

## 7. SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT PERSONNEL

### 7.1 Substantial Shareholders and Promoters

#### 7.1.1 Shareholdings in MTHB

Based on the Register of Members of MTHB as at the date of this Prospectus, the direct and indirect interests of the substantial shareholders and Promoters in the issued share capital of the Company are as follows:-

| Name   | Nationality /<br>Place of<br>Incorporation | I<br>Existing                        |       |  | II<br>After I and Special Issue      |        |  | III<br>After II and Restricted Issue |       |  |        |       |
|--|--|--------------------------------------|-------|--|--------------------------------------|--------|--|--------------------------------------|-------|--|--------|-------|
|  |  | Direct<br>No. of<br>Shares<br>(‘000) | %     | Indirect<br>No. of<br>Shares<br>(‘000) | Direct<br>No. of<br>Shares<br>(‘000) | %      | Indirect<br>No. of<br>Shares<br>(‘000) | Direct<br>No. of<br>Shares<br>(‘000) | %     | Indirect<br>No. of<br>Shares<br>(‘000) |        |       |
| <b>Promoters / Substantial Shareholders</b>  |  |                                      |       |  |                                      |        |  |                                      |       |  |        |       |
| Ample Potential <sup>a</sup>                 | Malaysia                                   | -                                    | -     | 4,489                                  | 7.74                                 | -      | -                                      | 4,489                                | 6.32  | 4,489                                  | 5.68   |       |
| Excellent Avenue                             | Malaysia                                   | 50,000                               | 86.21 | -                                      | -                                    | 50,000 | 70.42                                  | -                                    | -     | 50,000                                 | 63.29  |       |
| Wong Thiam Loy                               | Malaysian                                  | 20                                   | 0.04  | <sup>d</sup> 54,489                    | 93.95                                | 20     | 0.03                                   | <sup>d</sup> 54,489                  | 76.75 | <sup>e</sup> 41                        | 0.05   |       |
| <sup>f</sup> 58,979                          |  |                                      |       |  |                                      |        |  |                                      |       |  | 74.66  |       |
| <b>Substantial Shareholders</b>              |  |                                      |       |  |                                      |        |  |                                      |       |  |        |       |
| Exclusive Vest Holdings Sdn Bhd <sup>b</sup> | Malaysia                                   | -                                    | -     | 50,000                                 | 86.21                                | -      | -                                      | 50,000                               | 70.42 | -                                      | 50,000 | 63.29 |
| Kong See Kuan <sup>c</sup>                   | Malaysian                                  | -                                    | -     | 54,510                                 | 93.98                                | -      | -                                      | 54,510                               | 76.77 | -                                      | 59,020 | 74.71 |
| Teo Yong Sai                                 | Malaysian                                  | -                                    | -     | -                                      | -                                    | -      | -                                      | -                                    | -     | -                                      | -      | -     |
| HLBB   | Malaysia                                   | 4,489                                | 7.74  | -                                      | -                                    | 4,489  | 6.32                                   | -                                    | -     | 4,489                                  | 5.68   | -     |

| Name   | Nationality /<br>Place of<br>Incorporation | IV<br>After III and Mandatory Offer |       |                            |       | V<br>After IV and Full Conversion of<br>RCULS |       |                            |       |
|--|--|-------------------------------------|-------|----------------------------|-------|---|-------|----------------------------|-------|
|  |  | Direct                              |       | Indirect                   |       | Direct  |       | Indirect                   |       |
|  |  | No. of<br>Shares<br>('000)          | %     | No. of<br>Shares<br>('000) | %     | No. of<br>Shares<br>('000)                    | %     | No. of<br>Shares<br>('000) | %     |
| <b>Promoters / Substantial Shareholders</b>  |  |                                     |       |                            |       |   |       |                            |       |
| Ample Potential                              | Malaysia                                   | 4,489                               | 5.34  | 4,489                      | 5.34  | 4,489   | 4.40  | 4,489                      | 4.40  |
| Excellent Avenue                             | Malaysia                                   | <sup>f</sup> 48,800                 | 58.09 | -                          | -     | 48,800  | 47.84 | -                          | -     |
| Wong Thiam Loy                               | Malaysian                                  | 41                                  | 0.05  | <sup>d</sup> 57,779        | 68.78 | 41  | 0.04  | <sup>d</sup> 57,779        | 56.64 |
| <b>Substantial Shareholders</b>              |  |                                     |       |                            |       |   |       |                            |       |
| Exclusive Vest Holdings Sdn Bhd <sup>e</sup> | Malaysia                                   | -                                   | -     | 48,800                     | 58.09 | -   | -     | 48,800                     | 47.84 |
| Kong See Kuan <sup>c</sup>                   | Malaysian                                  | -                                   | -     | 57,820                     | 68.83 | -   | -     | 57,820                     | 56.68 |
| Teo Yong Sai                                 | Malaysian                                  | 5,002                               | 5.96  | -                          | -     | 5,002   | 4.90  | -                          | -     |
| HLBB   | Malaysia                                   | 4,489                               | 5.34  | -                          | -     | 12,259  | 12.02 | -                          | -     |

