

EXTRACT OF THE ORDINARY RESOLUTION PERTAINING TO THE RIGHTS ISSUE ADOPTED AT THE EGM OF DRB-HICOM HELD ON 26 APRIL 2000

“THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4, Special Resolution 1 and Special Resolution 2 as set out in the Notice of Extraordinary General Meeting of 1/2000 in respect of the proposals contained in Circular 1 and subject to the approval of the Securities Commission, the Foreign Investment Committee and the approval-in-principle of the Kuala Lumpur Stock Exchange for the listing of and quotation for the new Diversified Resources Berhad (DRB) Warrants to be issued pursuant to the proposed warrants rights issue by DRB (Proposed Warrants Rights Issue) and the new DRB Shares arising from the exercise of the new DRB Warrants issued pursuant thereto and the approval of any other relevant authority, APPROVAL BE AND IS HEREBY given to the Board of Directors to:

- (i) undertake a renounceable rights issue to allot and issue up to 65,751,251 new DRB Warrants on the basis of one (1) new DRB Warrant for every four (4) existing DRB Shares held or on such basis as may be determined by the Board of Directors for a term of up to five (5) years from the date of issue at an offer price to be determined by the Board of Directors subject to the enlarged share capital of DRB pursuant to the Proposed Gadek Offers, Proposed Gadek Capital Offer, Proposed HICOM Offers and the Proposed Warrant Exchange Scheme in accordance with the terms of the Warrants Deed Poll AND THAT any DRB Warrants not subscribed for shall be dealt with in such manner as the Board of Directors may in their absolute discretion think expedient in the interest of the Company AND THAT APPROVAL BE AND IS HEREBY given to the Board of Directors to allot and issue up to 65,751,251 new DRB Shares to the holders of the new DRB Warrants who may have exercised their rights to subscribe for the new DRB Shares in accordance with the Warrants Deed Poll AND THAT the new DRB Shares to be issued pursuant to the exercise of the new DRB Warrants will rank pari passu in all respects with the ordinary shares in the Company in issue on the date of subscription except that they shall not be entitled to any dividends, rights, entitlements and/or other distributions, the record date which is prior to the relevant subscription date (record date means, in relation to any dividends, rights, allotments or other distributions, the date on which the shareholders of the Company must be registered in order to participate in such dividends, rights, allotments or other distributions) AND THAT fractional entitlements to the new DRB Warrants will not be allotted to the existing holders of the DRB Shares but will be aggregated and sold and the net proceeds thereof will be retained by the Company for the benefit of the Company; and
- (ii) allot and issue any further new DRB Warrants pursuant to the adjustments in accordance with the terms of the Warrants Deed Poll (Further DRB Warrants) and such appropriate number of new DRB Shares credited as fully paid arising from the exercise of the subscription rights represented by such Further DRB Warrants AND THAT the new DRB Shares to be issued pursuant to the exercise of the Further DRB Warrants will rank pari passu in all respects with the ordinary shares in the Company in issue on the date of subscription except that they shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared before the date of subscription of the new DRB Shares AND THAT fractional entitlements to the new DRB Shares will not be allotted to the holders of the Further DRB Warrant holders but will be aggregated and sold and net proceeds thereof will be retained by the Company for the benefit of the Company;

AND THAT the Directors of the Company be and are hereby authorised to assent to any variations, modifications and/or amendments to the terms and conditions of the Proposed Warrants Rights Issue and the abridged prospectus to be issued in respect of the said rights issue in any manner as may be required by the relevant authorities and to take all steps as they may deem necessary or expedient in order to implement, finalise and give effect to the Proposed Warrants Rights Issue.”

INFORMATION ON DRB-HICOM**1. HISTORY AND BUSINESS**

DRB-HICOM was incorporated under the Companies Act, 1965 as a private limited company on 28 August 1990. It was converted to a public company on 3 August 1991 and assumed the name of Diversified Resources Berhad on 19 September 1991. The Company assumed its present name on 11 May 2000. Upon the completion of a restructuring scheme in September 1992 which involved the acquisitions of Imatex Berhad and Automotive Corporation (Malaysia) Sdn Bhd by way of a share exchange, DRB-HICOM emerged as a diversified group with interests ranging from assembly, manufacture and distribution of motor vehicles, trading in spare parts and accessories to property development. The restructuring scheme also saw DRB-HICOM being transformed into a public listed company by way of the listing of and quotation for the entire issued and paid-up share capital of DRB-HICOM in substitution for the listing of and quotation for the entire issued and paid-up share capital of Imatex Berhad. DRB-HICOM was listed on the Main Board of the KLSE on 4 September 1992.

In 1994, the Company ventured into public transport services through its subsidiary company, Intrakota Consolidated Berhad. Intrakota Consolidated Berhad was given the mandate from the Commercial Vehicle Licensing Authority to operate city buses within the 15 km inner circle radius of Kuala Lumpur with the objective of replacing their existing minibus operators which forms part of the Government's objective to amalgamate the bus services in Kuala Lumpur. The DRB-HICOM Group has further strengthened this line of business with acquisitions of Toong Fong Omnibus Company Sendirian Berhad and S J Kenderaan Sdn Bhd, two (2) of the larger bus operators servicing the Klang Valley.

The Group has also diversified into commercial vehicle inspection services through its wholly owned subsidiary, Pusat Pemeriksaan Kenderaan Berkomputer Sdn Bhd (Puspakom). Puspakom is the only company in the country holding a concession from the Government to operate mandatory inspection services for commercial vehicles and other categories of vehicles prescribed by the Government. Puspakom currently operates thirty one (31) vehicle inspection centres throughout the major towns in Malaysia which are fully computerised.

In November 1994, the Group marked new history as its subsidiary company, USPD launched its first model, Proton Satria. USPD is a result of a bold collaboration between DRB-HICOM and PROTON. This is a joint-venture undertaking the marketing and distribution of Proton variants to the local automotive market. USPD is supported by comprehensive after sales services with network of service and parts centres established nationwide.

In August 1995, the Company ventured into the national motorcycle project via a subsidiary company, Motosikal Dan Enjin Nasional Sdn Bhd (MODENAS). The joint-venture is a tie-up between DRB-HICOM (55%), Khazanah Nasional Berhad (15%), Kawasaki Heavy Industries Ltd (19%) and Nissho Iwai Corporation (11%). Under this project, MODENAS will develop, manufacture and produce Malaysian national motorcycle and its related parts and accessories. The national motorcycles will be geared not only towards domestic but also for export markets.

DRB-HICOM charted new grounds in October 1996 with the commencement of operations of DRB-HICOM Defence Technologies Sdn Bhd (DEFTECH). DEFTECH is involved in the manufacture, assembly, supply, maintenance, refurbishment and sales of general and specialised motor vehicles, equipment and machinery for use by military, police force, fire department and security services. Its first product HICOM Handalan, a military truck, was delivered to the Armed Forces in 1995.

