

18. ADDITIONAL INFORMATION

18.1 SHARE CAPITAL

- (i) No shares will be allotted on the basis of this Prospectus later than 12 months after the date of this Prospectus.
- (ii) There are no founder, management or deferred shares in the Company. There is only one (1) class of shares in the Company, namely ordinary shares of RM0.10 each, all of which rank pari passu with one another.
- (iii) Save as disclosed in Sections 5.2 and 5.5 of this Prospectus, no shares or debentures of the Company or its subsidiary companies have been issued or have been agreed to be issued or is proposed to be issued as fully or partly paid-up, in cash or otherwise, within the two (2) years immediately preceding the date of this Prospectus.
- (iv) Other than the 2,500,000 of the Public Issue Shares offered to the eligible Directors, employees, customers and suppliers of the Fotronics Group and the ESOS as disclosed in Sections 5.3 and 15 of this Prospectus:
 - (a) no person or employee of the Fotronics Group has been or is entitled to be given an option to purchase or subscribe for any shares or debentures of the Company or its subsidiary companies; and
 - (b) there is no other scheme involving the Directors and employees of the Group in the shares of the Company or its subsidiary companies.
- (v) The Company and its subsidiary companies have no outstanding convertible debt securities.
- (vi) Save for the Public Issue and the ESOS, there is no present intention on the part of the Directors of the Company to issue any part of the authorised but unissued share capital of the Company.

18.2 ARTICLES OF ASSOCIATION

The following provisions are reproduced from the Company's Articles of Association.

Terms defined in the Company's Articles of Association shall have the same meanings when used here unless they are otherwise defined here or the context otherwise requires.

(i) Transfer of Shares

The provisions of the Articles in respect of the arrangements for the transfer of shares and restrictions on their free transferability are as follows:

Article 31

Subject to the Act, these Articles, the Rules, the Depositories Act and the requirements of the Exchange, any member may transfer all or any of his shares by instrument in writing in the form prescribed and approved by the Exchange, the Act and/or the Depositories Act, as the case may be. The transfer of any securities or class of securities of the Company shall be by way of book entry by the Depository in accordance with the Rules and notwithstanding Sections 103 and 104 of the Act, but subject to Subsection 107C(2) of the Act and any exemption from compliance with Subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed securities.

18. ADDITIONAL INFORMATION (cont'd)**Article 32**

The instrument of transfer of any share of the Company shall be executed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered into the Register of Members and/or the Record of Depositors, as the case may be, in respect thereof.

Article 33

Subject to the Rules and the requirements of the Exchange, the transfer of any securities may be suspended at such times and for such periods as the Directors may from time to time determine. Notice shall be given of such closure in accordance with the requirements of the Exchange.

Article 34

The Depository may refuse to register any transfer of Deposited Security that does not comply with the Depositories Act and the Rules.

Article 35

Subject to any law in Malaysia for the time being in force, neither the Company nor the Directors nor any of its officers shall incur any liability for the act of the Depository in registering or acting upon a transfer of shares apparently made by a Member or any person entitled to the shares by reason of death, bankruptcy or insanity of a Member, although the same may by reason of any fraud or other causes not known to the Company or the Directors or the Depository or other officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor Member and the transferee be liable to be set aside, and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor Member in the blank as to the name of the transferee of the particulars of the shares transferred or otherwise in defective manner.

Article 36

Subject to the provisions of these Articles, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.

(ii) Remuneration of Directors

The provisions in the Articles of Association of the Company dealing with the remuneration of the Directors are as follows:

Article 101

- (1) The Directors shall be paid by way of fees for their services, such fixed sums (if any) as shall from time to time be determined by an ordinary resolution of the Company, in a general meeting and shall, (unless such resolution otherwise provide), be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall be entitled, only to rank in such division for a proportion of the fees related to the period during which he has held office PROVIDED ALWAYS that:

18. ADDITIONAL INFORMATION (cont'd)

- (a) fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or revenue; and
 - (b) salaries and other emoluments payable to Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in a general meeting, but such salaries and emoluments may not include a commission on or percentage of revenue.
- (2) The Directors shall be entitled to be reimbursed all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or a general meeting or otherwise howsoever incurred in the course of the performance of their duties as Directors.
- (3) Any Directors who is appointed to any executive office or serves on any committee or who otherwise performs or renders services, which in the opinion of the Directors are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine, subject however as is hereinafter provided in this Article.
- (4) Any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Article 102

Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where the notice of the proposed increase has been given in the notice convening the meeting.

Article 103

If any Director, being willing and having been called upon to do so, shall render or perform extra or special services of any kind, including services on any committee established by the Board or shall travel or reside abroad for any business or purposes of the Company, he shall be entitled to receive such sum as the Board may think fit for expenses, and also such remuneration as the Board may think fit, either as a fixed sum or otherwise (other than by a sum to include a commission on or percentage of revenue) provided that in the case of non-executive Directors of the Company, the said remuneration shall not include a commission on or percentage of profits or revenue. In the case of an executive Director, such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.

(iii) Voting and Borrowing Powers of Directors

The provisions in the Articles in respect of the powers of Directors, in particular the voting powers of the Directors in relation to proposals, arrangements or contracts in which they are interested in and their borrowing powers exercisable by them and how such borrowing powers can be varied are as follows:

18. ADDITIONAL INFORMATION (*cont'd*)

Article 107

- (1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or any related company as may be thought fit.
- (2) The Directors may borrow or raise any such money as aforesaid, upon such terms and conditions in all respects as the Directors may think fit, upon or by the issue or sale of any bonds, debentures, debenture stocks or securities. The Company may in a general meeting grant a right for the holders of bonds, debentures, debenture stocks or securities to exchange the same for shares in the Company or any class authorised to be issued. The Directors may secure or provide for the payment of any moneys to be borrowed or raised by a mortgage or a charge upon all or any part of the undertaking or property of the Company, both present and future and upon any capital remaining unpaid upon the shares of the Company, whether called up or not or by any other security and the Directors may confer upon any mortgages or persons in whom any debentures, debenture stock or security is vested, such rights and powers as they think necessary or expedient; and they may vest any property of the Company in trustees for the purpose of securing any moneys so borrowed or so raised and confer upon the trustees or any receiver to be appointed by them or by any debenture holder, such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company or the management or the realisation thereof or the making, receiving or enforcing of calls upon the members in respect of unpaid capital and otherwise, and may make and issue debentures to trustees for the purpose of further security and any such trustees may be remunerated.
- (3) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiary companies' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Article 108

The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary company of the Company or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary company, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary company or any such person as aforesaid and make payments for or towards any hospital or scholastic expenses and any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in a general meeting.

18. ADDITIONAL INFORMATION (*cont'd*)

Article 111

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Directors may from time to time by resolution determine.

Article 123

Every Director shall comply with the provisions of Sections 131 and 135 of the Act in connection with the disclosure of his shareholdings and interests in the Company and his interests in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duty or interest as a Director of the Company.

Article 124

Subject to these Articles, the Act and the requirements of the Exchange, a Director may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract; PROVIDED ALWAYS THAT the nature of the interest of the Director in any such contract be declared at a meeting of the Directors as required by Section 131 of the Act. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting.

Article 125

A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat, he or any other Director is appointed to hold any office or place of profit under the Company or whereat, the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat, any decision is taken upon any contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles.

Article 126

A Director may vote in respect of:

- (a) any arrangement for giving the Director himself or any other Directors any security or indemnity or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; and
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part, under a guarantee or indemnity or by the deposit of a security.

18. ADDITIONAL INFORMATION (cont'd)**(iv) Changes in Capital and Variations of Class Rights**

The provisions in the Articles as to the changes in capital or variation of class rights which are no less stringent than these required by law are as follows:

Article 4

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of these Articles and the Act and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot or otherwise dispose of such shares to such persons on such terms and conditions with such preferred, deferred or other special rights and subject to such restrictions, whether with regard to dividends, voting, return of capital or otherwise, and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:

- (a) no shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
- (b) in the case of shares offered to the public for subscription, the amount payable on application for each share shall not be less than five percent (5%) of the nominal amount of the share;
- (c) in the case of shares of any class, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles and in the resolution creating the same;
- (d) every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in a general meeting and no Director shall participate in such issues of shares or options unless:
 - (i) the Members in a general meeting have approved of the specific allotment to be made to such Director; and
 - (ii) he holds office in the Company in an executive capacity PROVIDED ALWAYS that a Director not holding office in an executive capacity may so participate in any issue of shares pursuant to a public issue or public offer or special issue, such participation to be approved by the relevant authorities.

Article 5

- (1) Subject to the Act, any preference shares may, with the sanction of an ordinary resolution of shareholders in a general meeting, be issued on the terms that they are, or at the option of the Company are liable to be redeemed but the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time and the Company shall not issue preference shares ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith. The Company may also on any issue of shares pay such brokerage as may be lawful.
- (2) (a) Preference shareholders shall have the right to vote at any meeting convened for the purpose of sanctioning only the following:

18. ADDITIONAL INFORMATION (cont'd)

- (i) a resolution or proposal in respect of dividends or part of the dividends on the preference shares which are in arrears for more than six (6) months;
 - (ii) a proposal to reduce the capital of the Company;
 - (iii) a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (iv) a proposal or resolution which directly affects the rights and privileges attached to the preference share; and
 - (v) a proposal to wind up the Company and any other proposals during the winding-up of the Company.
- (b) Preference shareholders shall be entitled to a return of capital in preference to holders of ordinary shares in the event the Company is wound up.
 - (c) Preference shareholders shall have the same rights as ordinary shareholders with regard to receiving notices, reports and audited accounts and attending general meetings of the Company.

Article 6

Notwithstanding Article 7 hereof, the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholder's rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that, where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

Article 7

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting, the provisions of these Articles relating to general meetings, shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy, one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution, the provisions of Section 152 of the Act shall with such adaptations, as are necessary, apply.

Article 8

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

18. ADDITIONAL INFORMATION (cont'd)

Article 61

The Company may by ordinary resolution:

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
- (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (c) divide its share capital or any part thereof into shares of a smaller amount than is fixed by the Memorandum of Association by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such shares may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividends, return of capital, voting or otherwise over the others or any other of such shares; and
- (d) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

Article 62

Subject to and in accordance with the provisions of the Act and the requirements of the Exchange and such other relevant law, regulation or guideline, the Company is allowed and shall have power to the fullest extent permitted, to purchase its own shares or give financial assistance to any person for the purpose of acquiring shares in the Company. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the requirements of the Exchange and any other relevant authority.