**Notes:-**

- a On 10 December 2001, Ample Potential had entered into a Share Sale Agreement with HLBB whereby Ample Potential had agreed to acquire 22,447,000 Shares in Kiara Emas from HLBB for a cash consideration of RM11,223,500 at RM0.50 per Share, pursuant to HLBB's exercise of its power of sale under various Memoranda of Deposit pursuant to which the said Shares had been pledged by their owners to HLBB. Pursuant to a letter dated 29 July 2003, HLBB had agreed to defer the payment of the balance purchase consideration amounting to RM10,101,150 and the completion of the said Share Sale Agreement until 30 June 2004.

Pursuant to the Shareholders' Scheme, the 22,447,000 Shares in Kiara Emas which are the subject of the Share Sale Agreement have been cancelled and 4,489,400 MTHB Shares have been issued in favour of HLBB. As such, HLBB has a direct interest in 4,489,400 MTHB Shares whilst Ample Potential has an indirect interest in the said Shares by virtue of the Share Sale Agreement.

It is assumed that HLBB will renounce its entitlement under the Restricted Issue to Ample Potential.

- b Deemed substantial interest through Excellent Avenue.
- c Deemed substantial interest through her substantial shareholding in Exclusive Vest Holdings Sdn Bhd, the direct shareholding of her spouse, Mr. Wong Thiam Loy, in MTHB, and the substantial shareholding of Mr. Wong Thiam Loy in Ample Potential.
- d Deemed substantial interest through his substantial shareholding in Ample Potential and the substantial shareholding of his spouse, Madam Kong See Kuan, in Exclusive Vest Holdings Sdn Bhd.
- e Assuming that all the Entitled Shareholders, including Mr. Wong Thiam Loy, subscribe in full for their respective entitlements under the Restricted Issue.
- f Assuming that Excellent Avenue undertakes a placement of 1,200,000 MTHB Shares to investors in order for MTHB to comply with the public shareholding spread.

### 7.1.2 Background on Substantial Shareholders and Promoters

The Promoters of MTHB are Ample Potential, Excellent Avenue and Mr. Wong Thiam Loy. A brief background of the substantial shareholders and Promoters of MTHB is set out below.

**Ample Potential** was incorporated in Malaysia on 28 November 2000 under the Companies Act, 1965 as a private limited company. The principal activity of Ample Potential is investment holding. Its present authorised capital is RM100,000 comprising 100,000 Shares, of which two (2) Shares have been issued and are fully paid-up. The shareholders and directors of Ample Potential are Mr. Wong Thiam Loy and Mr. Ooi Chew Kun. Ample Potential does not have any subsidiary or associated company.

**Excellent Avenue** was incorporated in Malaysia on 6 February 1991 under the Companies Act, 1965 as a private limited company. The principal activity of Excellent Avenue is investment holding. Its present authorised capital is RM5,000,000 comprising 5,000,000 Shares, of which 3,000,000 Shares have been issued and are fully paid-up. Excellent Avenue is a wholly owned subsidiary of Exclusive Vest Holdings Sdn Bhd. Its directors are Kong Say Hoon and Kong See Kuan.

**Exclusive Vest Holdings Sdn Bhd (“EVHSB”)** was incorporated in Malaysia on 4 December 1982 under the Companies Act, 1965 as a private limited company under the name of W & K Holdings Sdn. Bhd. It assumed its present name on 27 January 1994. The principal activities of EVHSB are investment holding, property development and construction. Its present authorised capital is RM2,000,000 comprising 2,000,000 Shares, of which 1,000,000 Shares have been issued and are fully paid-up. The shareholders and directors of EVHSB are Mr. Wong Thiam Loy and his spouse, Madam Kong See Kuan.