On 10 November 2000, the Company entered into a joint-venture agreement with Oriental Holdings Berhad and Honda Motor Co. Ltd to manufacture and distribute Honda automobiles, spare parts, accessories and components. The strategic partnership between DRB-HICOM (36%), Oriental Holdings Berhad (15%) and Honda Motor Co. Ltd (49%) is to boost the Malaysian automotive industry especially when AFTA comes into force. The new entity, namely DRB-Oriental-Honda Sdn Bhd, was incorporated on 15 November 2000.

STATUS OF CORPORATE EXERCISE

On 28 February 2000, Amanah, on behalf of the Board of Directors of DRB-HICOM presented notices of offer to the Board of Directors of Gadek, Gadek Capital and HICOM in respect of the Gadek Offers, Gadek Capital Offer and HICOM Offers respectively. The Offers were closed on 20 June 2000.

As DRB-HICOM held more than 90% of the ordinary shares in Gadek, Gadek Capital and HICOM respectively not already owned by DRB-HICOM and its related companies on 7 June 2000, DRB-HICOM invoked Section 34 of the Securities Commission Act, 1993 to compulsorily acquire any remaining ordinary shares of RM1.00 each in Gadek, Gadek Capital and HICOM respectively, not already owned by DRB-HICOM and its related companies (Compulsory Acquisition).

On 21 July 2000 and 3 August 2000, DRB-HICOM despatched notices of Compulsory Acquisition to the dissenting shareholders of Gadek Capital, Gadek and HICOM respectively. Effective from 19 September 2000 and 22 September 2000, DRB-HICOM effectively holds 100% equity interest in Gadek, Gadek Capital and HICOM respectively.

In line with the cohesive step for the Group to withdraw from the national car project, DRB-HICOM together with Erat Bakti Sdn Bhd had on 3 March 2000, entered into a conditional sale and purchase agreement with PROTON for the proposed disposal of an aggregate of 55% equity interest comprising 11,000,000 ordinary shares of RM1.00 each in USPD for a total cash consideration of RM297,220,000. The said disposal was completed on 31 October 2000.

HICOM had also on 25 May 2000 entered into:

- (a) a conditional sale and purchase agreement with Petroliam Nasional Berhad (Petronas) for the proposed disposal of 140,145,000 ordinary shares of RM1.00 each in PROTON (PROTON Shares) representing 25.8% equity interest in PROTON for a total cash consideration of RM981,015,000 (PROTON Disposal); and
- (b) a subscription agreement with Perecom Industries Sdn Bhd (Perecom) and Petronas for Petronas to subscribe for cash at par for 99,998 new ordinary shares of RM1.00 each in Perecom (Subscription Issue). Perecom, a wholly-owned subsidiary of HICOM, is the legal and beneficial owner of 7,444,000 PROTON Shares representing approximately 1.4% equity interest in PROTON.

The PROTON Disposal and Subscription Issue were completed on 4 December 2000.

As part of the rationalisation programme by the Government to consolidate the financial industry, Gadek Capital had on 30 June 2000 entered into a conditional sale and purchase agreement with Hong Leong Bank Berhad for the proposed disposal of 291,250,000 ordinary shares of RM1.00 each in Credit Corporation (Malaysia) Berhad (CCM) representing the entire issued and paid-up share capital of CCM. BNM's approval for the disposal of CCM was obtained on 13 November 2000.

Pursuant to the completion of the Compulsory Acquisition, DRB-HICOM intends to maximise its shareholders' value by leveraging on the listing status of Gadek, Gadek Capital and HICOM, if the opportunity arises, as stated in the Gadek, Gadek Capital and HICOM Offer Documents dated 2 May 2000 respectively. On 9 October 2000, DRB-HICOM had announced that it had received the approval from the Minister of Finance/BNM to commence negotiations with Tekun Cemerlang Sdn Bhd and Malton Corporation Sdn Bhd for the proposed disposals of the entire equity interest in Gadek and Gadek Capital respectively. The parties are currently finalising the terms and conditions of the sale and purchase agreements. An announcement will be made on the said disposal upon the execution of the sale and purchase agreements which are subject to the prior approval of the Minister of Finance/BNM. DRB-HICOM had also announced that it is at a preliminary stage of evaluating several proposals for the proposed disposal of the entire equity interest in HICOM. DRB-HICOM will be making the necessary announcement once the proposal is finalised.

2. SHARE CAPITAL

As at 27 November 2000	No. of ordinary shares of RM1.00 each	Amount RM
Authorised	2,000,000,000	2,000,000,000
Issued and fully paid-up	912,394,647	912,394,647

3. MOVEMENTS IN THE ISSUED AND FULLY PAID-UP SHARE CAPITAL

Details of the changes in the issued and paid-up share capital of DRB-HICOM since incorporation are as follows:

Date of allotment	No. of ordinary shares of RM1.00 each	Consideration	Total issued and paid-up capital RM
28.08.90	2	Cash	2
26.06.92	213,000,000	Issued at par for the acquisition of the entire issued and paid-up share capital of Automotive Corporation (Malaysia) Sdn Bhd	213,000,002
29.06.92	5,500,000	Issued at par for the acquisition of the entire issued and paid-up share capital of Imatex Berhad	218,500,002
20.07.92	22,505,000	Issued at par in settlement of debts due to secured creditors of Imatex Bhd and Desa Puchong Sdn Bhd (in receivership) assumed by the Company via Schemes of Arrangement sanctioned by the High Court on 28.05.92	241,005,002
20.08.92	22,000,000	Issued pursuant to rights issue at par on the basis of four (4) new ordinary shares for every one (1) existing ordinary share held arising from the Schemes of Arrangement mentioned above	263,005,002
10.07.00	599,752,811	Issued at RM4.57 pursuant to the Offers	862,757,813
23.08.00	5,912,900	Issued at RM4.57 pursuant to the Offers (in relation to the exercise of HICOM employees' share option scheme)	868,670,713
01.09.00	2,337,750	Issued at RM4.57 pursuant to the compulsory acquisition for the remaining ordinary shares of RM1.00 each in Gadek	871,008,463
06.09.00	1,827,763	Issued at RM4.57 pursuant to the compulsory acquisition for the remaining ordinary shares of RM1.00 each in Gadek Capital	872,836,226
20.09.00	39,558,421	Issued at RM4.57 pursuant to the compulsory acquisition for the remaining ordinary shares of RM1.00 each in HICOM	912,394,647