Article 63

The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any authorisation and consent required by law.

18.3 DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- (i) The names, addresses and occupations of the Directors are set out in the Corporate Information Section of this Prospectus.
- (ii) A Director is not required to hold any qualification share in the Company unless otherwise so fixed by the Company in a general meeting.

18. ADDITIONAL INFORMATION (cont'd)

- (iii) The Directors have not received any amounts or benefits paid or intended to be paid or given by the Company other than by the virtue of their directorships and by virtue of their employment by the Company as disclosed in Section 6.2.4 of this Prospectus within the two (2) years preceding the date of this Prospectus.
- (iv) None of the other Directors or proposed Directors has any existing or proposed service contract with the Company or any of its subsidiary companies.
- (v) The Directors' interests, direct and indirect, in the shares of the Company before and after the Public Issue, based on their shareholdings as at 23 December 2004 are as follows:

Directors	<—Before the Public Issue—>				<—After the Public Issue—>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held
Seah Bak Kheow	-	-	104,837,405 ^a	68.87	60,000	0.03	104,837,405 ^a	51.65
Seah Bak Seng	4,600,000	3.02	-	-	4,660,000	2.30	-	-
Cheng Joo Wan	-	-	-	-	60,000	0.03	-	-
Masato Ikeuchi	-	-	-	-	60,000	0.03	-	-
Yutaka Watanabe	-	-	-	-	60,000	0.03	-	-
Ng Kwok Leung, George	12,983,569	8.52	-	-	13,043,569	6.43	-	-
Koh Poh Jin	-	-	-	-	60,000	0.03	-	-
Yong Kit Fai	-	-	-	-	60,000	0.03	-	-
Dato' Sim Bee Ming	-	-	-	-	60,000	0.03	-	-
Yuen Kin Pheng	-	-	-	-	60,000	0.03	-	-
Patrick Bouju	-	-	-	-	60,000	0.03	-	-
Benoit Jean-Marie Mauffrey	-	-	-	-	60,000	0.03	-	-
Yeo Toon Mok, Albert	-	-	-	-	60,000	0.03	-	-

Notes:

^a Deemed interested by virtue of his spouse's and children's substantial shareholdings in Memcorp and Memcorp's substantial shareholding in FInc.

Seah Bak Seng is the brother of Seah Bak Kheow.

The above shareholdings take into consideration the Public Issue Shares entitled for subscription by the eligible Directors and employees of the Fotronics Group but do not take into consideration the allocation of the Options under the ESOS.

- (vi) The substantial shareholders' interests, direct and indirect, in the shares of the Company before and after the Public Issue, based on their shareholdings as at 23 December 2004 are as follows:

Substantial shareholder	<—Before the Public Issue—>				<—After the Public Issue—>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held
Memcorp	91,980,755	60.42	12,856,650 ^a	8.44	91,980,755	45.32	12,856,650 ^a	6.33
Ng Kwok Leung, George	12,983,569	8.52	-	-	13,043,569	6.43	-	-
FInc	12,856,650	8.44	-	-	12,856,650	6.33	-	-

18. ADDITIONAL INFORMATION (cont'd)

Substantial shareholder	<—Before the Public Issue—>				<—After the Public Issue—>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held
Seah Wee Kiat, Willie	-	-	104,837,405 ^b	68.86	60,000	0.03	104,837,405 ^b	51.65
Vital Lux Ventures Sdn Bhd	7,916,165	5.20	-	-	7,916,165	3.90	-	-
Perfect Debut Sdn Bhd	7,916,165	5.20	-	-	7,916,165	3.90	-	-
Danau Dimensi Sdn Bhd	8,500,001	5.58	-	-	8,500,001	4.19	-	-
Yip Yan Foon	-	-	104,837,405 ^c	68.87	-	-	104,837,405 ^c	51.65
Seah Bak Kheow	-	-	104,837,405 ^d	68.87	60,000	0.03	104,837,405 ^d	51.65
Seah Wee Ping	-	-	104,837,405 ^b	68.87	60,000	0.03	104,837,405 ^b	51.65
Seah Sze Wei, Cheryl	-	-	104,837,405 ^b	68.87	-	-	104,837,405 ^b	51.65
Seah Sze Min, Charmaine	-	-	104,837,405 ^b	68.87	-	-	104,837,405 ^b	51.65

Notes:

- a* Deemed interested by virtue of its substantial shareholding in FInc.
- b* Deemed interested by virtue of his/her substantial shareholdings in Memcorp, his/her mother's substantial shareholding in Memcorp and Memcorp's substantial shareholding in FInc.
- c* Deemed interested by virtue of her substantial shareholding in Memcorp, her children's substantial shareholdings in Memcorp and Memcorp's substantial shareholding in FInc.
- d* Deemed interested by virtue of his spouse's and children's substantial shareholdings in Memcorp and Memcorp's substantial shareholding in FInc.

Seah Bak Kheow is the spouse of Yip Yan Foon. Seah Wee Kiat, Willie, Seah Wee Ping, Seah Sze Wei, Cheryl and Seah Sze Min, Charmaine are the children of Seah Bak Kheow and Yip Yan Foon.

The above shareholdings take into consideration the Public Issue Shares entitled for subscription by the eligible Directors and employees of the Fotronics Group but do not take into consideration the allocation of the Options under the ESOS.

- (vii) Save as disclosed in Section 5.3, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect in the promotion of or in any material assets which have been acquired or proposed to be acquired or assets disposed of or proposed to be disposed of or leased to or proposed to be leased to the Company or any of its subsidiary companies, within the two (2) years preceding the date of this Prospectus.
- (viii) None of the Directors or substantial shareholders of the Company has any interest 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.

18.4 MATERIAL LITIGATION

As at 23 December 2004 (being the latest practicable date prior to the registration of this Prospectus), the Company and its subsidiary companies are not engaged in any litigation, either as plaintiff or defendant, which has a material effect on the financial position of the Company or its subsidiary companies and the Directors of the Company have no knowledge of any proceedings pending or threatened against the Company and its subsidiary companies or of any facts likely to give rise to any proceedings which might materially and adversely affect the position or business of the Company or its subsidiary companies.

18. ADDITIONAL INFORMATION *(cont'd)*

18.5 MATERIAL CONTRACTS

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

- (i) On 28 February 2004, the Company (as purchaser) entered into a share purchase agreement with FInc (as vendor) for the acquisition of 6,000,000 ordinary shares of RM1.00 each in FMSB, representing the entire issued and paid-up share capital of FMSB for a purchase consideration of RM1,285,663 to be satisfied by the issuance of 12,856,630 new Fotronics Shares at an issue price of RM0.10 per Share. The said agreement was completed on 20 August 2004.
- (ii) On 28 February 2004, the Company (as purchaser) entered into a share purchase agreement with Seah Wee Kiat, Willie, Seah Bak Seng, Ng Kwok Leung, George and YEPL (as vendors) for the acquisition of 5,000,000 ordinary shares of SGD1.00 each in MPC, representing the entire issued and paid-up share capital of MPC for a purchase consideration of RM13,937,695 to be satisfied by the issuance of 139,376,950 new Fotronics Shares at an issue price of RM0.10 per Share. The said agreement was completed on 20 August 2004.
- (iii) On 28 February 2004, the Company (as purchaser) entered into a share purchase agreement with MPC (as vendor) for the acquisition of 3,306,000 ordinary shares of HKD1.00 each in Vtrek (HK), representing 60.0% of the issued and paid-up share capital of Vtrek (HK) for a purchase consideration of RM157,039 to be satisfied by cash. The said agreement was completed on 20 August 2004.
- (iv) On 28 February 2004, the Company entered into an agreement with FInc for FInc to grant to the Group, the exclusive right and licence to manufacture, sell and distribute worldwide the products of the Fotronics Group in accordance with the methods and processes developed by FInc using the technical knowledge and know-how of FInc.
- (v) On 22 December 2004, the Company entered into an underwriting agreement with Avenue (as the Underwriter) for the underwriting of 2,500,000 Fotronics Shares for an underwriting commission of two percent (2%) of the Issue Price per Share underwritten.
- (vi) On 22 December 2004, the Company entered into a sponsorship letter of agreement with Avenue (as the Sponsor to the Company) for a period of one (1) year after the Listing for a sponsor fee of RM40,000 per annum.

18.6 MATERIAL AGREEMENTS

Save as disclosed below, there are no material agreements subsisting as at 23 December 2004 (including but not limited to shareholders' agreements underlying the basis of the Group's business, supplier agreements, customer agreements, insurance policies and directors' service agreements) which have been entered into by the Company and its subsidiary companies in the ordinary course of business:

- (i) On 25 November 2001, Vtrek (HK) entered into a Processing Deal Agreement with Enplas Corporation for Enplas Corporation to deliver to Vtrek (HK) certain equipment for the assembly of the finished products as described in the Processing Deal Agreement ("Finished Products") and to consign Vtrek (HK) to assemble the Finished Products.