**Wong Thiam Loy**, a Malaysian aged 53, is an enterprising and successful businessman with extensive experience in property development and the construction of residential and commercial properties. Being an established and successful property developer, Mr. Wong has secured a strong network over the years in the property development industry. Since taking over Stone World from Dong In Stone Ind. Co. Ltd in 1994, Mr. Wong has contributed substantially in making Stone World profitable through the strong network he possesses to bring in projects. He sits on the Boards of Directors of numerous private and public companies, including Paragon Union Berhad (“**Paragon**”), of which he is the Executive Chairman. He acquired a controlling stake in Paragon in 1998 and turned around the then ailing Paragon into the robust company it is today, within a short span of two (2) years. Mr. Wong’s business and management experience extends way back before then. In 1991, Mr. Wong and his team of managers and fellow directors successfully nurtured and listed Econstates Berhad (“**Econstates**”) on the Main Board of the KLSE. He was its Executive Chairman for five (5) years from 1991 to 1995. In 1995, during the economic boom, he sold his controlling stake in Econstates at a gain.

**Kong See Kuan**, a Malaysian aged 46, is the spouse of Mr. Wong Thiam Loy. She is an enterprising and successful businesswoman who holds directorships and substantial equity interests in many companies. Madam Kong is the director of human resources of the group of companies in which she is involved and her extensive experience in human resource management has contributed towards the valuable pool of key management personnel in these companies. Madam Kong was responsible for the creative marketing of the club memberships of certain companies in which she is involved that led to the successful operation and management of a family recreation club that was later sold at a gain.

**HLBB** was incorporated in Malaysia on 26 October 1934 as a private limited company pursuant to the Companies Ordinance (Order C-2, 1927) of Sarawak, under the name of Kwong Lee Bank Limited. It changed its name from Kwong Lee Bank Limited to Kwong Lee Bank Bhd on 15 April 1966; to Malayan United Bank Berhad on 2 February 1983 and to MUI Bank Berhad on 26 June 1989. It assumed its present name on 10 January 1994. Its present authorised capital is RM3.0 billion comprising 3.0 billion Shares, of which RM1.433 billion Shares have been issued and are fully paid-up. HLBB was listed on the Main Board of the KLSE on 17 October 1994. HLBB is principally engaged in all aspects of commercial banking business and in the provision of related financial services. HLBB regards Hong Leong Credit Bhd as its immediate holding company and Hong Leong Company (Malaysia) Bhd as its ultimate holding company.

**Teo Yong Sai**, a Malaysian aged 48, is a successful businessman dealing in hotel supplies. He is the controlling shareholder and Managing Director of Advance Hotel Supplies (M) Sdn. Bhd. He has over 25 years of experience in the hotel supplies business catering to hotels throughout Malaysia.

### 7.1.3 Directorships in Other Public Corporations

Save as disclosed below, none of the substantial shareholders or Promoters of MTHB has held directorships in any other public corporations for the past two (2) years ended 14 August 2003:-

| Name of Substantial Shareholder / Promoter | Name of Company      | Date of Appointment | Date of Resignation |
|--|----------------------|---------------------|---------------------|
| Wong Thiam Loy                             | Paragon Union Berhad | 03.03.1999          | -                   |

### 7.1.4 Substantial Shareholdings in Other Public Corporations

Save as disclosed below, none of the substantial shareholders or Promoters of MTHB has had substantial shareholdings, whether directly or indirectly, in any other public corporations for the past two (2) years ended 14 August 2003:-

| Name of Substantial Shareholder / Promoter | Name of Company                      | Principal Activities        | No. of Shares |        |            |        |
|--|--------------------------------------|-----------------------------|---------------|--------|------------|--------|
|  |                                      |                             | Direct        | %      | Indirect   | %      |
| Wong Thiam Loy                             | Paragon Union Berhad                 | Investment holding          | -             | -      | 36,064,194 | 53.57  |
| Kong See Kuan                              | Paragon Union Berhad                 | Investment holding          | -             | -      | 36,064,194 | 53.57  |
| HLBB                                       | Hong Leong Finance Berhad            | Licensed finance company    | 600,000,000   | 100.00 | -          | -      |
|  | HLF Credit (Perak) Berhad            | Property investment holding | -             | -      | 2          | 100.00 |
|  | WTB Corporation Berhad               | Dormant                     | 2             | 100.00 | -          | -      |
|  | Credit Corporation (Malaysia) Berhad | Dormant                     | 2             | 100.00 | -          | -      |
|  | Chew Geok Lin Finance Berhad         | Dormant                     | -             | -      | 2          | 100.00 |