4. SUBSTANTIAL SHAREHOLDERS

The substantial shareholders of DRB-HICOM (holding 2% or more of the paid-up share capital) and their shareholdings as at 27 November 2000 as per the Register of Substantial Shareholders are as follows:

Shareholder	Before Rights Issue				After Rights Issue**			
	Direct		Indirect		Direct		Indirect	
	No. of shares held	% held	No. of shares held	% held	No. of shares held	% held	No. of shares held	% held
Gemilang Nominees Sdn Bhd	-	-	141,091,000 ^a	15.46	-	-	141,091,000 ^a	15.46
Empyrean Nominees Sdn Bhd	-	-	32,875,000 ^a	3.60	-	-	32,875,000 ^a	3.60
Citranika Sdn Bhd	-	-	24,328,707 ^a	2.67	-	-	24,328,707 ^a	2.67
Othman Jaffar	-	-	216,047,954 ^b	23.68	-	-	216,047,954 ^b	23.68
Tan Sri Dato' Seri Mohd Saleh Sulong	355,000	0.04	216,047,954 ^b	23.68	355,000	0.04	216,047,954 ^b	23.68
Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad	5,000	*	216,047,954 ^c	23.68	5,000	*	216,059,954 ^c	23.68
Dato' Yatina Yahaya	75,600	*	216,059,954 ^d	23.68	75,600	*	216,059,954 ^d	23.68
Dato' Tik Mustaffa	371,000	0.04	216,059,954 ^e	23.68	371,000	0.04	216,059,954 ^e	23.68
Ahmad Othman Yahaya	42,000	*	216,059,954 ^f	23.68	42,000	*	216,059,954 ^f	23.68

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Shareholder	Before Rights Issue				After Rights Issue**			
	Direct		Indirect		Direct		Indirect	
	No. of shares held	% held	No. of shares held	% held	No. of shares held	% held	No. of shares held	% held
Mayban Securities Nominees (Tempatan) Sdn Bhd	122,001,866 ^g	13.37	-	-	122,001,866 ^g	13.37	-	-
Amanah Raya Nominees (Tempatan) Sdn Bhd – Skim Amanah Saham Bumiputera	88,900,000 ^h	9.74	-	-	88,900,000 ^h	9.74	-	-
Employees Provident Fund Board	93,151,800	10.21	1,962,000 ⁱ	0.21	93,151,800	10.21	1,962,000 ⁱ	0.21
Khazanah Nasional Berhad	52,344,722	5.74	-	-	52,344,722	5.74	-	-
Minister of Finance (Incorporated)	51,779,915	5.68	-	-	51,779,915	5.68	-	-
Mayban Nominees (Tempatan) Sdn Bhd	23,196,125 ^j	2.54	-	-	23,196,125 ^j	2.54	-	-
HLB Nominees (Tempatan) Sdn Bhd	28,293,325 ^k	3.10	-	-	28,293,325 ^k	3.10	-	-

Notes:

* Less than 0.01%

** The Rights Issue will not have any immediate effect on the shareholdings of the substantial shareholders of DRB-HICOM.

a Its shares are registered in the names of various authorised nominees

b By virtue of his deemed interest through Gemilang Nominees Sdn Bhd, Empyrean Nominees Sdn Bhd, Directional (Malaysia) Sdn Bhd, Citranika Sdn Bhd, Citaria Sdn Bhd, Moritz Sdn Bhd, Equipose Sdn Bhd, Pancar Utama Sdn Bhd, Abeline Sdn Bhd, Regis Company Sdn Bhd and Theone Enterprise Sdn Bhd in accordance with Section 6A of the Act

c By virtue of the Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad's deemed interest through Gemilang Nominees Sdn Bhd, Empyrean Nominees Sdn Bhd, Directional (Malaysia) Sdn Bhd, Citranika Sdn Bhd, Citaria Sdn Bhd, Moritz Sdn Bhd, Equipose Sdn Bhd, Pancar Utama Sdn Bhd, Abeline Sdn Bhd, Regis Company Sdn Bhd and Theone Enterprise Sdn Bhd in accordance with Section 6A of the Act

d By virtue of her position as a co-administrator and beneficiary of the Estate of Allahyarham Puan Sri Rahana Othman as well as the Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad which has deemed interest in the shares of DRB-HICOM through Gemilang Nominees Sdn Bhd, Empyrean Nominees Sdn Bhd, Directional (Malaysia) Sdn Bhd, Citranika Sdn Bhd, Citaria Sdn Bhd, Moritz Sdn Bhd, Equipose Sdn Bhd, Pancar Utama Sdn Bhd, Abeline Sdn Bhd, Regis Company Sdn Bhd and Theone Enterprise Sdn Bhd in accordance with Section 6A of the Act

e By virtue of his position as a co-administrator of the Estate of Allahyarham Puan Sri Rahana Othman as well as the Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad which has deemed interest in the shares of DRB-HICOM through Gemilang Nominees Sdn Bhd, Empyrean Nominees Sdn Bhd, Directional (Malaysia) Sdn Bhd, Citranika Sdn Bhd, Citaria Sdn Bhd, Moritz Sdn Bhd, Equipose Sdn Bhd, Pancar Utama Sdn Bhd, Abeline Sdn Bhd, Regis Company Sdn Bhd and Theone Enterprise Sdn Bhd in accordance with Section 6A of the Act

f By virtue of him being a beneficiary of the Estate of Allahyarham Puan Sri Rahana Othman as well as the Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad which has deemed interest in the shares of DRB-HICOM through Gemilang Nominees Sdn Bhd, Empyrean Nominees Sdn Bhd, Directional (Malaysia) Sdn Bhd, Citranika Sdn Bhd, Citaria Sdn Bhd, Moritz Sdn Bhd, Equipose Sdn Bhd, Pancar Utama Sdn Bhd, Abeline Sdn Bhd, Regis Company Sdn Bhd and Theone Enterprise Sdn Bhd in accordance with Section 6A of the Act

g As bare trustee for HSK Corporate Advisory & Consultancy Sdn Bhd/Lembaga Tabung Haji (118,445,000 shares) for the benefit of Citranika Enterprise which pledged 118,445,000 shares belonging to Gemilang Nominees Sdn Bhd while the remaining shares are held as bare trustee for various beneficial owners with less than 2% shareholding in DRB-HICOM

h Shares are held in trust for Skim Amanah Saham Bumiputera, a unit trust scheme

i Shares are managed by portfolio managers namely Rashid Hussain Asset Management Sdn Bhd (400,000 shares), MIMB Aberdeen Asset Management Sdn Bhd (1,099,000 shares) and AMMB Asset Management Sdn Bhd (463,000 shares)

j As bare trustee for Empyrean Nominees Sdn Bhd/Othman Jaffar (5,150,000 shares), Empyrean Nominees Sdn Bhd/Tan Sri Dato' Seri Mohd Saleh Sulong (2,575,000 shares), Empyrean Nominees Sdn Bhd/Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad (5,150,000 shares), Gemilang Nominees Sdn Bhd/Othman Jaffar (4,094,050 shares), Gemilang Nominees Sdn Bhd/Tan Sri Dato' Seri Mohd Saleh Sulong (2,047,025 shares), Gemilang Nominees Sdn Bhd/Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad (4,094,050 shares); while the remaining shares are held as bare trustee for various beneficial owners with less than 2% shareholdings in DRB-HICOM

k As bare trustee for Tan Sri Dato' Seri Mohd Saleh Sulong (5,644,945 shares), Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad (11,289,890 shares), Othman Jaafar (11,289,890 shares) while the remaining shares are held as bare trustee for various beneficial owners with less than 2% shareholding in DRB-HICOM