18. ADDITIONAL INFORMATION (cont'd)

- (ii) Pursuant to a letter dated 15 July 2004, JTC Corporation agreed to rent the premises at No.5, Tuas Avenue 12, Singapore 639025 to MPC for a monthly rental of SGD27,351. The tenancy is for a period of three (3) years commencing from 1 August 2004.
- (iii) On 25 February 2003, Vtrek (HK) and Vtrek (China) entered into an Equipment Lease Agreement with Enplas (Hong Kong) Limited ("Enplas HK") for the leasing of certain fixed assets of Enplas HK to Vtrek (HK) for the manufacture and/or processing of products in accordance with orders placed by Enplas HK or its parent company, Enplas Corporation from time to time.
- (iv) Pursuant to the rental contract dated 1 June 2004, Guangzhou City Panyu Dashu Dewei You Chang agreed to rent the premises at Chibei Industrial Zone, Dashu Town, Panyu District, Guangzhou City, China to Vtrek (China) for a monthly rental of RMB42,400. The rental is for a period of 12 months. The rental contract is endorsed by Guangzhou Administration of Industry and Commerce Panyu Branch.
- (v) On 9 October 2003, MPC entered into a Long Term Contract with Honeywell International Inc. for MPC to supply certain products produced by MPC for a period of three (3) years commencing 15 October 2003.
- (vi) On 9 October 2003, MPC entered into a Standard Supplier Proprietary Information Agreement with Honeywell International Inc. for the non-disclosure of the proprietary information of Honeywell International Inc. by MPC and the non-disclosure of the supplier data of MPC by Honeywell International Inc. for a period of five (5) years.
- (vii) On 1 February 2004, Vtrek (HK) and Vtrek (China) entered into an Equipment Lease Agreement with Enplas Corporation for the leasing of certain fixed assets of Enplas Corporation to Vtrek (HK) for the manufacturing and/processing of products in accordance with orders placed by Enplas Corporation from time to time.
- (viii) The banking facilities of the Group are as follows:

Subsidiary company	Financier	Type of facility	Facility amount	Collateral
FMSB	Bumiputra-Commerce	Overdraft	RM400,000	(i) Facility Agreement for facility of RM1.10 million and supplemental facility of RM1.6 million.
	Bank Berhad	Multi-Option Line	RM1,600,000	
		Foreign Exchange Contract Limit	RM1,600,000	
				(ii) First party first charge for RM1.10 million and first part second charge for RM1.06 million over a single-storey semi-detached factory with a mezzanine floor at Lot No. 16, Jalan 51A/227, Section 51A, 46100 Petaling Jaya, Selangor Darul Ehsan held under title no. HS(D) 7582, Lot No. P.T. 16, Jalan 51A/227, Section 51A, Town of Petaling

18. ADDITIONAL INFORMATION (cont'd)

Subsidiary company	Financier	Type of facility	Facility amount	Collateral
				Jaya, District of Petaling, Selangor Darul Ehsan.
MPC	Citibank, N.A	Issuance of Letters of Credit/Trust Receipts /Invoice Financing	USD720,100	(i) First fixed charge over two (2) pairs of VHS production lines. (ii) It is a condition in the letter of offer that a Joint and Several Guarantee for SGD720,000 to be executed by Seah Bak Kheow, Koh Poh Jin, Seah Wee Kiat, Willic and Kang Thian Leng but todate, the bank has not requested for the same.
MPC	Hongkong and Shanghai Banking Corporation Limited	Overdraft Export Line	SGD300,000 USD1,500,000	(i) Keyman insurance of Seah Bak Kheow with a policy value of at least SGD1,500,000 to be assigned to Hongkong and Shanghai Banking Corporation Limited. (ii) Joint and Several Guarantee for SGD3,000,000 to be executed by Seah Bak Seng and Ng Kwok Leung, George. (iii) Fixed and floating charge over two (2) lines of machinery including CNC machines.
MPC	Hongkong and Shanghai Banking Corporation Limited	Bank Guarantee Bank Guarantee	SGD317,227 SGD27,351	(i) Counter Indemnity by MPC in favour of Hongkong and Shanghai Banking Corporation Limited.

18. ADDITIONAL INFORMATION (cont'd)

(ix) The Group's hire purchase arrangements are as follows:

Subsidiary	Lender	Facility amount	Asset Financed	Security
MPC	Hitachi Credit Singapore Pte Ltd	SGD32,000	One (1) item of Kaeser SCR (Brand: EM Compres, Model No.: SOR)	Guarantee by Seah Bak Seng.
MPC	Hong Leong Singapore Finance Limited	SGD23,000	Toyota Dyna 150D	-

(x) The Group's insurance policies are as follows:

Insured	Type of insurance	Insurer	Policy No.	Period	Amount insured	Main assets insured
FMSB and FTSB	Fire Material Damage	Tokio Marine Insurans (Malaysia) Berhad ("Tokio")	W-F-A4-DR-002087	01.01.2005 to 31.12.2005	RM10,100,000	Building situated at No. 16, Jalan 227, Seksyen 51A, 46100, Petaling Jaya, plant, machinery, electrical installation, stock in trade and office equipment and fittings.
	Fire Consequential Loss	Tokio	W-F-A4-DR-002088	01.01.2005 to 31.12.2005	RM1,470,000	Gross profit, wages, auditors fees
	All risks (Office Equipment)	Tokio	W-G-A4-DR-002112	01.01.2005 to 31.12.2005	RM100,000	Office equipment, demonstration set of electrical and AV equipment and computers.
	Burglary	Tokio	W-G-A4-DR-002110	01.01.2005 to 31.12.2005	RM100,000	Plant, machinery, furniture, fixture, stocks in trade.
FMSB and FTSB	Money	Tokio	W-G-A4-DR-002111	01.01.2005 to 31.12.2005	RM30,000 RM600,000 RM10,000	Money in transit. Estimated annual carrying. Money on premises.
	Fidelity Guarantee	Tokio	W-G-A4-DR-002113	01.01.2005 to 31.12.2005	RM100,000 (per occurrence/in the aggregate)	On all 40 employees inclusive of all guards working on the FMSB premises.

18. ADDITIONAL INFORMATION (cont'd)

Insured	Type of insurance	Insurer	Policy No.	Period	Amount insured	Main assets insured
	Public Liability	Tokio	W-L-A4-DR-000414	01.01.2005 to 31.12.2005	RM1,000,000	Bodily injury to or illness of any person, loss of or damage to property and happening in connection with the business and occurring within Malaysia.
	Group Personal Accident	Tokio	W-P-A4-DR-001570	01.01.2005 to 31.12.2005	RM4,560,000	On death/permanent disablement.
					RM546,000	Medical expense (per person).
MPC	Five (5) year level temporary convertible and renewable insurance	HSBC Insurance (Singapore) Pte. Ltd. ("HSBC")	30111225	01.10.2003 to 01.10.2008	SGD1,500,000	For life of Seah Bak Kheow.
					SGD1,000,000	Total and permanent disability benefit.
	Machinery	HSBC	62025449	15.10.2004 to 14.10.2005	SGD2,000,000	Two (2) lines of CNC machines as listed in the memorandum to the policy.
	Fire	AXA Insurance Singapore Pte. Ltd. ("AXA")	PFI PO146526	01.01.2005 to 31.12.2005	SGD7,500,000	Buildings, power sub-station, plant, machinery and equipment, furniture, renovation and improvements, fixtures and fittings, stock in trade and/or merchandise, office contents and equipment and other real and personal property on premises of MPC.
	All Risk	AXA	SMG P0220277	22.10.2004 to 21.10.2005	SGD800,000	On all personal property including but not limited to office equipment, plant, machinery and stock belonging to MPC or held in

18. ADDITIONAL INFORMATION (cont'd)

Insured	Type of insurance	Insurer	Policy No.	Period	Amount insured	Main assets insured
						trust by MPC.
	Public Liability	AXA	LPX P0146535	01.01.2005 to 31.12.2005	SGD5,000,000 (any one (1) occurrence) Unlimited (any one (1) period of insurance)	Bodily injury, property damage which is in connection with the business of MPC and occurring within Singapore.
	Workmen's Compensation	AXA	LWC P0146532	01.01.2005 to 31.12.2005	SGD10,000,000 (any one (1) claim or series of claims arising out of one (1) event)	To cover administrative staff and other non-executive staff at MPC and elsewhere in accordance with the Workmen's Compensation Act.
	Burglary, Property Industrial	AXA	PBI P0146539	01.01.2005 to 31.12.2005	SGD50,000	On plant, machinery and equipment, furniture, fixture and fittings, stock-in-trade and/or merchandise, office contents and personal property of all descriptions at MPC.
Vtrek (HK)	Employers' Liability	CGU International Insurance PLC	61029658 EC	24.08.2004 to 09.09.2005	HKD 100,000,000	Liabilities under the Employees Compensation Ordinance

18.7 PUBLIC TAKE-OVERS

During the last financial year and the current financial year, there were no:

- (i) Public take-over offers by third parties in respect of the Company's shares; and
- (ii) Public take-over offers by the Company in respect of other companies' shares.

18.8 GENERAL

- (i) The names of the Group's business and the names of all corporations, which are deemed to be related to the Group by virtue of Section 122A of the Act are set out in Section 9 of this Prospectus.

18. ADDITIONAL INFORMATION (cont'd)

- (ii) The time of opening and closing of the Application List is set out in Section 19.1 of this Prospectus.
- (iii) The amount payable in full on application to the Company is RM1.00 per Share.
- (iv) Save as disclosed in this Prospectus, so far as known to the Company, there does not exist any persons who are able to, directly or indirectly, jointly or severally, exercise control over the Company and its subsidiary companies.
- (v) The name and address of the Auditors and Reporting Accountants of the Company are set out under the Corporate Information of this Prospectus.

18.9 CONSENTS

The written consents of the Adviser/Sponsor/Placement Agent/Underwriter, Auditors, Principal Bankers, Issuing House, Share Registrar, Solicitors, Company Secretaries to the inclusion in this Prospectus of their names in the manner and form in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Independent Industry Research Consultant to the inclusion in this Prospectus of its name and the extractions of the Independent Industry Research Report in the manner and form and context in which its name and extractions appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Reporting Accountants to the inclusion of its name, Accountants' Report and its letters relating to the consolidated profit estimate for the financial year ending 31 March 2005 and proforma consolidated balance sheets as at 31 July 2004 in the manner and form in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consents of Beijing Ding Ye Law Firm, Ang & Partners and Richard S.K. Chan & Co to the inclusion of their names and their experts' reports in the manner and form in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consents of Ang & Partners and Robert Wang Solicitors to the inclusion of their names and their legal opinions in the manner and form in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.

