listing.

[^] Assuming full subscription of Shares by Directors of VVB made available to them via the Public Issue.

6.3.3 Directorship and Substantial Shareholdings of Directors in all other public corporations for the past two (2) years

None of the Directors of VVB has any directorship or substantial shareholding (holding 5% or more) direct or indirect in all other public companies in Malaysia in the last two (2) years preceding the date of this Prospectus.

6.3.4 Directors' Remuneration and Benefits

The remuneration paid to the Directors of the Group for services rendered in all capacities to the Company and its subsidiaries for the financial year 31 December 2002 amounted to RM278,950. For the financial year ending 31 December 2003, the remuneration payable to the Directors is estimated at RM454,500.

Remuneration band	Financial year ended 31 December 2002		Financial year ending 31 December 2003	
	Aggregate remuneration	Number of Directors	Aggregate remuneration	Number of Directors
Up to 50,000	-	-	25,000	2
50,001 – 100,000	124,950	3	60,000	1
100,001 – 200,000	154,000	1	369,500	3
Total	278,950	4	454,500	6

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

6.4 Audit Committee

VVB has set up an Audit Committee on 9 August 2003 which comprises the following Board members:-

Name	Designation	Directorship
Dato' Abdul Aziz bin Haji Mohd Noh	Chairman	Independent Non-Executive Director
Wan Kamarudin bin Wan Hassan	Member	Independent Non-Executive Director
Teoh Chong Lim	Member	Executive Director

The main functions of the Audit Committee include the review of audit plan and audit report with the Auditors, review of Auditors' evaluation of internal accounting controls, review of the scope of internal audit procedures, review of balance sheets and profit and loss accounts and nomination of Auditors.

6.5 Key Management And Key Technical Personnel

6.5.1 Profiles of the Key Management

Teh Choon San, a Malaysian aged 51, is the General Manager of the Sales Division of VTI since 2001. He has twenty (20) years of experience in the roof tile industry. He started his career as a Sales Representative of Monier (M) Sdn Bhd in 1983. He later joined Best Tile Works Sdn Bhd, a manufacturer of clay roof tiles, in 1992. In 1998, he joined Lafarge Roofing Sdn Bhd until 2001 after which, he was appointed to the present position in the company. His vast experience in the roof tile industry coupled with the strong network and rapport he has built with many trading houses, contractors and developers will further strengthen and expedite the market development for VINTAGE concrete roof tiles.

Niranpal Singh, a Malaysian aged 28, is the General Manager of Operations. He graduated with a Bachelors Degree in Accounting from Monash University, Melbourne, Australia and is an Associate Member of the Australian Society of Certified Practising Accountants (ASCPA) since 1999. He was attached with GE Aircraft Engine Services, Malaysia in 1998 as a Financial Analyst. Due to his admirable performance and leadership skill, he was promoted within a short period to Financial Analyst Leader and was assigned to Dallas, USA in June 2000. He received a Chief Financial Officer (CFO) Leadership Award from the company in January 2001 for his outstanding achievement. During his employment with the GE Group, he gained exposure in production processes, especially in the area of mechanical/motor equipment. Later in 2001 he was promoted to Regional Finance Manager-Asia Pacific for GE Aircraft Engines-OWS before joining VVB Group in November 2001. He is responsible for the overall productions operations of the VVB Group.

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

Gary Fong Chin Lim, a Malaysian aged 28, is the Sales Manager. He graduated from the University of Toledo, Ohio, USA with a Bachelor of Business Administration. He started his career in VVB Group as a Business Development Officer in 1998 immediately after his graduation. Over the years due to his good performance, he was promoted to his current position. He is responsible for all the sales and marketing activities of the VVB Group. He has also forged very close relationship with many of the major trading houses and has established close rapport with contractors and developers and other players in the building and construction industry.

Henrietta Kual, a Malaysian aged 30, is the Administration & Human Resource Manager. Her responsibilities include the overall VVB Group's administration and human resource management. She graduated from Institute Teknologi Mara with a Diploma in Public Administration. In 1995, she joined Dao Heng Bank (L) Ltd, an offshore bank in Labuan and left the bank as Credit & Internal Control Officer in 1997. Thereafter she joined KAF-Refco Futures Sdn Bhd as the Accounts & Administration Assistant and was later promoted to Compliance Officer. She joined VVB Group in 2002.

Kanesananthan s/o Subramaniam, a Malaysian aged 27, is the Factory Manager. He graduated from the University of Northumbria, Newcastle, United Kingdom with a Bachelors in Mechanical Design and Technology Degree. He also holds a Diploma in Mechanical Engineering from the Federal Institute of Technology. He started his career as the R&D Supervisor and Coordinator for Dream-Mate Sdn Bhd, a manufacturer of fine furniture before joining VVB Group on 11 January 2002. He has proven himself within a short period and was promoted to Factory Manager in November 2002.

Jocelyn Chan, a Malaysian aged 28, is the Accounts Manager. She received her accounting qualification from the Association of Chartered Certified Accountants (ACCA). She commenced her professional training in an audit firm, Messrs LKW & Co., in 1998 and was an Assistant Audit Manager in Messrs LKW & Co. Prior to joining the Group in 2002. Her wide experience in the audit and handling of taxation matters for companies from various industries will strengthen the management team of the VVB Group.

6.5.2 Particulars And Shareholdings Of The Management Team And Key Technical Personnel

	Designation	Shareholdings upon VVB's Listing			
		<-----Direct----->		<-----Indirect----->	
		No. of Shares	%	No. of Shares	%
Teh Choon San	General Manager of Sales Division	80,000 [^]	0.10	-	-
Niranpal Singh	General Manager of Operations	80,000 [^]	0.10	-	-
Gary Fong Chin Lim	Sales Manager	60,000 [^]	0.08	-	-
Henrietta Kual	Administration & Human Resource Manager	50,000 [^]	0.06	-	-
Kanesananthan s/o Subramaniam	Factory Manager	40,000 [^]	0.05	-	-
Jocelyn Chan	Accounts Manager	40,000 [^]	0.05	-	-

[^] Assuming full subscription of Shares by the eligible employees of VVB made available to them via the Public Issue.

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

6.5.3 Involvement of Executive Directors, Key Management And Key Technical Personnel in Other Business and/or Corporations

None of the Executive Directors, key management or key technical personnel is involved in other businesses or corporations.

6.6 Declaration of Directors, Key Management And Key Technical Personnel

None of the Directors, key management or key technical personnel is or was involved in the following events :-

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

6.7 Family Relationship

None of the Directors, Substantial Shareholders, key management or key technical personnel of VVB Group is related to each other.

6.8 Existing or Proposed Service Agreements

None of the Directors, key management key technical personnel has entered or proposed to enter into any service agreements (other than employment contracts) with the Company and/or its subsidiaries.