5. DIRECTORS AND THEIR SHAREHOLDINGS

The Directors and their shareholdings as at 27 November 2000 are as follows:

Name, Age	Nationality/ Occupation	Address	Before Rights Issue				After Rights Issue**			
			Direct		Indirect		Direct		Indirect	
			No. of shares held	% held	No. of shares held	% held	No. of shares held	% held	No. of shares held	% held
Tan Sri Dato' Seri Mohd Saleh Sulong, 49	Malaysian/ Chairman	No. 6 Jalan Langsat 4/1B, Section 4, 40000 Shah Alam, Selangor Darul Ehsan	355,000	0.04	216,047,954 ^a	25.68	355,000	0.04	216,047,954 ^a	25.68

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Name, Age	Nationality/ Occupation	Address	Before Rights Issue				After Rights Issue**			
			Direct		Indirect		Direct		Indirect	
			No. of shares held	% held	No. of shares held	% held	No. of shares held	% held	No. of shares held	% held
Dato' Yatina Yahaya, 29	Malaysian/ Company Director	No. 45, Jalan Bukit Tunku, Bukit Tunku, 50480 Kuala Lumpur	75,600	*	216,059,954 ^b	23.68	75,600	*	216,059,954 ^b	23.68
Dato' Tik Mustaffa, 55	Malaysian/ Company Director	No.7, Jalan SS14/8E, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan	371,000	0.04	216,059,954 ^c	23.68	371,000	0.04	216,059,954 ^c	23.68
Dato' Maznah Abdul Jalil, 47	Malaysian/ Company Director	No. 29 Jalan 16/9, Section 16, 46350 Petaling Jaya, Selangor Darul Ehsan	355,000	0.04	-	-	355,000	0.04	-	-
Dato' Mohd Nor Mohamad, 55	Malaysian/ Company Director	24 Jalan 11/4, 46200 Petaling Jaya, Selangor Darul Ehsan	-	-	-	-	-	-	-	-
B. Bhaskaran Pillai, 46	Malaysian/ Company Director	No. 253, Jalan 5/48, Taman Petaling, 46000 Petaling Jaya, Selangor Darul Ehsan	168,000	0.02	-	-	168,000	0.02	-	-
Sundra Moorthi Krishnasamy, 56	Malaysian/ Company Director	3 Pinggiran Tunku, Bukit Tunku, 50480 Kuala Lumpur	-	-	-	-	-	-	-	-
Low Nyap Heng, 49	Malaysian/ Company Director	91, Jalan SS22/32, Damansara Jaya, 47400 Petaling Jaya, Selangor Darul Ehsan	-	-	-	-	-	-	-	-
Syed Moheeb Syed Kamarulzaman, 47	Malaysian/ Company Director	6097, Jalan Lima, Kemensah Heights, 68000 Ulu Kelang, Selangor Darul Ehsan	-	-	-	-	-	-	-	-
Kamaruzaman Jamil, 46	Malaysian/ Company Director	No. 14 Jalan SS1/29 47300 Petaling Jaya	1,000	*	-	-	1,000	*	-	-
Datuk Abu Samah Bachik (alternate to Tan Sri Dato' Seri Mohd Saleh Sulong), 53	Malaysian/ Company Director	No. 6 Jalan Setiabakti 1, Bukit Damansara, 50490 Kuala Lumpur	-	-	-	-	-	-	-	-
Ahmad Othman Yahaya (alternate to Dato' Yatina Yahaya), 25	Malaysian/ Company Director	12 Jalan Ayer Molek 1, Taman Tasik Titivangsa, 53200 Kuala Lumpur	42,000	*	216,059,954 ^d	23.68	42,000	*	216,059,954 ^d	23.68

Notes:

* Less than 0.01%

** The Rights Issue will not have any immediate effect on the Directors' shareholdings in the Company

a By virtue of his deemed interest through Gemilang Nominees Sdn Bhd, Empyrean Nominees Sdn Bhd, Directional (Malaysia) Sdn Bhd, Citranika Sdn Bhd, Citaria Sdn Bhd, Moritz Sdn Bhd, Equipose Sdn Bhd, Pancar Utama Sdn Bhd, Abeline Sdn Bhd, Regis Company Sdn Bhd and Theone Enterprise Sdn Bhd in accordance with Section 6A of the Companies Act, 1965

b By virtue of her position as a co-administrator and beneficiary of the Estate of Allahyarhamah Puan Sri Rahana Othman as well as the Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad which has deemed interest in the shares of DRB-HICOM through Gemilang Nominees Sdn Bhd, Empyrean Nominees Sdn Bhd, Directional (Malaysia) Sdn Bhd, Citranika Sdn Bhd, Citaria Sdn Bhd, Moritz Sdn Bhd, Equipose Sdn Bhd, Pancar Utama Sdn Bhd, Abeline Sdn Bhd, Regis Company Sdn Bhd and Theone Enterprise Sdn Bhd in accordance with Section 6A of the Companies Act, 1965

c By virtue of his position as a co-administrator of the Estate of Allahyarhamah Puan Sri Rahana Othman as well as the Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad which has deemed interest in the shares of DRB-HICOM through Gemilang Nominees Sdn Bhd, Empyrean Nominees Sdn Bhd, Directional (Malaysia) Sdn Bhd, Citranika Sdn Bhd, Citaria Sdn Bhd, Moritz Sdn Bhd, Equipose Sdn Bhd, Pancar Utama Sdn Bhd, Abeline Sdn Bhd, Regis Company Sdn Bhd and Theone Enterprise Sdn Bhd in accordance with Section 6A of the Companies Act, 1965

d By virtue of him being a beneficiary of the Estate of Allahyarhamah Puan Sri Rahana Othman as well as the Estate of Allahyarham Tan Sri Dato' Seri Yahaya Ahmad which has deemed interest in the shares of DRB-HICOM through Gemilang Nominees Sdn Bhd, Empyrean Nominees Sdn Bhd, Directional (Malaysia) Sdn Bhd, Citranika Sdn Bhd, Citaria Sdn Bhd, Moritz Sdn Bhd, Equipose Sdn Bhd, Pancar Utama Sdn Bhd, Abeline Sdn Bhd, Regis Company Sdn Bhd and Theone Enterprise Sdn Bhd in accordance with Section 6A of the Companies Act, 1965