18.10 RESPONSIBILITY STATEMENTS

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

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

18. ADDITIONAL INFORMATION *(cont'd)*

18.11 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, 50490 Kuala Lumpur, Malaysia during normal business hours for a period of 12 months from the date of this Prospectus:

- (i) Memorandum and Articles of Association of Fotronics;
- (ii) The Reporting Accountants' letter relating to the consolidated profit estimate for the financial year ending 31 March 2005 as included in Section 11.4 of this Prospectus;
- (iii) The Reporting Accountants' letter relating to the proforma consolidated balance sheets as at 31 July 2004 included in Section 11.5 of this Prospectus;
- (iv) The Accountants' Report and Directors' Report as included in Sections 12 and 13 respectively in this Prospectus;
- (v) The material contracts referred to in Section 18.5 of this Prospectus;
- (vi) The material agreements referred to in Section 18.6 of this Prospectus;
- (vii) The letters of consent referred to in Section 18.9 of this Prospectus;
- (viii) The audited financial statements of Fotronics for the financial periods 20 January 2004 (date of incorporation) to 31 March 2004 and 1 April 2004 to 31 July 2004;
- (ix) The audited financial statements of FIPL for the financial periods 8 April 2003 (date of incorporation) to 31 March 2004 and 1 April 2004 to 31 July 2004;
- (x) The audited financial statements of FMSB and FTSB for five (5) financial years ended 31 March 2000 to 31 March 2004 and for the financial period 1 April 2004 to 31 July 2004;
- (xi) The audited financial statements of MPC for the financial period ended 4 December 2000 (date of incorporation) to 31 March 2002, two (2) financial years ended 31 March 2003 to 31 March 2004 and for the financial period 1 April 2004 to 31 July 2004;
- (xii) The audited financial statements of Vtrek (HK) for the financial years ended 31 December 1999 to 31 December 2001, and audited consolidated financial statements of Vtrek (HK) Group, for the financial periods 1 January 2003 to 31 March 2004 and 1 April 2004 to 31 July 2004;
- (xiii) The ESOS Bye-Laws as included in Section 15 of this Prospectus;
- (xiv) Independent Industry Research Report by BER dated 21 July 2004;
- (xv) Experts' reports pertaining to policies on foreign investments and repatriation of profits as included in Section 16 of this Prospectus; and
- (xvi) Legal opinions on the enforceability of agreements, representations and undertakings as included in Section 17 of this Prospectus.

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE

19.1 OPENING AND CLOSING OF APPLICATION LISTS

The Application for the Public Issue will open at 10:00 a.m. on 5 January 2005 and will remain open until 5:00 p.m. on 17 January 2005 or for such further period or periods as the Directors and/or Promoters of the Company together with the Underwriter/Placement Agent in their absolute discretion may mutually decide. Late Applications will not be accepted.

19.2 METHODS OF APPLICATION

Application for the Public Issue Shares may be made using either of the following ways:

- (i) Application Forms; or
- (ii) Electronic Share Application.

19.3 GENERAL CONDITIONS FOR APPLICATIONS

(i) Application by Malaysian Public

Applications for the 2,500,000 of the Public Issue Shares made available for application by the Malaysian public must be made on the **White** Application Forms provided or by way of Electronic Share Application.

(ii) Application by the eligible Directors, employees, customers and suppliers of the Fotronics Group

Applications for the 2,500,000 of the Public Issue Shares reserved for the eligible Directors, employees, customers and suppliers of the Fotronics Group must be made on the **Pink** Application Forms provided and not on any other Application Form or by way of Electronic Share Application.

In the event of excess shares in respect of any of the above subscription, the excess shares will be allocated in a fair and equitable manner.

A corporation/institution cannot apply for the Public Issue Shares by way of Electronic Share Application. A person who submits multiple applications using the name of others, with or without their consents, commits an offence under Section 87A of the Securities Industry Act, 1983 ("SIA") and if convicted, may be punished with a minimum fine of RM1,000,000 and a jail term of up to ten (10) years under Section 88B of the SIA. Only one Application Form from each applicant will be considered and applications must be for 100 ordinary shares or multiples thereof. **Multiple applications will not be accepted** and applications appearing to be or suspected of being multiple applications may be rejected at the discretion of the Directors of Fotronics. The amount payable in full on application is RM1.00 per Share. Persons submitting applications by way of Application Forms may not submit applications by way of Electronic Share Applications and vice versa.

Persons submitting Applications by way of Application Forms or by way of Electronic Share Applications **MUST HAVE A CDS ACCOUNT**.

The Applications shall be made in relation with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of Fotronics.

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE *(cont'd)*

ALL APPLICANTS MUST GIVE THEIR:

- (A) FULL NAME AND ADDRESS (AS PER THE NATIONAL REGISTRATION IDENTITY CARD OR "RESIT PENGENALAN SEMENTARA (JPN 1/9)" OR ANY VALID TEMPORARY IDENTITY DOCUMENT AS ISSUED BY THE NATIONAL REGISTRATION DEPARTMENT FROM TIME TO TIME, WHERE APPLICABLE IN THE CASE OF INDIVIDUAL APPLICANTS EXCEPT FOR ARMED FORCES/POLICE PERSONNEL) IN THE CASE OF INDIVIDUALS OR AS PER THE CERTIFICATE OF INCORPORATION IN THE CASE OF CORPORATE/INSTITUTIONAL APPLICANTS; AND
- (B) CDS ACCOUNT NUMBER AS PER THE DEPOSITORY RECORDS.

APPLICATIONS BY INDIVIDUALS MUST BE ACCOMPANIED BY A LEGIBLE PHOTOCOPY OF THEIR IDENTITY CARD (TOGETHER WITH THE CHANGE OF ADDRESS CARD OR "RESIT PENUKARAN KAD PENGENALAN (JPN 1/22)" WHERE APPLICABLE) OR "RESIT PENGENALAN SEMENTARA (JPN1/9)" ISSUED UNDER THE NATIONAL REGISTRATION ACT 1959, OR AUTHORITY CARD ISSUED UNDER THE WRITTEN LAWS OF MALAYSIA IN THE CASE OF ARMED FORCES AND POLICE PERSONNEL.

APPLICATIONS BY CORPORATIONS/INSTITUTIONS MUST BE ACCOMPANIED BY A LEGIBLE PHOTOCOPY OF THEIR CERTIFICATE OF INCORPORATION OR EQUIVALENT DOCUMENT AS PROOF OF THEIR CONSTITUTION.

FOREIGN INDIVIDUALS AND CORPORATIONS MUST ATTACH A LEGIBLE PHOTOCOPY OF THEIR PASSPORT OR CERTIFICATE OF INCORPORATION OR EQUIVALENT DOCUMENT PROVING THEIR CONSTITUTION. THEY MUST ALSO PROVIDE THEIR CORRESPONDENCE ADDRESS IN MALAYSIA.

No acknowledgement of the receipt of Applications or Application monies will be made by Fotronics or MIDFCCS.

19.4 APPLICATION USING APPLICATION FORMS

19.4.1 Types of Application Forms

The following Application Forms are enclosed with this Prospectus and are deemed to form part hereof:

- (i) **White** Application Forms for application by Malaysian citizens, companies, societies, co-operatives and institutions, companies, societies, co-operatives and corporations/institutions; and
- (ii) **Pink** Application Forms for application by the eligible Directors, employees, customers and suppliers of the Fotronics Group; and

White Application Forms together with copies of this Prospectus may be obtained, subject to availability from Avenue, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia and MIDFCCS.

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE *(cont'd)*

19.4.2 Terms and Conditions for Applicants using Pink and White Application Forms

Applications by way of Pink and White Application Forms shall be made on, and subject to the terms and conditions appearing below:

- (i) The Application Form must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Forms. In accordance with Section 41(2) of the SCA the Application Form together with the Notes and Instructions printed thereon shall constitute an integral part of this Prospectus. Applications which **do not strictly** conform to the terms of this Prospectus or Application Form or Notes and Instructions printed thereon or which are illegible may not be accepted.
- (ii) EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY A REMITTANCE FOR THE FULL AMOUNT IN RINGGIT MALAYSIA PAYABLE EITHER BY:
 - BANKER'S DRAFT OR CASHIER'S ORDER purchased within Malaysia only and drawn on a bank in Wilayah Persekutuan Kuala Lumpur; OR
 - CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES IN MALAYSIA AND DRAWN ON A BANK IN WILAYAH PERSEKUTUAN KUALA LUMPUR; OR
 - MONEY ORDER OR POSTAL ORDER (for applicants from Sabah and Sarawak only); OR
 - GUARANTEED GIRO ORDER ("GGO") from Bank Simpanan Nasional; OR
 - ATM STATEMENT OBTAINED FROM ANY OF THE FOLLOWING:
 - AFFIN-ACF FINANCE BERHAD
 - ALLIANCE BANK MALAYSIA BERHAD;
 - AMBANK BERHAD;
 - AMFINANCE BERHAD;
 - BUMIPUTRA-COMMERCE BANK BERHAD;
 - EON BANK BERHAD;
 - EON FINANCE BERHAD;
 - HONG LEONG BANK BERHAD;
 - HONG LEONG FINANCE BERHAD;
 - MALAYAN BANKING BERHAD;
 - MAYBAN FINANCE BERHAD;
 - PUBLIC BANK BERHAD;
 - PUBLIC FINANCE BERHAD;
 - RHB BANK BERHAD;
 - SOUTHERN BANK BERHAD; AND
 - SOUTHERN FINANCE BERHAD.

MADE OUT IN FAVOUR OF

"MIDF SHARE ISSUE ACCOUNT NO. 586"

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE *(cont'd)*

AND CROSSED "A/C PAYEE ONLY" (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT.

APPLICATIONS ACCOMPANIED BY ANY MODE OF PAYMENT OTHER THAN THOSE STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES OR INAPPROPRIATE BANKER'S DRAFTS/CASHIER'S ORDERS/MONEY ORDERS/GGO/ATM STATEMENTS/MONEY ORDERS/POSTAL ORDERS WILL NOT BE ACCEPTED. DETAILS OF THE REMITTANCE MUST BE COMPLETED IN THE APPROPRIATE BOXES PROVIDED ON THE APPLICATION FORMS.

- (iii) AN APPLICANT **MUST** STATE HIS/HER CDS ACCOUNT NUMBER IN THE SPACE PROVIDED IN THE APPLICATION FORM AND HE/SHE SHALL BE DEEMED TO HAVE AUTHORISED THE DEPOSITORY TO DISCLOSE INFORMATION PERTAINING TO THE CDS ACCOUNT TO MIDFCCS AND/OR THE COMPANY.
- (iv) The Directors of Fotronics reserve the right to require any successful applicant to appear in person at MIDFCCS at anytime prior to the listing of and quotation for the Fotronics Shares on the MESDAQ Market to ascertain the regularity or propriety of the Application. The Directors of Fotronics shall not be responsible for any loss or non-receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (v) The Directors of Fotronics reserve the right to reject Applications which do not conform to these instructions or which are illegible or which are accompanied by remittances improperly drawn.
- (vi) Where an Application is not accepted, the full amount of the application monies, without interest, will be returned and shall be despatched to the applicant within ten (10) market days from the date of the ballot of the application lists by ordinary post at the applicant's address (as per the National Registration Identity Card or "Resit Pengenaln Sementara (JPN 1/22)" or any valid temporary identity document as issued by the National Registration Department from time to time, where applicable in the case of individual applicants (except for armed forces/police personnel) and the registered address in the case of corporate/institutional applicants and the respective camp/base/station in the case of armed forces/police personnel) at the applicant's own risk.
- (vii) The applicant shall ensure that his/her personnel particulars as stated in the Application Form are identical with the records maintained by the Depository. The applicant must inform the Depository promptly of any change in address failing which, the notification letter of successful allocation will be sent to his/her registered or correspondence address last maintained with the Depository.
- (viii) Each completed Application Form must be despatched by ORDINARY POST in the official envelopes provided to the following address:

MIDF Consultancy and Corporate Services Sendirian Berhad
12th Floor MIDF Building
195A, Jalan Tun Razak
50400 Kuala Lumpur
P.O. Box 11122
50736 Kuala Lumpur

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE *(cont'd)*

OR DELIVERED BY HAND in the Drop-In Boxes provided at the ground floor, Bangunan MIDF, 195A Jalan Tun Razak, 50400 Kuala Lumpur so as to arrive not later than 5.00 p.m. on 17 January 2005, or such further period or periods as the Directors and/or Promoters of Fotronics together with the Underwriter in their absolute discretion may mutually decide.