### 7.2 Changes in Shareholders

The changes in the registered shareholders of MTHB and their shareholdings since incorporation up to the date of this Prospectus are as follows:-

| Name             | As at 28.12.2001 |       | As at 18.08.2003       |       | As at 23.08.2003        |       |
|------------------|------------------|-------|------------------------|-------|-------------------------|-------|
|                  | No. of Shares    | %     | No. of Shares          | %     | No. of Shares           | %     |
| Kuan Teng Meng   | 1                | 50.00 | 1                      | -     | 1                       | -     |
| Tai Chew Ngo     | 1                | 50.00 | 1                      | -     | 1                       | -     |
| HLBB             | -                | -     | <sup>a</sup> 4,489,400 | 56.12 | 4,489,400               | 7.74  |
| Excellent Avenue | -                | -     | -                      | -     | <sup>b</sup> 50,000,000 | 86.21 |
| Wong Thiam Loy   | -                | -     | <sup>a</sup> 20,400    | 0.25  | 20,400                  | 0.04  |

#### Notes:-

*a Issue of 7,999,999 new Shares at par pursuant to the Shareholders' Scheme.*

*On 10 December 2001, Ample Potential had entered into a Share Sale Agreement with HLBB whereby Ample Potential had agreed to acquire 22,447,000 Shares in Kiara Emas from HLBB for a cash consideration of RM11,223,500 at RM0.50 per Share, pursuant to HLBB's exercise of its power of sale under various Memoranda of Deposit pursuant to which the said Shares had been pledged by their owners to HLBB.*

*Pursuant to the Shareholders' Scheme, the 22,447,000 Shares in Kiara Emas which are the subject of the Share Sale Agreement have been cancelled and 4,489,400 MTHB Shares have been issued in favour of HLBB. As such, HLBB has a direct interest in 4,489,400 MTHB Shares whilst Ample Potential has an indirect interest in the said Shares by virtue of the Share Sale Agreement.*

*b Issue of 50,000,000 new Shares at par pursuant to the Acquisition of 90.91% equity interest in Stone World.*

### 7.3 Board of Directors

**Tan Sri Dato' Kamaruzzaman Bin Shariff**, a Malaysian aged 62, was appointed as the Executive Chairman of MTHB on 1 August 2003. He holds a Bachelor of Arts (Economics) degree from the University of Malaya (1963), a Diploma in Public Administration from Carleton University, Ottawa, Canada (1969) and a Master's degree in Public Administration from Syracuse University, United States of America (1979). He started his career as a Government Service Officer in 1964 in the position of Assistant Secretary in the Ministry of Education. He has held various senior positions during his 37 years of distinguished service. Amongst his last positions prior to retirement in 2001 from the public service was as the State Secretary of Pulau Pinang, the Secretary General of the Ministry of Defence and the Lord Mayor of Kuala Lumpur. He is presently a member of various boards/associations and also the Chairman of several private limited companies.

**Yap Chee Keong**, a Malaysian aged 48, is the Group Managing Director of MTHB. He was appointed to the Board on 1 August 2003. He graduated from the University of Leeds, United Kingdom in 1978 with a Bachelor of Arts (Economics) degree with First Class Honours. He is a Chartered Accountant and has been a member of the Institute of Chartered Accountants of Scotland since 1981. From 1978 to 1981, Mr. Yap was attached to Thomson McLintock & Co., Chartered Accountants, London (now known as KPMG, London) as a trainee Chartered Accountant during his period of articleship. He also has extensive financial experience gained from his career in merchant banking from 1981 to 1997 with Bumiputra Merchant Bankers Berhad. He has also served as a director of several listed public companies and is currently an independent non-executive director of Hua Joo Seng Enterprise Berhad.

**Loh Chen Peng**, a Malaysian aged 49, is an Independent Non-Executive Director of MTHB. He was appointed to the Board on 1 August 2003. He is a Certified Public Accountant and has been a member of the Malaysian Institute of Certified Public Accountants since 1980. He started his career in 1975 with Deloitte Kassim Chan & Co. and left to join AmMerchant Bank in 1980, where he worked for thirteen (13) years and held several senior management positions in the areas of corporate finance and corporate banking, including overseeing the banking group's corporate turnaround/restructuring team. He resigned as a General Manager of AmMerchant Bank in October 1993. He was a founder director of Phileo Allied Bank (Malaysia) Berhad which commenced operations in August 1994 and was an Executive Director of the bank until February 1998. Mr. Loh remained as a member of the Executive Committee of the Board of Directors of the bank until early 2001. He has also served as a director of several public companies. Presently, he is an independent non-executive director of Nexnews Berhad and is involved in several private business ventures.