6. SUBSIDIARY AND ASSOCIATE COMPANIES

The particulars of the subsidiary and associate companies of DRB-HICOM as at 27 November 2000 are as follows:

Name of company	Date and place of incorporation	Effective equity interest %	Principal activities	Issued and paid-up share capital RM
Subsidiaries of DRB-HICOM				
Gadek	11.01.78 Malaysia	100.00	Investment holding, cultivating of rubber and oil palm	105,820,404
Gadek Capital	24.10.94 Malaysia	100.00	Investment holding	174,176,464
HICOM	11.03.10 Malaysia	100.00	An investment holding company engaged in the identification, initiation, planning, implementation and management of projects in the field of automotive. The company is also involved in the cultivation of rubber and oil palm, property and construction and services sectors including the provision of management services to companies in the HICOM Group.	*1,100,253,628
Puspakom	06.01.94 Malaysia	100.00	Inspection of commercial vehicles for roadworthiness	20,000,000
MODENAS	08.08.95 Malaysia	55.00	Manufacture, assemble and distribute small engines, motorcycles and related spare parts and accessories	100,000,000
Intrakota Komposit Sdn Bhd	19.09.94 Malaysia	70.00	Investment holdings and provision of bus transportation services	41,518,000
Imatex Berhad	16.05.66 Malaysia	100.00	Property development and construction	5,500,000
DEFTECH	17.10.96 Malaysia	100.00	Manufacturers, assemblers, distributors, repairers and maintenance of military vehicles and other incidental business relating thereto	2,000,000
Malaysian Truck & Bus Sdn Bhd	04.01.94 Malaysia	80.00	Manufacture, assembly and sale of commercial vehicles	100,000,000
DRB-Hicom Export Corporation Sdn Bhd	10.03.98 Malaysia	77.25	Export of automobile, motorcycle including parts and accessories	1,150,000

Note:

* including 1 special rights redeemable preference share of RM1.00 each held by Minister of Finance (Inc.)

Name of company	Date and place of incorporation	Effective equity interest %	Principal activities	Issued and paid-up share capital RM
Subsidiaries of Intrakota Komposit Sdn Bhd				
Intrakota Consolidated Berhad	27.12.93 Malaysia	47.34	Provision of bus transportation services	20,000,000
S.J Kenderaan Sdn Bhd	31.12.74 Malaysia	70.00	Transport operators	18,182,700
S. J Binateknik Sdn Bhd	27.12.74 Malaysia	42.00	Manufacturing of aluminium steel-structured vehicle bodies (ceased business w.e.f. 01.04.99)	8,001,077
Syarikat Pengangkutan Malaysia Sendirian Berhad	18.03.64 Malaysia	69.99	Provision of bus transportation services	1,146,569
Toong Fong Omnibus Company Sendirian Berhad	16.04.37 Malaysia	39.06	Provision of bus transportation services	*2,697,600
Starstrip Quest Sdn Bhd	20.09.94 Malaysia	70.00	Dormant	2
Mega Komposit Auto Sdn Bhd	16.01.97 Malaysia	70.00	Selling of vehicles and car accessories	2
Gemilang Komposit Auto Sdn Bhd	27.02.97 Malaysia	70.00	Selling of vehicles and car accessories	500,000
Subsidiaries of Imatex Berhad				
Desa Puchong Sdn Bhd	14.07.77 Malaysia	100.00	Property development	2,332,723
Imatex Management Services Sdn Bhd	07.11.84 Malaysia	100.00	Dormant	2
Subsidiary of MODENAS				
Edaran Modenas Sdn Bhd	21.06.96 Malaysia	55.00	To carry on the business of distributors of motorcycle	3,000,000
Subsidiaries of Puspakom				
Puspakom Teknik Sdn Bhd	06.02.97 Malaysia	100.00	Supply and installation of technical products	2
Flora Areana Sdn Bhd	01.06.99 Malaysia	100.00	Investment holding	2
Multi Automotive Service and Assist Sdn Bhd	07.07.99 Malaysia	55.00	Providing motoring assistance	250,000
Associated companies of DRB-HICOM				
Marak Unggul Sdn Bhd	15.08.95 Malaysia	29.99	Investment holding	10,000

Note:

* comprising 13,488 ordinary shares of RM200 each

Name of company	Date and place of incorporation	Effective equity interest %	Principal activities	Issued and paid-up share capital RM
Gerbang Perdana Sdn Bhd	26.09.98 Malaysia	20.00	To undertake the proposed privatisation of the project in the design, setting up, construction, operation, management and maintenance of the Southern International Gateway	5,300,000
DRB-Oriental-Honda Sdn Bhd	15.11.00 Malaysia	33.33	Dormant. Intended principal activities are designing, manufacturing, assembling and producing motor vehicles, spare parts, components and accessories under the trade name of Honda	3
Associated company of Intrakota Komposit Sdn Bhd				
Airport Coach Sdn Bhd (<i>formerly known as KL City Bus Sdn Bhd</i>)	26.06.93 Malaysia	25.56	Provision of bus transportation services	2,683,000
Subsidiaries of Gadek				
Mega	17.01.86 Malaysia	100.00	Investment holdings	*1,121,002
Terengganu Integrated Resort Areas Sdn Bhd	14.04.94 Malaysia	100.00	Dormant	2
Perspec Prime (Malaysia) Sdn Bhd	25.03.92 Malaysia	70.00	Builders for construction work and project management	5,000,000
South East Asia Insurance Berhad	07.12.73 Malaysia	68.09	Underwriting general insurance	78,750,000
Gadek-Perspec Consortium Sdn Bhd	24.06.96 Malaysia	85.00	Holding company of infrastructure concession and management companies	2,000,000
Subsidiaries of South East Asia Insurance Berhad				
South East Asia Management Services Sdn Bhd	13.09.78 Malaysia	68.09	Dormant	2,546,974
Seains Pte Ltd	15.05.80 Singapore	68.09	Dormant	SGD1,000,002
Subsidiaries of South East Asia Management Services Sdn Bhd				
Chattel Credit & Leasing Sdn Bhd	27.06.78 Malaysia	68.09	Dormant	1,685,002
Percetakan SEA Sdn Bhd	03.05.78 Malaysia	68.09	The company is in voluntary liquidation	100,000
Software Business Machines Sdn Bhd	10.05.84 Malaysia	68.09	The company is in voluntary liquidation	476,000