- (ix) Directors and employees of MIDFCCS and their immediate families are strictly prohibited from applying for the Public Issue Shares.
- (x) PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE APPLICATION FORMS TO MIDFCCS.

19.5 APPLICATION VIA ELECTRONIC SHARE APPLICATION

19.5.1 Steps for Electronic Share Application through a Participating Financial Institution's ATM

- (i) Applicants must have an account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account;
- (ii) Applicants **must** have a CDS account; and
- (iii) An applicant is to apply for the Public Issue Shares via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application are set out on Section 19.5.3 of the terms and conditions for Electronic Share Applications. An applicant is to enter at least the following information through the ATM where the instruction on the ATM screen at which he/she enters his/her Electronic Share Application requires him/her to do so:
 - Personal Identification Number ("PIN");
 - MIDF Share Issue Account Number 586;
 - CDS account number;
 - Number of Public Issue Shares applied for and/or the RM amount to be debited from the account; and
 - Confirmation of several mandatory statements.

19.5.2 Participating Financial Institutions

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

- AMBANK BERHAD; or
- AMFINANCE BERHAD; or
- BUMIPUTRA COMMERCE BANK BERHAD; or
- HSBC BANK MALAYSIA BERHAD; or
- MALAYAN BANKING BERHAD; or
- MAYBAN FINANCE BERHAD; or
- OCBC BANK (MALAYSIA) BERHAD; or
- STANDARD CHARTERED BANK MALAYSIA BERHAD (at selected branches only).

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE *(cont'd)*

19.5.3 Terms and Conditions for Applicants using Electronic Share Applications

The procedures for Electronic Share Applications at ATMs of Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions ("Steps"). For illustration purposes, the procedures for Electronic Share Applications at ATMs are set out in "Steps for Electronic Share Application through a Participating Financial Institution's ATM" in Section 19.5.1 of this Prospectus. The steps set out the actions that the applicant must take at the ATM to complete an Electronic Share Application. Please read carefully the terms of this Prospectus, the steps and the terms and conditions for Electronic Share Applications set out below before making an Electronic Share Application. Any reference to the "applicant" in the terms and conditions for Electronic Share Applications and the steps shall mean the applicant who applies for shares through an ATM of any of the Participating Financial Institutions.

Only an applicant who is an individual with a CDS account is eligible to utilise the facility.

The applicant must have an existing account with, and be an ATM cardholder of, one of the Participating Financial Institutions before he/she can make an Electronic Share Application at an ATM of the Participating Financial Institution. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for shares at an ATM belonging to other Participating Financial Institutions. Upon the completion of his/her Electronic Share Application transaction, the applicant will receive a computer-generated transaction slip ("Transaction Record"), confirming the details of his/her Electronic Share Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Share Application or any data relating to such an Electronic Share Application by Fotronics or MIDFCCS. The Transaction Record is for retention by the applicant and should not be submitted with any Application Form.

Upon the closing of offer for the Application for the Public Issue Shares on 17 January 2005 at 5:00 p.m. ("Closing Date and Time"), the Participating Financial Institution shall submit a magnetic tape containing its' respective customer's Applications for the Public Issue Shares to MIDFCCS as soon as practicable but not later than 12:00 p.m. of the 2nd business day after the Closing Date and Time.

An applicant will be allowed to make an Electronic Share Application for shares via an ATM that accepts the ATM cards of the Participating Financial Institution with which he/she has an account and its branches, subject to the applicant making only one application.

AN APPLICANT MUST ENSURE THAT HE/SHE USES HIS/HER OWN CDS ACCOUNT NUMBER WHEN MAKING AN ELECTRONIC SHARE APPLICATION. AN APPLICANT OPERATING A JOINT ACCOUNT WITH ANY PARTICIPATING FINANCIAL INSTITUTION MUST ENSURE THAT HE/SHE ENTERS HIS/HER OWN CDS ACCOUNT NUMBER WHEN USING AN ATM CARD ISSUED TO HIM IN HIS/HER OWN NAME. HIS/HER APPLICATION WILL BE REJECTED IF HE/SHE FAILS TO COMPLY WITH THE FOREGOING.

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

- (i) The Electronic Share Application shall be made in relation with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of Fotronics.
- (ii) The applicant is required to confirm the following statements (by depressing predesignated keys (or buttons) on the ATM keyboard) and undertake that the following information given is true and correct:
 - He/She has attained 18 years of age as at the closing date of the share Application;
 - He/She is a Malaysian citizen residing in Malaysia;

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

- He/She has read the relevant Prospectus and understood and agreed with the terms and conditions of the Application; and
- He/She thereby gives consent to the Participating Financial Institution and the Depository to disclose information pertaining to him/herself and his/her account with the Participating Financial Institution and the Depository to MIDFCCS and other relevant authorities.

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

- (iii) THE APPLICANT CONFIRMS THAT HE/SHE IS NOT APPLYING FOR SHARES AS NOMINEE OF ANY OTHER PERSON AND THAT ANY ELECTRONIC SHARE APPLICATION THAT HE/SHE MAKES IS MADE BY HIM/HER AS BENEFICIAL OWNER. THE APPLICANT SHALL ONLY MAKE ONE ELECTRONIC SHARE APPLICATION AND SHALL NOT MAKE ANY OTHER APPLICATION FOR THE PUBLIC ISSUE SHARES, WHETHER AT THE ATMs OF ANY PARTICIPATING FINANCIAL INSTITUTION OR ON THE PRESCRIBED APPLICATION FORMS.
- (iv) The applicant must have sufficient funds in his/her account with the relevant Participating Financial Institutions at the time he/she makes his/her Electronic Share Application, failing which his/her Electronic Share Application will not be completed. Any Electronic Share Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Share Application is being made, will be rejected.
- (v) The applicant agrees and undertakes to subscribe for or purchase and to accept the number of Shares applied for as stated on the Transaction Record or any lesser number of Shares that may be allotted or allocated to him in respect of his/her Electronic Share Application. In the event Fotronics decides to allot or allocate any lesser number of such Shares or not to allot or allocate any Shares to the applicants, the applicant agrees to accept any such decision as final. If the applicant's Electronic Share Application is successful, his/her confirmation (by his/her action of depressing the designated key on the ATM) of the number of shares applied for shall signify, and shall be treated as his/her acceptance of the number of Shares that may be allotted or allocated to him and to be bound by the Memorandum and Articles of Association of Fotronics.
- (vi) Fotronics reserves the right not to accept any Electronic Share Application or accept any Electronic Share Application in part only without assigning any reason therefore. Due consideration will be given to the desirability of allotting or allocating the Shares to a reasonable number of applicants with a view establishing an adequate market for the Fotronics Shares.

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

- (vii) Where an Electronic Share Application is not successful or successful in part only, the relevant Participating Financial Institutions will be informed of the non-successful or partially successful applications. Where an Electronic Share Application is not successful, the relevant Participating Financial Institution will credit the full amount of the application monies without interest into the applicant's account with that Participating Financial Institution within two (2) market days after the receipt of confirmation from MIDFCCS. MIDFCCS shall inform the Participating Financial Institutions of the non-successful or partially successful applications within two (2) market days after the balloting date. The applicants may check their accounts on the Listing day of Fotronics.

Where an Electronic Share Application is accepted in part only, the relevant Participating Financial Institution will credit the balance of the application monies without interest into the applicant's account with the Participating Financial Institution within two (2) market days after the receipt of confirmation from MIDFCCS. A number of applications will, however, be held in reserve to replace any successfully balloted applications, which are subsequently rejected. For such applications, which are subsequently rejected, the application monies without interest will be refunded to applicants by MIDFCCS by way of cheques issued by MIDFCCS. The cheques will be issued to the applicants not later than twenty-one (21) days from the ballot of the application list.

Should applicants encounter any problems in their Applications, they may refer to the Participating Financial Institutions.

- (viii) The applicant requests and authorises Fotronics to credit the Public Issue Shares allotted or allocated to the applicant into the CDS account of the applicant.
- (ix) The applicant, acknowledging that his/her Electronic Share Application is subject to the risks of electrical, electronic, technical and computer-related faults and breakdowns, fires and other events beyond the control of Fotronics, MIDFCCS or the Participating Financial Institution, irrevocably agrees that if:
- (a) Fotronics or MIDFCCS does not receive the applicant's Electronic Share Application; and
 - (b) Data relating to the applicant's Electronic Share Application is wholly or partially lost, corrupted or not otherwise accessible or not transmitted or communicated to Fotronics or MIDFCCS,

the applicant shall be deemed not to have made an Electronic Share Application and the applicant shall not claim whatsoever against Fotronics, MIDFCCS or the Participating Financial Institution for the Public Issue Shares applied for or for any compensation, loss or damage.

- (x) All particulars of the applicant in the records of the relevant Participating Financial Institution at the time he/she makes his/her Electronic Share Application shall be deemed to be true and correct and Fotronics, MIDFCCS and the relevant Participating Financial Institutions shall be entitled to rely on the accuracy thereof.
- (xi) The applicant shall ensure that his/her personal particulars as recorded by both the Depository and the relevant Participating Financial Institutions are correct and identical. The applicant must inform the Depository promptly of any change in address failing which the notification letter of successful allocation will be sent to his/her registered address last maintained with the Depository.