**Michael Lim Hee Kiang**, a Malaysian aged 55, is an Independent Non-Executive Director of MTHB. He was appointed to the Board on 1 August 2003. He is an Advocate and Solicitor, and holds an LLB degree with Second Class Upper Honours and an LLM degree with Distinction from Victoria University of Wellington, New Zealand (1972/1973). He was admitted as a Barrister and Solicitor of the Supreme Court of New Zealand in 1973. Upon returning to Malaysia in 1974, Mr. Lim was admitted to the High Court of Sarawak and Brunei and subsequently to the High Court of Malaya in 1978. He was a lecturer in the Law Faculty of the University of Malaya from 1975 to 1977. He joined Messrs. Shearn Delamore & Co. in 1978 and has been a partner of the firm for the last 24 years. He sits on the Boards of Directors of several listed public companies and various private companies.

**Teoh Tek Siong**, a Malaysian aged 48, is an Independent Non-Executive Director of MTHB. He was appointed to the Board on 1 August 2003. He is an Advocate and Solicitor, currently practising with Messrs T.S. Teoh & Partners as its senior partner. Mr. Teoh obtained his Diploma from the Institute of Chartered Secretaries and Administrators, United Kingdom in 1978. In 1981, he obtained an LLB (Honours) degree from the University of London (External Programme). He was admitted to the High Court of Malaya in October 1983 and thereafter, practised as a legal assistant with Messrs. Chew & Co. until December 1984. He practised as a partner with Messrs. Vincent Lim & Teoh from January 1985 to August 1997. In September 1997, Mr. Teoh commenced his current practice. He presently sits on the Board of Directors of Paragon Union Berhad as an independent non-executive director.

**Shareholdings in MTHB**

None of the directors of MTHB has any shareholding, whether directly or indirectly, in MTHB as at the date of this Prospectus, and they are not entitled to participate in the Special Issue, the Restricted Issue or the Mandatory Offer.

**Directorships of Directors in Other Public Corporations**

None of the directors of MTHB has held directorships in other public corporations during the last two (2) years up to 14 August 2003 except for the following:-

| Name of Director      | Name of Company                      | Date of Appointment | Date of Resignation |
|-----------------------|--------------------------------------|---------------------|---------------------|
| Yap Chee Keong        | Hua Joo Seng Enterprise Berhad       | 11.06.1996          | -                   |
| Loh Chen Peng         | CB Industrial Product Holding Berhad | 26.12.2001          | 23.05.2002          |
|                       | Gold Coin (Malaysia) Berhad          | 27.02.2001          | 28.09.2001          |
|                       | Nexnews Berhad                       | 08.01.2003          | -                   |
| Michael Lim Hee Kiang | Diethelm Holdings (Malaysia) Berhad  | 24.12.1991          | -                   |
|                       | Dijaya Corporation Berhad            | 20.09.1993          | -                   |
|                       | Insas Berhad                         | 25.06.1993          | -                   |
|                       | Paragon Union Berhad                 | 08.03.1999          | -                   |
|                       | Renong Berhad                        | 01.04.1999          | 03.10.2001          |
|                       | Selangor Properties Berhad           | 04.03.1993          | -                   |
|                       | Timedot Com Berhad                   | 27.09.2000          | 24.10.2001          |
| Teoh Tek Siong        | Paragon Union Berhad                 | 08.09.1997          | -                   |

**Substantial Shareholdings of Directors in Other Public Corporations**

None of the directors of MTHB has had substantial shareholdings (5% or more), whether direct or indirect, in other public corporations during the last two (2) years up to 14 August 2003.

**Directors' Remuneration**

For the financial year ended 31 December 2002, no remuneration was paid to the previous directors of MTHB, being Mr. Kuan Teng Meng and Madam Tai Chew Ngo, for their service in all capacities to MTHB. For the financial year ending 31 December 2003, a total sum of RM150,000 is proposed to be paid to the directors of MTHB for their service in all capacities to the Company and its subsidiaries. The directors fall within the following remuneration bands:-

| Remuneration Band (RM) | Number of Directors<br>Year Ending 31.12.2003 |
|------------------------|---|
| Below 50,000           | 4   |
| 50,001 – 100,000       | 1   |

#### 7.4 Audit Committee

MTHB has set up an Audit Committee which comprises the following Board members:-

| Name                  | Designation | Directorship                       |
|-----------------------|-------------|------------------------------------|
| Michael Lim Hee Kiang | Chairman    | Independent Non-Executive Director |
| Loh Chen Peng         | Member      | Independent Non-Executive Director |
| Teoh Tek Siong        | Member      | Independent Non-Executive Director |

The main functions of the Audit Committee include the review of audit plans and audit reports with the Group's auditors, review of the auditors' evaluation of internal accounting controls and management information systems, review of the scope of internal audit procedures, review of the balance sheet and profit and loss accounts, and nomination of the auditors.