Note:

* Comprising 1,121,000 ordinary shares of RM1.00 each and 2 redeemable preference shares of RM1.00 each

Name of company	Date and place of incorporation	Effective equity interest %	Principal activities	Issued and paid-up share capital RM
Subsidiaries of Perspec Prime (Malaysia) Sdn Bhd				
Spegabina Sdn Bhd	13.11.96 Malaysia	70.00	Construction of infrastructure and housing projects	2
The One Mix Sdn Bhd	30.08.95 Malaysia	35.70	Production and supply of ready-mixed concrete	800,000
Associated company of Gadek				
Clestra Hauserman (Malaysia) Sdn Bhd	23.11.95 Malaysia	50.00	Dormant	1,562,000
Associated company of South East Asia Insurance Berhad				
South East Asia Insurance (B) Sdn Bhd	27.09.83 Brunei	20.43	General Insurance	B1,000,000
Associated company of Perspec Prime (Malaysia) Sdn Bhd				
Impec Trans-Asia Sdn Bhd	27.11.96 Malaysia	35.0	Engineering, procurement, construction and related works	2
Associated companies of Gadek-Perspec Consortium Sdn Bhd				
South Klang Valley Expressway Sdn Bhd	26.11.97 Malaysia	42.50	To carry out or conduct all or any of the business of infrastructure and building construction	2
Central Eastern Link Expressway Sdn Bhd	5.12.97 Malaysia	42.50	To carry out or conduct all or any of the business of infrastructure and building construction	2
Subsidiary of Gadek Capital				
Credit Corporation (Malaysia) Berhad	26.04.63 Malaysia	100.00	Licensed finance company	291,250,000
Subsidiaries of HICOM				
HICOM Berhad	27.11.80 Malaysia	100.00	Management of projects, rental of properties and investment holding	455,308,201
HICOM Diecastings Sdn Bhd	06.12.85 Malaysia	100.00	Manufacturing and supplying diecast parts for motorcycles, automobiles and other applications	28,680,000
HICOM Engineering Sdn Bhd	26.07.84 Malaysia	100.00	Manufacturing casted and machined parts and components	*30,651,000
HICOM Communications Sdn Bhd	17.04.93 Malaysia	100.00	Supplying and installation and management of telecommunications and information technology products and systems	12,956,000
Emerald Assets Sdn Bhd	25.01.96 Malaysia	100.00	Investment holding	2

Note:

* including 5 million preference shares of RM1.00 each

APPENDIX II

Name of company	Date and place of incorporation	Effective equity interest %	Principal activities	Issued and paid-up share capital RM
Amity Portfolio Sdn Bhd	18.12.95 Malaysia	100.00	Investment holding	2
HICOM Technical and Engineering Services Sdn Bhd	28.03.94 Malaysia	100.00	Dormant	1,300,000
HICOM Dewan Development Sdn Bhd	06.08.96 Malaysia	100.00	Dormant	2
Affinity Products Sdn Bhd	03.03.97 Malaysia	70.00	Investment holding	2,000,002
AirAsia Sdn Bhd	20.12.93 Malaysia	85.00	Airline operator	52,070,000
HICOM Carriage Engineering Sdn Bhd	13.05.94 Malaysia	100.00	Manufacturing, assembling, marketing and provision of services for buses, bus bodies and associated transport equipments	10,000,000
Proton City Development Corporation Sdn Bhd	24.01.96 Malaysia	70.88	Property developer	#1,500,000
Scott & English (Malaysia) Sdn Bhd	23.05.70 Malaysia	70.00	Importation, distribution and servicing of industrial, construction, engineering and automotive products	34,970,000
Champion Diversified Sdn Bhd	03.06.99 Malaysia	100.00	Dormant	2
Comtrac Sdn Bhd	12.09.90 Malaysia	70.00	Construction works and the provision of projects and development management services	9,000,000
Equality Services Sdn Bhd	28.06.99 Malaysia	100.00	Dormant	2
Oriental Summit Industries Sdn Bhd	22.02.82 Malaysia	70.00	Manufacturing and trading of motorcycles and automobile parts and components	10,000,000
HICOM Petro-Pipes Sdn Bhd	05.11.93 Malaysia	65.64	Manufacturing and supplying spiral welded pipes for the oil and gas industry and related industries	15,000,002
KL Airport Services Sdn Bhd	09.02.95 Malaysia	60.00	Design, construct, maintain, improve, develop, control and superintend airports operating system and related ground services	*117,028,527
Alam Flora Sdn Bhd	18.11.95 Malaysia	55.00	Management of solid waste	38,000,000

Notes:

including 10 million preference shares of RM0.10 each

* including 35.3 million preference shares of RM1.00 each

Name of company	Date and place of incorporation	Effective equity interest %	Principal activities	Issued and paid-up share capital RM
PHN Industry Sendirian Berhad	29.10.90 Malaysia	52.02	Manufacturing and sale of stamped parts	15,000,000
HICOM-Teck See Manufacturing Malaysia Sdn Bhd	10.12.91 Malaysia	51.00	Manufacturing of thermo plastic and thermo setting products	27,000,000
HICOM Vertex Sdn Bhd	13.06.97 Malaysia	51.00	Provision of consultancy and advisory services involving advanced information technology	1,000
Perecom Industries Sdn Bhd [#]	09.06.99 Malaysia	100.00	Investment holding	2
Subsidiaries of HICOM Berhad				
HICOM Properties Sdn Bhd	08.02.83 Malaysia	100.00	Investment holding	10,000,000
HICOM Megah Sdn Bhd	22.11.94 Malaysia	75.58	Property development and investment holding	*22,598,000
HICOM-Selangor Marine Management Sdn Bhd	17.07.92 Malaysia	51.00	Dormant	100,000
Subsidiary of HICOM Diecastings Sdn Bhd				
HICOM Transmission Sdn Bhd	13.02.93 Malaysia	100.00	Dormant	381,000
Subsidiaries of HICOM Communications Sdn Bhd				
HICOM Teleservices Sdn Bhd	11.11.94 Malaysia	100.00	Provision of value-added telecommunication services	7,056,000
HICOM Network Services Sdn Bhd	05.10.94 Malaysia	60.00	Provision of telecommunication and data processing services	3,000,000
Subsidiary of Emerald Assets Sdn Bhd				
United Straits Fuso Sdn Bhd	03.01.79 Malaysia	100.00	Motor traders	30,000,000
Subsidiary of Amity Portfolio Sdn Bhd				
Automotive Corporation (Malaysia) Sdn Bhd	27.11.79 Malaysia	100.00	Sale of motor vehicles and their related spares and accessories	36,000,000
Subsidiaries of Hicom Technical & Engineering Services Sdn Bhd				
HICOM Ventures Sdn Bhd	19.12.94 Malaysia	100.00	Dormant	2
HICOM Environmental Sdn Bhd	17.11.94 Malaysia	51.00	Supplying, distribution and maintenance of environmental and geographic information systems (ceased operations)	400,000