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE *(cont'd)*

- (xii) By making and completing an Electronic Share Application, the applicant agrees that:
- (a) in consideration of Fotronics agreeing to allow and accept the making of any Application for Shares via the Electronic Share Application facility established by the Participating Financial Institution at their respective ATMs, his/her Electronic Share Application is irrevocable;
 - (b) Fotronics, the Participating Financial Institutions, the Depository and MIDFCCS shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his/her Electronic Share Application to MIDFCCS due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
 - (c) notwithstanding the receipt of any payment by or on behalf of Fotronics, the acceptance of the offer made by the applicant to subscribe for and purchase the Public Issue Shares for which the applicant's Electronic Share Application has been successfully completed shall be constituted by the issue of notices of successful allocation for prescribed securities in respect of the said shares;
 - (d) the applicant irrevocably authorises the Depository to complete and sign on his/her behalf as transferee or renounee, any instrument of transfer and/or other documents required for the issue or transfer of the shares allocated to the applicant; and
 - (e) Fotronics agrees that in relation to any legal action or proceedings arising out of or in relation with the contract between the parties and/or the Electronic Share Application scheme and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from the regulatory bodies and the Company irrevocably submitted to the jurisdiction of the Courts of Malaysia.
- (xiii) The Directors of Fotronics reserve the right to require any successful applicant to appear in person at MIDFCCS at anytime prior to the listing of and quotation for the Fotronics Shares on the MESDAQ Market to ascertain the regularity or propriety of the Application. The Directors of Fotronics shall not be responsible for any loss or non receipt of the said notice nor shall they be accountable for any expenses incurred or to be incurred by the successful applicant for the purpose of complying with this provision.
- (ix) The Directors of Fotronics reserve the right to reject applications which do not conform to these instructions.
- (x) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institution.

19.6 APPLICATIONS AND ACCEPTANCES

The Directors of Fotronics reserve the right not to accept any Application which does not strictly comply with the instructions or to accept any Application in part only without assigning any reason therefore.

THE SUBMISSION OF AN APPLICATION FORM DOES NOT NECESSARILY MEAN THAT THE APPLICATION WILL BE SUCCESSFUL.

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE *(cont'd)*

In the event of an over-subscription, acceptance of Applications by the Malaysian public shall be subject to ballot to be conducted in a manner as approved by the Directors of Fotronics. Due consideration will be given to the desirability of distributing the Public Issue Shares to a reasonable number of applicants with a view to broadening the shareholding base and establishing an adequate market in the shares of the Company. Pursuant to the Listing Requirements, at least 25% of the enlarged issued and paid-up capital of the Company must be held by a minimum number of 200 public shareholders holding not less than 100 shares each. The Company is expected to achieve this at the point of Listing. In the event the above requirement is not met pursuant to this Public Issue, the Company may not be allowed to proceed with its Listing plan. In the event thereof, monies paid in respect of all applications will be returned without interest. The successful applicants will be selected in a manner to be determined by the Directors of the Company.

In the event of an under-subscription by the Malaysian public, all the Public Issue Shares not applied for will be made available to identified investors via Private Placement. Any Public Issue Shares not subscribed for by the eligible Directors, employees, customers and suppliers of the Fotronics Group will be made available for Application by the Malaysian public and/or identified investors via Private Placement.

Any further Public Issue Shares which are not subscribed for by the Malaysian public will be made available for subscription by the Underwriter in accordance with the underwriting agreement dated 22 December 2004.

Directors and employees of MIDFCCS and their immediate families are strictly prohibited from applying for the Public Issue Shares.

WHERE AN APPLICATION IS NOT ACCEPTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, WILL BE REFUNDED WITHOUT INTEREST TO THE APPLICANT WITHIN TEN (10) MARKET DAYS FROM THE DATE OF THE BALLOT OF THE APPLICATION LIST BY ORDINARY POST OR REGISTERED POST, RESPECTIVELY, TO THE APPLICANT'S ADDRESS REGISTERED WITH THE DEPOSITORY.

MIDFCCS RESERVES THE RIGHT TO BANK IN ALL APPLICATION MONIES FROM UNSUCCESSFUL AND PARTIALLY SUCCESSFUL APPLICANTS WHICH WOULD SUBSEQUENTLY BE REFUNDED WITHOUT INTEREST TO THE APPLICANT WITHIN TEN (10) MARKET DAYS FROM THE DATE OF THE BALLOT OF THE APPLICATION LIST BY REGISTERED POST TO THE APPLICANT'S ADDRESS REGISTERED WITH THE DEPOSITORY AT THE APPLICANT'S OWN RISK.

NO APPLICATION SHALL BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE HAVING BEEN PRESENTED FOR PAYMENT.

19.7 CDS ACCOUNTS

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act, 1991, Bursa Securities has prescribed Fotronics as a Prescribed Security. In consequence thereof, the Public Issue Shares offered through this Prospectus will be deposited directly with the Depository and any dealings in these shares will be carried out in accordance with the aforesaid acts and rules of the Depository. No share certificates will be issued to successful applicants.

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Only an applicant who has a CDS account can make an Application. The applicant shall furnish his/her CDS account number in the space provided in the Application Form and he/she shall be deemed to have authorised the Depository to disclose information pertaining to the CDS account to MIDFCCS/Fotronics. Where an applicant does not presently have a CDS account, he/she should open a CDS account at an ADA prior to making an Application for the Fotronics Shares. Failure to comply with these specific instructions as per the Application Form requires, constitute an inaccuracy in the CDS account number and will result in the Application being rejected. If a successful applicant fails to state his/her CDS Account number, MIDFCCS, under the instruction of the Company will reject the Application.

In the case of an Application by way of Electronic Share Application, only an applicant who has a CDS account can make an Electronic Share Application and the applicant shall furnish his/her CDS account number to the Participating Financial Institution by way of keying in his/her CDS account number according to the instructions on the ATM screen at which he/she enters his/her Electronic Share Application. Failure to comply with these specific instructions as the Electronic Share Application requires, constitute an inaccuracy in the CDS account number and will result in the Application being rejected.

The Directors of the Company reserve the right to reject any incomplete and inaccurate Application. Applications may also be rejected if the applicants' particulars (such as the identity card number and name) provided in the Application Form or in the case of Electronic Share Application, if the records of the Participating Financial Institutions at the time of making the Electronic Share Application, differ from those in the Depository's records.

19.8 NOTICE OF ALLOTMENT

Public Issue Shares allotted to all successful or partially successful applicants will be credited to their respective CDS accounts. Notice of successful allotment will be despatched to the successful or partially successful applicants at their addresses last maintained with the Depository at the applicant's own risk within five (5) market days after the final ballot of the application lists. For Electronic Share Applications, the notice of allotment will be despatched to the successful or partially successful applicant at his/her address last maintained with the the Depository at the applicant's own risk within five (5) market days after the final ballot of the application lists. This is the only acknowledgement of acceptance of the Application.

If the applicant's address as stated in the Application Form or in the case of an Electronic Share Application, in the records of the Participating Financial Institution, as the case may be, is different from the address registered with the Depository, the applicant must inform the Depository of his/her updated address promptly by adhering to certain rules and regulations of the Depository, failing which the notification letter on the successful allotment shall be sent the applicant's address last registered with the Depository.

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

19.9 LIST OF ADAs

The list of the ADAs and their respective broker codes are as follows:

Name	Address and Telephone Number	Broker Code
KUALA LUMPUR		
AFFIN-UOB SECURITIES SDN BHD	Level 3, Menara Keck Seng No. 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No : 03-21438668	028-001
AmSECURITIES SDN BHD	15th Floor, Bangunan AmBank Group No. 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No : 03-20782788	086-001
AVENUE SECURITIES SDN BHD	Ground Floor & Level 1 THB Satu, Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur Tel No : 03-20891800	052-001
BIMB SECURITIES SDN BHD	1st & 2nd Floor, Podium Block AMDB Building No. 1, Jalan Lumut 50400 Kuala Lumpur Tel No : 03-40433533	024-001
CIMB SECURITIES SDN BHD	9th Floor, Commerce Square Jalan Semantan, Damansara Heights 50490 Kuala Lumpur Tel No : 03-20849999	065-001
ECM LIBRA SECURITIES SDN BHD	2 nd Floor, Wisma Genting Jalan Sultan Ismail 50250 Kuala Lumpur Tel: 03-2718 1888	099-001
HLG SECURITIES SDN BHD	Level 5, Wisma Kia Peng No. 3, Jalan Kia Peng 50450 Kuala Lumpur Tel No : 03-21681168	066-001
HWANG-DBS SECURITIES BERHAD	2nd Floor, Bangunan AHP No. 2, Jalan Tun Mohd Fuad 3 Taman Tun Dr. Ismail 60000 Kuala Lumpur Tel No : 03-77106688	068-009

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
HWANG-DBS SECURITIES BERHAD	Nos. 34-5, 36-5, 38-5, 40-5, 42-5 & 44-5 5th Floor, Cheras Commercial Centre Jalan 5/101C Off Jalan Kaskas, 5th Mile Cheras 56100 Kuala Lumpur Tel No : 03-91303399	068-012
INTER-PACIFIC SECURITIES SDN BHD	Level 7, Menara Shahzan Insas 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No : 03-21441888	054-001
JUPITER SECURITIES SDN BHD	7th-9th Floor, Menara Olympia No. 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel No : 03-20341888	055-001
K & N KENANGA BHD	8th Floor, Kenanga International Jalan Sultan Ismail 50250 Kuala Lumpur Tel No : 03-21649080	073-001
KAF-SEAGROATT & CAMPBELL SECURITIES SDN BHD	30th Floor, Menara Weld No. 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No : 03-20201600	053-001
KUALA LUMPUR CITY SECURITIES SDN BHD	No. 8, Jalan Binjai Off Jalan Ampang 50450 Kuala Lumpur Tel No : 03-21667922	076-001
KUALA LUMPUR CITY SECURITIES SDN BHD	Ground, 1st & 2nd Floor No. 33, Plaza Crystaville Jalan 23/70A Desa Sri Hartamas 50480 Kuala Lumpur Tel No : 03-62033366	076-010
LEONG & COMPANY SDN BHD	Level 18, Wisma Cyclecarri No. 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No : 03-26928899	061-001
M & A SECURITIES SDN BHD	Level G-2, No. 45 & 47 The Boulevard, Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur Tel No : 03-22821820	057-002