#### 7.5 Key Management Personnel

**Cheong Choi Seng**, a Malaysian aged 46, is the Chief Executive Officer of the MTHB Group. He was appointed as the Chief Executive Officer of MTHB on 2 May 2003. He started his career in 1978 as an Audit Assistant in the accounting firm, Messrs. Y.M. Soo & Co., before leaving to pursue his tertiary education in 1980. He graduated from the University of Windsor in 1982 with a Bachelor of Commerce (Accounting and Finance) with First Class Honours. In 1982, he obtained his Post Graduate Certificate in Organisation Development and Post Graduate Certificate in Personnel and Industrial Relations from the University of Windsor. Upon his return, he joined MBf Finance Bhd in 1983 as its Executive and later as Branch Manager. In 1988, he joined UOB Bank Berhad as its Deputy Manager where he was involved in both commercial and corporate banking. He later joined Resorts World Bhd in 1990 and was with the organisation for eight (8) years where he last served as Assistant Manager before leaving to take up the challenge of restructuring a construction related company, Peramahraya (M) Sdn Bhd in 1998. He later left and joined an information technology development company, SmartTransact Sdn. Bhd. in 2000 as its Finance Director. In 2002, he moved on to be the Group Controller of Metroport Group Berhad.

**Tan Kin Giou**, a Malaysian aged 49, is the Project Director of Stone World and the Director of Marketing and Business Development of Stone World Marketing. He was appointed to the Board of Directors of Stone World on 1 April 1995. He obtained his Diploma in Building Technology from Tunku Abdul Rahman College in 1980, and his Bachelor of Applied Science (Construction Management & Economics) from the Curtin University of Technology, Australia in 1994. Mr. Tan has eleven (11) years of experience in quantity surveying with a property development and construction group of companies, three (3) years of experience in a quantity surveying consultancy firm and a further six (6) years of experience as the Project Director of Stone World. He sits on the Boards of Directors of various private companies.

**Kang Seok Sik**, a Korean aged 42, is the Director of Operations of Stone World, a position which he has held for seven (7) years. He holds a Bachelor of Engineering degree from Kyungnam University, Seoul, Korea. He has three (3) years of experience in the stone manufacturing industry with a Korean company and another three (3) years of experience in the marketing of stone products. As the Director of Operations of Stone World, he oversees the operations and administration of the factory as a whole.

**Lim Pin Hoon**, a Malaysian aged 48, is the Group Financial Controller. She is a Fellow of the Association of Chartered Certified Accountants. She has five (5) years of experience in auditing and taxation in a local public accounting firm, another five (5) years of experience as Financial Controller of a 5-star hotel and club, and a further ten (10) years of experience as Financial Controller in companies in the property development, construction, manufacturing and other industries.



**Kam Choo You**, a Malaysian aged 55, is the Project Manager of Stone World. He has over twenty-six (26) years of experience as a project manager, and has managed various projects, namely the Taman TAR, Taman U-Thant and Taman Muhibbah housing schemes, the Markisa Project for a 20-storey office building, Plaza MBf, Wisma Time, Holiday Villa Hotel and the Wangsa Baiduri Townhouses and Condominiums. His current position as Project Manager of Stone World entails overall responsibilities in project management, and leading the team to supervise the activities of consultants, surveyors and specialists. Apart from this, Mr. Kam is also responsible for the design and creation of interior woodworking fixtures and stone finishes.

**Tan Chew Peng**, a Malaysian aged 37, is the Project Manager of Stone World. He holds a Bachelor's degree in Engineering with Honours from the University of Westminster, London and is a graduate member of the Institute of Engineers Malaysia. Mr. Tan has in total thirteen (13) years of experience with a 5-star hotel and club, and with companies in the property development and construction industries, where he had been actively involved in schedule planning, design and coordination of all building services.

**Ong Hooi Voon**, a Malaysian aged 38, is the Personal Assistant to the Chairman of Stone World, Mr. Wong Thiam Loy. She has attended courses in Computer Studies at the Institute School of Marketing, Ipoh and Institute of Data Processing Management (IDPM) Parts I & II at Kolej Damansara Utama, Petaling Jaya. Ms. Ong has twelve (12) years of experience in sales, purchasing and administration in the engineering industry prior to joining Stone World. She has a further seven (7) years of experience in the manufacturing industry as the Personal Assistant to the Chairman of Stone World with responsibilities in material procurement and the overall management of the computer department.

**Ong Cheng Hoon, Christina**, a Malaysian aged 42, is the Sales Manager of Stone World Marketing. She has approximately 20 years of experience in the sales and marketing of interior furnishing products such as ceramic tiles, timber, granite and marble tiles. She was involved in the marketing of stone products for projects such as the UEP housing scheme, Taman Pelangi and Taman Rinting, Johor, the KL Sentral project, the AIA Redevelopment Project and Bandaraya Development.