Notes:

* including 398,000 preference shares of RM1.00 each

the company ceased to be a subsidiary of HICOM on 4 December 2000

Name of company	Date and place of incorporation	Effective equity interest %	Principal activities	Issued and paid-up share capital RM
Subsidiary of Affinity Products Sdn Bhd				
Scott & English Electronics Sdn Bhd	06.03.90 Malaysia	70.00	Trading in consumer electronic products and domestic appliances	2,000,000
Subsidiaries of Scott & English (Malaysia) Sdn Bhd				
HICOM United Leasing Sdn Bhd	24.09.91 Malaysia	70.00	Rental of equipment and general trading	6,000,000
Scott & English (Cambodia) Ltd.	14.11.96 Cambodia	70.00	General trading	20,100
Myanmar Scott & English Company Ltd.	07.01.97 Myanmar	70.00	General trading	251,000
Harimau Teknik (Malaysia) Sdn Bhd	06.07.73 Malaysia	70.00	Dormant	248,002
Schneider Scott & English Electric Sdn Bhd	04.03.96 Malaysia	35.70	Trading in electrical products and components	4,000,000
Subsidiaries of Comtrac Sdn Bhd				
Green Bricks Sdn Bhd	11.06.96 Malaysia	70.00	Bricks manufacturing	800,000
Isti-Emas Sdn Bhd	13.05.94 Malaysia	70.00	Dormant	500,000
Comtrac Properties Sdn Bhd	28.10.94 Malaysia	70.00	Dormant	2
Comtrac-Sabkar Development Sdn Bhd	22.07.97 Malaysia	70.00	Dormant	2
Comtrac Premises Sdn Bhd	27.07.96 Malaysia	70.00	Property investment and property development	2
Ciri-Alam Bina Sdn Bhd	25.06.97 Malaysia	56.00	Construction and property development	100,000
Comtrac Precast Sdn Bhd	07.02.98 Malaysia	56.00	Supply, installation and construction of pre-cast building structure	300,000
Subsidiaries of HICOM Properties Sdn Bhd				
HICOM Indungan Sdn Bhd	02.08.84 Malaysia	100.00	Property development	15,252,000
Kenyir Splendour Berhad	19.11.92 Malaysia	100.00	Property development and golf resort management	30,000,000
HICOM Leisure Berhad	25.02.93 Malaysia	100.00	Purchase of leisure club memberships for resale and lease and hotel management services	@ 540,000

Note:

@ Including 312,910 preference shares of RM1.00 each

Name of company	Date and place of incorporation	Effective equity interest %	Principal activities	Issued and paid-up share capital RM
Puncak Permai Sdn Bhd	02.08.84 Malaysia	58.00	Investment holding	7,200,000
HICOM Menang Properties Sdn Bhd	09.10.92 Malaysia	51.00	Property development	#14,020,000
Insignia Land Sdn Bhd	04.02.99 Malaysia	100.00	Dormant	2
Subsidiary of HICOM Megah Sdn Bhd				
Corwin Holding Pte. Ltd.	03.09.96 Singapore	67.95	Property development	SGD14,415,000
Subsidiaries of Automotive Corporation (Malaysia) Sdn Bhd				
Auto Prominence (M) Sdn Bhd	04.07.86 Malaysia	100.00	Sale of motor vehicles and their related accessories	1,000,000
Automotive Manufacturers (Malaysia) Sdn Bhd	22.09.83 Malaysia	93.00	Assembly of motor vehicles and other road transport vehicles	7,500,000
Stagwell Sdn Bhd	24.06.99 Malaysia	100.00	Dormant	2
Subsidiaries of HICOM Indungan Sdn Bhd				
Rebak Island Marina Berhad	29.06.89 Malaysia	60.00	Development, construction, management and operation of marina, tourist resort and commercial complex	*25,080,000
HICOM Tan & Tan Sdn Bhd	25.06.91 Malaysia	50.00	Property development	500,001
Subsidiary of KL Airport Services Sdn Bhd				
KLAS Engineering Services Sdn Bhd	09.04.98 Malaysia	60.00	Providing aircraft maintenance and engineering services	2
Subsidiary of Puncak Permai Sdn Bhd				
Horsedale Development Berhad	18.10.89 Malaysia	70.60	Property and golf resort development	40,000,000
Subsidiary of Horsedale Development Berhad				
Kesturi Hektar Sdn Bhd	25.08.95 Malaysia	70.60	Dormant	2

Notes:

including 40,200,000 preference shares of RM0.10 each

* including 4,080,000 preference shares of RM10.00 each

Name of company	Date and place of incorporation	Effective equity interest %	Principal activities	Issued and paid-up share capital RM
Associated Companies of HICOM				
Asian Satellite Venture Sdn Bhd	17.12.98 Malaysia	49.00	Communication services	400,000
HICOM-HONDA Manufacturing Malaysia Sdn Bhd	03.05.83 Malaysia	48.00	Manufacturing and assembling of motorcycle engines	15,000,000
Aluminium Alloy Castings Sdn Bhd	01.07.93 Malaysia	46.80	Manufacturing alloy casting and intake manifolds	16,000,000
HICOM-YAMAHA Manufacturing Malaysia Sdn Bhd	19.10.83 Malaysia	45.00	Manufacturing and assembling of motorcycle engines	15,000,000
HICOM-SUZUKI Manufacturing Malaysia Sdn Bhd	08.07.83 Malaysia	45.00	Manufacturing and assembling of motorcycle engines	12,000,008
PPSC Industries Sdn Bhd	28.02.85 Malaysia	35.35	Pipe coating services for oil and gas industry	13,500,001
Comtrac Businessworld Sdn Bhd	21.06.95 Malaysia	35.00	Supply and installation of office equipment and fixtures	170,000
Comtrac-Concrete Constructions Sdn Bhd	24.12.98 Malaysia	34.30	Construction works and the provision of project and development management services	500,000
Comtrac-Concrete Constructions JV Sdn Bhd	10.04.99 Malaysia	34.30	Dormant	2
Selangor Marine Industrial Park Sdn Bhd	17.07.92 Malaysia	35.00	Dormant	2,700,000
VDO Instruments (Malaysia) Sdn Bhd	13.11.84 Malaysia	33.33	Manufacturing and sale of instrument panels/clusters, speedometers, sensors, transducers and senders for the transportation industry	9,000,000
PROTON Parts Centre Sdn Bhd	19.06.92 Malaysia	32.83	Provision of warehousing services and trading of motor vehicles components, spare parts and accessories	16,000,000
Edaran Otomobil Nasional Berhad	16.05.84 Malaysia	31.94	A conglomerate involved in the sale of motor vehicles and accessories, banking and related financial services, stockbroking and trading	228,452,823
Petro-Pipe Daido (HK) Concrete Sdn Bhd	15.05.90 Malaysia	30.23	Dormant	6,867,000