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
MAYBAN SECURITIES SDN BHD	Level 5-13, MaybanLife Tower Dataran Maybank No. 1, Jalan Maarof 59000 Kuala Lumpur Tel No : 03-22978888	098-001
MIDF SISMA SECURITIES SDN BHD	17th & 18th Floor, Empire Tower No. 182, Jalan Tun Razak 50400 Kuala Lumpur Tel No : 03-21668888	026-001
OSK SECURITIES BERHAD	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No : 03-21624388	056-001
OSK SECURITIES BERHAD	Ground Floor, No. 15, Block A Jalan Prima 1 Pusat Niaga Metro Prima, Kepong 52100 Kuala Lumpur Tel No : 03-62575869	056-028
PB SECURITIES SDN BHD	27th Floor, Public Bank Building No. 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No : 03-20313011	051-001
PM SECURITIES SDN BHD	Ground & 1st Floor, MUI Plaza Jalan P. Ramlee 50250 Kuala Lumpur Tel No : 03-21463000	064-001
RHB SECURITIES SDN BHD	Level 9, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No : 03-92852233	087-001
SIME SECURITIES SDN BHD	21st Floor, Sime Bank Building No. 4, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No : 03-22749288	097-001
TA SECURITIES HOLDINGS BERHAD	Menara TA One No. 22, Jalan P. Ramlee 50250 Kuala Lumpur Tel No : 03-20721277	058-003

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
SELANGOR DARUL EHSAN		
AFFIN-UOB SECURITIES SDN BHD	2nd, 3rd & 4th Floor Wisma Amsteel Securities No. 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No : 03-33439999	028-002
HWANG-DBS SECURITIES BERHAD	16th, 18th-20th Floor, Plaza Masalam No. 2, Jalan Tengku Ampuan Zabedah E9/E Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No : 03-55133288	068-002
HWANG-DBS SECURITIES BERHAD	East Wing & Centre Link Floor 3A, Wisma Consplant 2 No. 7, Jalan SS 16/1 47500 Subang Jaya Selangor Darul Ehsan Tel No : 03-56356688	068-010
JF APEX SECURITIES BERHAD	6th Floor, Menara Apex Off Jalan Semenyih, Bukit Mewah 43000 Kajang Selangor Darul Ehsan Tel No : 03-87361118	079-001
JF APEX SECURITIES BERHAD	15th & 16th Floor Menara Choy Fook On No. 1B, Jalan Yong Shook Lin 46050 Petaling Jaya Selangor Darul Ehsan Tel No : 03-76201118	079-002
K & N KENANGA BHD	13th Floor, Menara Yayasan Selangor No. 18A, Jalan Persiaran Barat Off Jalan Timur 46000 Petaling Jaya Selangor Darul Ehsan Tel No : 03-79562169	073-005
K & N KENANGA BHD	1st Floor, Wisma UEP Pusat Perniagaan USJ 10 Jalan USJ 10/1A 47620 Subang Jaya Selangor Darul Ehsan Tel No : 03-80241682	073-006

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
K & N KENANGA BHD	Room 7.02, Level 7, Menara ING Intan Millenium Square No. 68 Jalan Batai Laut 4 Taman Intan 41300 Klang Selangor Darul Ehsan Tel No : 03-30057110	073-007
MOHAIYANI SECURITIES SDN BHD	1st, 2nd & 3rd Floor Plaza Damansara Utama No. 2, Jalan SS 21/60 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Tel No : 03-77297345	095-001
OSK SECURITIES BERHAD	No. 24, 24M, 26M, 28M & 28A Jalan SS 2/63 47300 Petaling Jaya Selangor Darul Ehsan Tel No : 03-78736366	056-011
OSK SECURITIES BERHAD	No. 37, Jalan Semenyih 43000 Kajang Selangor Darul Ehsan Tel No : 03-87363378	056-045
PM SECURITIES SDN BHD	No. 157 & 159, Jalan Kenari 23/A Bandar Puchong Jaya 47100 Puchong Selangor Darul Ehsan Tel No : 03-80700773	064-003
PM SECURITIES SDN BHD	Nos. 18 & 20, Jalan Tiara 2 Bandar Baru Klang 41150 Klang Selangor Darul Ehsan Tel No : 03-33415300	064-007
SJ SECURITIES SDN BHD	Level 3, Holiday Villa No. 9, Jalan SS 12/1, Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No : 03-56340202	096-001
MELAKA		
MALACCA SECURITIES SDN BHD	Nos. 1, 3 & 5, Jalan PPM9 Plaza Pandan Malim (Business Park) Balai Panjang, P. O. Box 248 75250 Melaka Tel No : 06-3371533	012-001

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
OSK SECURITIES BERHAD	579, 580-581 A&B Taman Melaka Raya 75000 Melaka Tel No : 06-2825211	056-003
PM SECURITIES SDN BHD	Nos. 11 & 13, Jalan PM2 Plaza Mahkota 75000 Melaka Tel No : 06-2866008	064-006
RHB SECURITIES SDN BHD	Lot 9 & 10, 1st Floor Tabung Haji Building Jalan Bandar Kaba 75000 Melaka Tel No : 06-2833622	087-002
PERAK DARUL RIDZUAN		
AVENUE SECURITIES SDN BHD	No. 63 Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No : 05-2422828	052-002
HWANG-DBS SECURITIES BERHAD	No. 21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No : 05-8060888	068-003
KUALA LUMPUR CITY SECURITIES SDN BHD	Nos. 43 & 44, Ground Floor Taman Sentosa, Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No : 05-6910910	076-008
M & A SECURITIES SDN BHD	M & A Building No. 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No : 05-2419800	057-001
MAYBAN SECURITIES SDN BHD	Nos. 55, 57 & 63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No : 05-2558233	098-002
OSK SECURITIES BERHAD	Nos. 21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel No : 05-2415100	056-002

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
OSK SECURITIES BERHAD	No. 17G, Jalan Intan 2, Bandar Baru 36000 Teluk Intan Perak Darul Ridzuan Tel No : 05-6236498	056-014
OSK SECURITIES BERHAD	Nos. 23 & 25, Jalan Lumut 32000 Sitiawan Perak Darul Ridzuan Tel No : 05-6921228	056-016
OSK SECURITIES BERHAD	No. 28, Jalan Maharaja Taman Bagan Serai Baru 34300 Bagan Serai Perak Darul Ridzuan Tel No : 05-7231888	056-018
OSK SECURITIES BERHAD	Ground Floor, No. 40, 42 & 44 Jalan Berek 34000 Taiping Perak Darul Ridzuan Tel No : 05-8088229	056-034
SBB SECURITIES SDN BHD	Nos. 51-53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No : 05-2530888	090-001
TA SECURITIES HOLDINGS BERHAD	1st Floor, Plaza Teh Teng Seng No. 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No : 05-2531313	058-001
PULAU PINANG		
A.A. ANTHONY SECURITIES SDN BHD	Nos. 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No : 04-2299318	078-002
AVENUE SECURITIES SDN BHD	No. 111, Jalan Macalister 10400 Pulau Pinang Tel No : 04-2281868	052-003
ECM LIBRA SECURITIES SDN BHD	7th & 8th Floor, Menara PSCI No. 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No : 04-2283355	099-002
HWANG-DBS SECURITIES BERHAD	Level 2, 3, 4, 7 & 8, Wisma Sri Pinang No. 60, Green Hall 10200 Pulau Pinang Tel No : 04-2636996	068-001

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
HWANG-DBS SECURITIES BERHAD	Ground, 1st & 2nd Floor Nos. 1620 & 1621, Jalan Permatang Batu Taman Industri Permatang Batu 14000 Bukit Mertajam Pulau Pinang Tel No : 04-5372882	068-006
MERCURY SECURITIES SDN BHD	Ground, 1st, 2nd & 3rd Floor Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai, Pulau Pinang Tel No : 04-3322123	093-001
OSK SECURITIES BERHAD	No. 64, Bishop Street 20F & 20G, Penang Street 10200 Pulau Pinang Tel No : 04-2634222	056-004
OSK SECURITIES BERHAD	Level 19, Menara NB 5050 Jalan Bagan Luar 12000 Butterworth Pulau Pinang Tel No : 04-3322299	056-005
OSK SECURITIES BERHAD	No. 11A, Jalan Keranji Off Jalan Padang Lallang 14000 Bukit Mertajam Pulau Pinang Tel No : 04-5402888	056-015
OSK SECURITIES BERHAD	No. 834 Jalan Besar, Sungai Bakap 14200 Sungai Jawi Seberang Perai Selatan Pulau Pinang Tel No : 04-5831888	056-032
OSK SECURITIES BERHAD	Ground & 1st Floor Nos. 15-G-5, 15-G-6, 15-I-5, 15-I-6 Medan Kampung Relau (Bayan Point) 11950 Pulau Pinang Tel No : 04-6404888	056-042
PM SECURITIES SDN BHD	Level 25, Menara BHL No. 51, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No : 04-2273000	064-004
THONG & KAY HIAN SECURITIES SDN BHD	Level 5 & 6, Wisma Sri Pinang, No. 60, Green Hall 10200 Pulau Pinang Tel No : 04-2635481	070-001

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
UT SECURITIES SDN BHD	6th, 10th & 12th Floor Mayban Trust Building No. 3, Penang Street 10200 Pulau Pinang Tel No : 04-2626644	059-001
PERLIS INDRA KAYANGAN		
KUALA LUMPUR CITY SECURITIES SDN BHD	2nd Floor, Podium Block KWSP Building 01000 Kangar Perlis Indra Kayangan Tel No : 04-9765200	076-003
KEDAH DARUL AMAN		
HWANG-DBS SECURITIES BERHAD	No. 70 A, B, C, Jalan Mawar 1 Taman Pekan Baru 08000 Sungai Petani Kedah Darul Aman Tel No : 04-4256666	068-011
KUALA LUMPUR CITY SECURITIES SDN BHD	2nd Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Darul Aman Tel No : 04-7317088	076-004
OSK SECURITIES BERHAD	No. 1, Jalan Pahlawan 08000 Sungai Petani Kedah Darul Aman Tel No : 04-4204888	056-017
OSK SECURITIES BERHAD	No. 35, Ground Floor Jalan Suria 1, Jalan Bayu 09000 Kulim Kedah Darul Aman Tel No : 04-4964888	056-019
OSK SECURITIES BERHAD	Ground & 1st Floor, 215-A & 215-B Medan Putra, Jalan Putra 05150 Alor Setar Kedah Darul Aman Tel No : 04-7209888	056-021
NEGERI SEMBILAN DARUL KHUSUS		
HWANG-DBS SECURITIES BERHAD	Ground & 1st Floor Nos. 105, 107 & 109, Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No : 06-7612288	068-007