#### ***Shareholdings in MTHB***

None of the key management personnel holds any Shares or options in respect of any Shares in MTHB.

#### ***Directorships in Other Public Corporations***

None of the key management personnel of the Group has held directorships in other public corporations during the last two (2) years.

#### ***Substantial Shareholdings in Other Public Corporations***

None of the key management personnel of the Group has had substantial shareholdings (5% or more), whether direct or indirect, in other public corporations during the last two (2) years.

### **7.6 Involvement of Directors and Key Management Personnel in Other Companies**

#### **(a) Tan Sri Dato' Kamaruzzaman bin Shariff**

Tan Sri Dato' Kamaruzzaman bin Shariff is a chairman and/or director of several private companies. The private companies in which he is involved, either by way of directorship and/or shareholding interest, are individually and collectively not significant as to give rise to any negative implications on his ability to manage the MTHB Group. In this connection, he has signed a confirmation letter dated 31 July 2003 to this effect to the SC.

(b) Wong Thiam Loy

Mr. Wong Thiam Loy is a director of numerous private and public companies including Paragon Union Berhad (“**Paragon**”), which is listed on the Second Board of the KLSE. He is an executive director of Paragon, with involvement in its daily operations. He is also a non-executive director of three (3) subsidiaries of Paragon, with no involvement in their daily operations. The private companies in which he is involved, either by way of directorship and/or shareholding interest, are individually and collectively not significant as to give rise to any negative implications on his ability to manage the MTHB Group. In this connection, Mr. Wong has signed a confirmation letter dated 18 December 2002 to this effect to the SC.

(c) Yap Chee Keong

Mr. Yap Chee Keong is the group executive director of Kiara Emas and its former subsidiaries. He is involved in the day-to-day activities for implementation of the restructuring proposals leading to the listing of MTHB as well as the implementation of corporate and legal proposals for an orderly disposal or liquidation of the former subsidiaries of Kiara Emas. Mr. Yap is also the independent non-executive director and shareholder of Hua Joo Seng Enterprise Berhad, a public listed company on the Main Board of the KLSE. He owns 33,000 Shares representing 0.055% of its issued and paid-up capital. Mr. Yap is also the managing director and shareholder of Margin Capital Sdn. Bhd. where he provides ad hoc corporate finance advisory services on a part-time basis. The company has a paid-up capital of RM100 and is wholly owned by Mr. Yap and his spouse. The Board is of the opinion that no negative implications will arise from Mr. Yap’s involvement as a director of the aforementioned companies. In this connection, Mr. Yap has signed a confirmation letter dated 31 July 2003 to this effect to the SC.

(d) Tan Kin Giou

Mr. Tan Kin Giou is a non-executive director of Crystal Hill Properties Sdn Bhd and Fimco Management Sdn Bhd, and as such, he is not involved in the day-to-day operations of these companies. The Board is of the opinion that no negative implications will arise from Mr. Tan’s involvement as a director of the aforementioned companies. In this connection, Mr. Tan has signed a confirmation letter dated 18 December 2002 to this effect to the SC.

(c) Tan Chew Peng

The Board has taken note of the involvement of Mr. Tan Chew Peng as a director of several private companies and is of the opinion that his responsibilities as one of the key management personnel of Stone World will not be jeopardised. In this connection, Mr. Tan has signed a confirmation letter dated 18 December 2002 to this effect to the SC.

In addition, the Board will monitor the situation and take appropriate action, if and when such action is necessary, to protect the interests of the MTHB Group.

## 7.7 Relationships and Associations

There are no family or business relationships amongst the substantial shareholders, Promoters, directors and key management personnel of the MTHB Group save for the following:-