Name of company	Date and place of incorporation	Effective equity interest %	Principal activities	Issued and paid-up share capital RM
Sucasa Sdn Bhd	20.10.89 Malaysia	30.00	Management of hotel and service apartments	31,622,400
ZF Steerings (Malaysia) Sdn Bhd	03.07.82 Malaysia	30.00	Manufacturing and assembling of licensed mechanical and power rack and pinion steering systems	26,000,000
Petro-Pipe Industries (M) Sdn Bhd	16.06.82 Malaysia	29.87	Production and sale of welded steel pipes and related products	43,200,000
PROTON [#]	07.05.83 Malaysia	27.20	Manufacturing, assembling and sale of motor vehicles including provision of engineering services	542,716,000
IMPISA (Malaysia) Sdn Bhd	25.11.95 Malaysia	25.00	Manufacturing and marketing of hydro generation equipment, cranes and heavy duty pressure vessels	5,001,000
Heah Joo Seang Rubber Estates Sdn Bhd	19.01.54 Malaysia	25.00	Cultivation and processing of oil palm, rubber and cocoa	9,184,000
Niro Ceramic (M) Sdn Bhd	11.04.88 Malaysia	24.50	Manufacturing and trading of ceramic tiles	36,146,175
TRW Steering and Suspension (M) Sdn Bhd	30.07.82 Malaysia	20.00	Manufacturing and sale of automobile tierods, tierod ends and suspension ball joints, stabilizer links, steering linkages and power steering gears	11,464,762
Joint Venture Company Of Horsedale Development Berhad				
HICOM-Gamuda Development Sdn Bhd	04.01.94 Malaysia	35.30	Property development	*6,053,004

Note:

* including 1,053,004 preference shares of RM1.00 each

the company ceased to be an associated company of HICOM on 4 December 2000

7. PROFIT AND DIVIDEND RECORD

The profit and dividend record of the DRB-HICOM Group based on the audited consolidated accounts for the past five (5) financial years ended 31 March 2000 and the unaudited six (6) months period ended 30 September 2000 are as follows:

Year ended 31 March	←-----Audited-----→					Unaudited 6 months period ended 30 September 2000 RM'000
	1996 RM'000	1997 RM'000	1998 RM'000	1999 RM'000	2000 RM'000	
Turnover ¹	1,311,389	3,092,087	3,491,932	2,194,954	3,157,764	2,682,066
Profit before interest, depreciation, taxation and amortisation	186,712	315,054	221,793	156,002	319,390	289,949
Operating profit/(loss) before exceptional items	99,459	205,018	56,392	(86,104)	109,882	76,323
Exceptional items	-	-	(12,518)	(27,114)	(397,890)	(1,033)
Share in the results of associated companies	-	94,906	32,136	(70,342)	(4,990)	100,968
Profit/(loss) before taxation	99,459	299,924	76,010	(183,560)	(292,988)	176,258
Taxation	(39,918)	(105,976)	(65,322)	-	(50,043)	(90,896)
Profit / (loss) after taxation	59,541	193,948	10,688	(183,560)	(343,041)	85,362
Minority Interest (MI)	(12,243)	(70,421)	(36,289)	(22,494)	(78,151)	(41,886)
Profit / (loss) after taxation and MI	47,298	123,527	(25,601)	(206,054)	(421,192)	43,476
Extraordinary item	372,510	-	-	-	-	-
Net profit/(loss)	419,808	123,527	(25,601)	(206,054)	(421,192)	43,476
No. of shares in issue ('000)	263,005	263,005	263,005	263,005	263,005	912,395
Gross EPS/(loss per share) (sen)	37.8	114.0	28.9	(69.8)	(111.4)	27.03*
Net EPS/(loss per share) (sen)	18.0	47.0	(9.7)	(78.4)	(160.1)	6.67*
Gross dividend per share (%)	2.50	5.00	1.00	-	-	-

Notes:

* Based on the weighted average of number of ordinary shares totalling 652,090,481

1. Turnover includes share of turnover of the associated companies
2. The exceptional and extraordinary items are shown as per audited accounts and have not been aggregated in accordance with the current accounting standard
3. The significant improvement in the turnover and profit before taxation for the year ended 31 March 1996 was primarily due to the encouraging sales of Proton Satria and the increased sales of commercial vehicles, a direct result of the prevailing strong economic growth and the completion of the North-South Expressway
4. The extraordinary gain for the year ended 31 March 1996 was in respect of the profit on disposal of a subsidiary, Automotive Corporation (Malaysia) Sdn Bhd
5. The significant improvement in the turnover and profit before tax for the financial year ended 31 March 1997 was mainly due to strong growth in the automotive sector led by USPD and contribution of profit from Gadek
6. Exceptional item for financial year ended 31 March 1998 was due to loss on foreign exchange
7. The lower profit before tax for the financial year ended 31 March 1998 was attributable to the losses incurred by the property and bus transportation divisions and lower contributions from the associated companies
8. Losses for the financial year ended 31 March 1999 was due to higher operational and borrowings costs
9. Exceptional item for financial year ended 31 March 1999 was due to provision for diminution in value of unquoted investments and fixed assets written off
10. The increase in turnover and operating profit before exceptional items for year ended 31 March 2000 is mainly due to improvement from the automotive division
11. Exceptional item for financial year ended 31 March 2000 was mainly due to provision for diminution in value of unquoted investments

8. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted market prices of DRB-HICOM ordinary shares on the KLSE for the past twelve (12) months from December 1999 to November 2000 are as follows:

	High RM	Low RM
1999		
December	2.45	2.05
2000		
January	3.20	2.26
February	5.45	2.78
March	5.45	3.30
April	4.00	3.02
May	3.70	2.80
June	3.10	2.47
July	3.92	2.55
August	2.99	2.47
September	2.47	1.78
October	2.10	1.57
November	1.82	1.31

The last transacted price on the KLSE on 24 February 2000, being the closing market price of the last market day immediately prior to the announcement of the Rights Issue RM5.45

The last transacted price on the KLSE on 8 December 2000, being the latest practicable date prior to the printing of this Abridged Prospectus RM1.63

The last transacted price on the KLSE on 8 December 2000, being the day prior to ex-date RM1.63

(Source : Bloomberg)