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
HWANG-DBS SECURITIES BERHAD	No. 6, Upper Level Jalan Mahligai 72100 Bahau Negeri Sembilan Darul Khusus Tel No : 06-4553188	068-013
OSK SECURITIES BERHAD	Ground, 1st & 2nd Floor No. 33, Jalan Dato' Bandar Tunggal 70000 Seremban Negeri Sembilan Darul Khusus Tel No : 06-7641641	056-024
OSK SECURITIES BERHAD	1st Floor, No. 3601 Jalan Besar 73000 Tampin Negeri Sembilan Darul Khusus Tel No : 06-4421000	056-037
OSK SECURITIES BERHAD	1st & 2nd Floor No. 168, Jalan Mewah (Pusat Perniagaan UMNO Bahagian Jempol) 71200 Bahau Negeri Sembilan Darul Khusus Tel No : 06-4553011	056-040
PM SECURITIES SDN BHD	1st, 2nd & 3rd Floor Nos. 19-21, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No : 06-7623131	064-002
JOHOR DARUL TAKZIM		
A.A. ANTHONY SECURITIES SDN BHD	Suite 8.2, Level 8 Menara Sarawak Enterprise No. 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No : 07-3332000	078-001
AmSECURITIES SDN BHD	2nd & 3rd Floor, Penggaram Complex No. 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No : 07-4342282	086-002
AVENUE SECURITIES SDN BHD	Nos. 57, 59 & 61 Jalan Ali 84000 Muar Johor Darul Takzim Tel No : 06-9532222	052-004

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
ENG SECURITIES SDN BHD	No. 95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No : 07-2231211	081-001
HWANG-DBS SECURITIES BERHAD	Level 7, Johor Bahru City Square (Office Tower) Nos. 106-108, Jalan Wong Ah Fook 80000 Johor Bahru Johor Darul Takzim Tel No : 07-2222692	068-004
K & N KENANGA BHD	Level 2, Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No : 07-3333600	073-004
K & N KENANGA BHD	No. 31 Lorong Dato' Ahmad Jalan Khalidi 84000 Muar Johor Darul Takzim Tel No : 06-9542711	073-008
K & N KENANGA BHD	No. 34 Jalan Genuang 85000 Segamat Johor Darul Takzim Tel No : 07-9333515	073-009
K & N KENANGA BHD	Nos. 33 & 35 (Ground & 1st Floor A&B) Jalan Syed Abdul Hamid Sagaff 86000 Kluang Johor Darul Takzim Tel No : 07-7771161	073-010
KUALA LUMPUR CITY SECURITIES SDN BHD	Nos. 46 & 48 Jalan Dato' Kapten Ahmad 86000 Kluang Johor Darul Takzim Tel No : 07-7717922	076-006
OSK SECURITIES BERHAD	Unit 27-01 to 27-08 Level 27, Menara Landmark No. 12, Jalan Ngee Heng 80000 Johor Bahru Johor Darul Takzim Tel No : 07-2212233	056-006

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
OSK SECURITIES BERHAD	Nos. 53, 53-A & 53-B Jalan Sultanah 83000 Batu Pahat Johor Darul Takzim Tel No : 07-4380288	056-009
OSK SECURITIES BERHAD	Ground Floor, No. 17, Jalan Delima Pusat Perdagangan Pontian 82000 Pontian Johor Darul Takzim Tel No : 07-6868018	056-023
OSK SECURITIES BERHAD	Ground & 1st Floor No. 19, Jalan Pesta 1-1 Taman Tun Dr. Ismail 1, Jalan Bakri 84000 Muar Johor Darul Takzim Tel No : 06-9538262	056-025
OSK SECURITIES BERHAD	Ground & 1st Floor No. 10, Jalan Bendahara 12 Taman Ungku Tun Aminah 81300 Skudai Johor Darul Takzim Tel No : 07-5577628	056-029
OSK SECURITIES BERHAD	Ground & 1st Floor No. 28 Jalan Tengku Ahmad 85000 Segamat Johor Darul Takzim Tel No : 07-9321543	056-030
OSK SECURITIES BERHAD	Ground, 1st & 2nd Floor No. 17 Jalan Manggis 86000 Kluang Johor Darul Takzim Tel No : 07-7769655	056-031
OSK SECURITIES BERHAD	240 & 240A, Jalan Besar 83700 Yong Peng Johor Darul Takzim Tel No : 07-4675388	056-033
OSK SECURITIES BERHAD	Ground, 1st & 2nd Floor No. 10, Jalan Anggerik 1 Taman Kulai Utama 81000 Kulai Johor Darul Takzim Tel No : 07-6626288	056-035

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
OSK SECURITIES BERHAD	Ground Floor, No. 7, Jalan Jaya 81900 Kota Tinggi Johor Darul Takzim Tel No : 07-8822018	056-036
OSK SECURITIES BERHAD	Ground, 1st & 2nd Floor No. 343, Jalan Muar 84900 Tangkak Johor Darul Takzim Tel No : 06-9787180	056-038
OSK SECURITIES BERHAD	1st Floor, Nos. 2 & 4 Jalan Makmur, Taman Sri Aman 85300 Labis Johor Darul Takzim Tel No : 07-9256881	056-039
PM SECURITIES SDN BHD	Suite 5.1, Level 5, Menara Pelangi Jalan Kuning, Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No : 07-2781813	064-005
PAHANG DARUL MAKMUR		
KUALA LUMPUR CITY SECURITIES SDN BHD	A-397, A-399 & A-401 Taman Sri Kuantan III, Jalan Beserah 25300 Kuantan Pahang Darul Makmur Tel No : 09-5660800	076-002
OSK SECURITIES BERHAD	A-27 & A-29, Lorong Tun Ismail 9 Seri Dagangan Kuantan Business Centre 25000 Kuantan Pahang Darul Makmur Tel No : 09-5163811	056-007
OSK SECURITIES BERHAD	Ground Floor, No. 98, Jalan Pasdec 28700 Bentong Pahang Darul Makmur Tel No : 09-2234943	056-022
OSK SECURITIES BERHAD	Ground Floor No. 43 Jalan Bunga Tanjung 28400 Mentakab Pahang Darul Makmur Tel No : 09-2771541	056-026

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
OSK SECURITIES BERHAD	Ground Floor No. 76-A, Persiaran Camelia 4 Tanah Rata 39000 Cameron Highlands Pahang Darul Makmur Tel No : 05-4914913	056-041
KELANTAN DARUL NAIM		
KUALA LUMPUR CITY SECURITIES SDN BHD	Lot 6 & 7, Section 25 Jalan Sultan Yahya Petra Bandar Kota Bharu 15200 Kota Bharu Kelantan Darul Naim Tel No : 09-7432588	076-007
OSK SECURITIES BERHAD	No. 3953-H (Ground & 1st Floor) Jalan Kebun Sultan 15350 Kota Bharu Kelantan Darul Naim Tel No : 09-7430077	056-020
TA SECURITIES HOLDINGS BERHAD	No. 298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No : 09-7432288	058-004
TERENGGANU DARUL IMAN		
FA SECURITIES SDN BHD	Nos. 51 & 51A Ground, Mezzanine & 1st Floor Jalan Tok Lam 20100 Kuala Terengganu Terengganu Darul Iman Tel No : 09-6238128	021-001
KUALA LUMPUR CITY SECURITIES SDN BHD	No. 1D, Ground & Mezzanine No. 1E, Ground, Mezzanine 1st & 2nd Floor, Jalan Air Jerneh 20300 Kuala Terengganu Terengganu Darul Iman Tel No : 09-6317922	076-009
OSK SECURITIES BERHAD	Ground Floor, No. 9651, Cukai Utama Jalan Kubang Kurus 24000 Kemaman Terengganu Darul Iman Tel No : 09-8583109	056-027

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
PTB SECURITIES SDN BHD	1st, 2nd & 3rd Floor No. 61, Jalan Sultan Ismail P.O. Box 151, Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul Iman Tel No : 09-6235546	025-001
SARAWAK		
HWANG-DBS SECURITIES BERHAD	Lot 328, Jalan Abell 93100 Kuching Sarawak Tel No : 082-236999	068-005
K & N KENANGA BHD	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel No : 085-435577	073-002
K & N KENANGA BHD	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No : 082-338000	073-003
OSK SECURITIES BERHAD	Ground & 1st Floor Wisma Chinese Chambers Lot 357, Section 47, K.T.L.D. Jalan Bukit Mata Kuching 93100 Kuching Sarawak Tel No : 082-422252	056-008
OSK SECURITIES BERHAD	Lot 1168, Ground Floor Wisma Interhill Miri Waterfront Commercial Centre 98008 Miri Sarawak Tel No : 085-422788	056-012
OSK SECURITIES BERHAD	Nos. 101 & 102, Pusat Pedada Jalan Pedada 96000 Sibul Sarawak Tel No : 084-329100	056-013
TA SECURITIES HOLDINGS BERHAD	No. 12G, Jalan Kampung Datu 96000 Sibul Sarawak Tel No : 084-319998	058-002

19. PROCEDURE FOR APPLICATION AND ACCEPTANCE (cont'd)

Name	Address and Telephone Number	Broker Code
WILAYAH PERSEKUTUAN LABUAN		
CIMB SECURITIES SDN BHD	Unit 7(A), Level 7, Main Office Tower Financial Park Labuan, Jalan Merdeka 87000 Wilayah Persekutuan Labuan Tel No : 087-451666	065-002
SABAH		
HWANG-DBS SECURITIES BERHAD	Room Nos. 106-109, Mezzanine Floor Room Nos. 207-212, 2nd Floor Gaya Centre Jalan Tun Fuad Stephens 88400 Kota Kinabalu Sabah Tel No : 088-311688	068-008
INNOSABAH SECURITIES BERHAD	No. 11, Equity House, Block K Sadong Jaya, Karamunsing 88100 Kota Kinabalu Sabah Tel No : 088-234090	020-001
KUALA LUMPUR CITY SECURITIES SDN BHD	Suite 1-9-E1, 9th Floor, CPS Tower No. 1, Jalan Centre Point 88000 Kota Kinabalu Sabah Tel No : 088-253922	076-005
OSK SECURITIES BERHAD	5th Floor, Wisma BSN Sabah Jalan Kemajuan, Karamunsing 88000 Kota Kinabalu Sabah Tel No : 088-269788	056-010

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