- (a) Mr. Wong Thiam Loy and Madam Kong See Kuan are husband and wife;
- (b) Mr. Wong Thiam Loy is:-
  - (i) A Promoter and an indirect substantial shareholder of the Company;
  - (ii) A direct substantial shareholder and director of Ample Potential;
  - (iii) An indirect substantial shareholder of Excellent Avenue;
  - (iv) A direct shareholder and director of Exclusive Vest Holdings Sdn. Bhd.; and
  - (v) A direct shareholder and director of Stone World and one (1) of its subsidiaries, Stone World (Hong Kong) Ltd.;
- (c) Madam Kong See Kuan is:-
  - (i) An indirect substantial shareholder of the Company;
  - (ii) An indirect substantial shareholder and a director of Excellent Avenue; and
  - (iii) A direct substantial shareholder and director of Exclusive Vest Holdings Sdn. Bhd.;
- (d) Mr. Kong Say Hoon is:-
  - (i) The brother of Madam Kong See Kuan and brother-in-law of Mr. Wong Thiam Loy;
  - (ii) A director of Excellent Avenue; and
  - (iii) A director of two (2) of the subsidiaries of Stone World, being Stone World Marketing Sdn. Bhd. And Stone Export Sdn. Bhd.;
- (e) Mr. Michael Lim Hee Kiang and Mr. Teoh Tek Siong, who are Independent Non-Executive Directors of the Company, are also Independent Non-Executive Directors of Paragon Union Berhad, of which Mr. Wong Thiam Loy is the Executive Chairman and both Mr. Wong Thiam Loy and Madam Kong See Kuan are indirect substantial shareholders;
- (f) Mr. Tan Kin Giou is a director of Stone World and all of its subsidiaries, as well as certain private companies in which Mr. Wong Thiam Loy has an interest; and
- (g) Mr. Tan Chew Peng, the Project Manager of Stone World, is a director of certain private companies in which Mr. Wong Thiam Loy has an interest.

See Section 7.10 "Related-Party Transactions" for details of the related-party transactions of the MTHB Group.

## 7.8 Service Agreements

There are no existing or proposed service agreements between MTHB or any of its subsidiaries, and their respective directors and key management personnel. All employees of the Group have standard employment contracts.

## 7.9 Related Companies with Similar Trade

None of the directors or substantial shareholders of the Company or its subsidiary companies has any interest, direct or indirect, in any business carrying on a similar trade as the Company or its subsidiary companies.

## 7.10 Related-Party Transactions

Save as disclosed below and in Section 11.6 "Material Contracts and Agreements" of this Prospectus, none of the directors or substantial shareholders of the Company has any interest, direct or indirect, in the promotion of, or in any assets which have, within the two (2) years preceding the date of this Prospectus, been acquired or proposed to be acquired or disposed of or proposed to be disposed of by or leased or proposed to be leased to, the Company or its subsidiary companies or in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Company and its subsidiary companies taken as a whole.

Save as disclosed below, there are no current and/or subsisting related-party transactions or arrangements between the Group and its shareholders and/or directors and/or key management personnel and/or persons connected with any of the aforementioned persons:-

- (i) Pursuant to a Management Agreement dated 1 March 1995, Fimco Management Sdn. Bhd. ("**Fimco**") was appointed by Stone World to provide management services, including company secretarial, legal, personnel and general administration services, for a term commencing on 1 January 1995 and ending on 31 December 1997 or such extended date as the parties may agree in writing, for an annual fee of RM360,000, subject to annual review.

Fimco is a wholly owned subsidiary of Exclusive Vest Holdings Sdn. Bhd. ("**EVHSB**"), which is in turn wholly owned by Mr. Wong Thiam Loy and his spouse, Madam Kong See Kuan. Mr. Wong is a director of both Fimco and EVHSB. Madam Kong is also a director of EVHSB.

Although the Management Agreement has been extended for a further term of three (3) years from 2 January 2002, the parties have, vide a letter dated 2 January 2002, agreed that the Management Agreement shall be mutually terminated in writing upon the completion of the Restructuring Scheme.

- (ii) Stone World's showroom and office located at No. 388, Jalan Tun Razak, Kuala Lumpur, having a total floor space of 1,203.70 square metres, is rented from Impressive Repute Sdn. Bhd. ("IR") vide a Tenancy Agreement dated 5 February 2001. The Tenancy Agreement is for a term of three (3) years commencing on 1 October 2000 and expiring on 30 September 2003 at a monthly rental of RM35,000, with an option to renew for a further term of three (3) years at an increased rate of 20% above the market rate. For the calendar years 2001 and 2002, IR had, at its sole discretion and on an ad hoc basis, reduced the monthly rental to RM15,000 per month.

IR is a wholly owned subsidiary of EVHSB, which is in turn wholly owned by Mr. Wong Thiam Loy and his spouse, Madam Kong See Kuan. Mr. Wong is a director of both IR and EVHSB. Madam Kong is also a director of EVHSB.

The parties have, vide a letter dated 4 February 2002, mutually agreed to amend the provision in the Tenancy Agreement to the extent that Stone World shall have the option to renew the tenancy for a further term of three (3) years at the prevailing market rate, and on terms and conditions to be agreed upon.

#### **7.11 Conflict of Interest**

AmMerchant Bank, Anuarul Azizan Chew & Co. and Raja Eleena Siew Ang & Associates believe there is no issue of conflict of interest in respect of their respective advisory roles in relation to the Restructuring Scheme.