

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are required to prepare financial statements which give a true and fair view of the state of affairs of the Group and the Company as at the end of each financial year and of their results and their cash flows for that year then ended.

The Directors consider that in preparing the financial statements,

- the Group and the Company have used appropriate accounting policies and are consistently applied;
- reasonable and prudent judgements and estimates were made; and
- all applicable approved accounting standards in Malaysia have been followed.

The Directors are responsible for ensuring that the Company maintains accounting records that disclose with reasonable accuracy the financial position of the Group and the Company, and which enable them to ensure that the financial statements comply with the Companies Act 1965.

The Directors have general responsibilities for taking such steps that are reasonably available to them to safeguard the assets of the Group, and to prevent and detect fraud and other irregularities.

BOARD OF DIRECTORS' PROFILE

Mirzan Bin Mahathir

Malaysian

Chairman

Independent Non-Executive

Mirzan Bin Mahathir, aged 44, was appointed to the Board of NCB and as Chairman on 23 April 1997. He serves as Chairman of the Nomination and Remuneration Committee. He holds a Masters Degree in Business Administration from Wharton School, University of Pennsylvania, Philadelphia, USA and a Bachelor of Science (Honours) degree in Computer Science from Brighton Polytechnic, England. After obtaining his Masters in 1987, he worked for two years with Salomon Brothers Inc., an investment bank based in New York, as an Investment Banking Associate. From April 1989 to February 1990, he was seconded to the Asia Pacific Investment Banking Department of Salomon Brothers Hong Kong Ltd., where he provided extensive investment banking advice on mergers and acquisitions, privatisations and capital raising. Since his return to Malaysia in March 1990, he has been appointed as a director of several public listed companies such as Dataprep Holdings Berhad on 15 February 1990, Konsortium Logistik Berhad on 1 September 1992, Worldwide Holdings Berhad on 22 June 1993, Sunway Building Technology Berhad on 11 February 1995 and Artwright Holdings Berhad on 13 March 1996. He is also the President of Container Haulier's Association of Malaysia (CHAM), Vice Chairman of the Malaysian Shipowners' Association (MASA) and President of the Asian Strategy and Leadership Institute (ASLI).

He has no family relationship with any Director and/or major shareholder of NCB, no conflict of interest with NCB and has never been charged for any offence within the past 10 years. He holds 14,000 ordinary shares of RM1.00 each in NCB and does not hold any shares in the subsidiary companies of NCB. During the financial year ended 31 December 2001, he attended 2 Board of Directors' Meetings.

Christopher Ho Wing On

Canadian

Non-Independent Non-Executive Director

Christopher Ho Wing On, aged 51, was appointed to the Board of NCB on 23 April 1997. He graduated with a Bachelor of Commerce degree from the University of Toronto, Canada in 1974. Before joining The Grande Holdings Limited in 1991, he was a partner of Messrs Ernst & Young, Hong Kong from 1984 to 1991 when he retired as Senior partner. He has extensive experience in manufacturing, corporate finance, international trade and hotels. He is also President and Group Chief Executive of The Grande Holdings Limited, a publicly listed company on the Stock Exchange of Hong Kong, and Chairman and Group Chief Executive of Lafe Technology Limited, a publicly listed company in Singapore.

He has no family relationship with any Director and/or major shareholder of NCB, no conflict of interest with NCB and has never been charged for any offence within the past 10 years. He is a major shareholder of NCB through his indirect interest in NCB and pursuant thereto, he is deemed interested in the shares of the subsidiary companies of NCB to the extent of his interest in NCB. During the financial year ended 31 December 2001, he attended 2 Board of Directors' Meetings.

Premilla Ann A/P John David*Malaysian**Independent Non-Executive Director*

Premilla Ann A/P John David, aged 47, was appointed to the Board of NCB on 23 May 1997 and appointed as the Chairman of the Audit Committee on 2 June 1997. She graduated with a Bachelor of Laws degree from the University of Malaya in 1978. She commenced legal practice in January 1979 after having been admitted to the Malaysian Bar in the same year. She is a partner in a legal firm in Kuala Lumpur.

She has no family relationship with any Director and/or major shareholder of NCB, no conflict of interest with NCB and has never been charged for any offence within the past 10 years. She does not hold any shares in NCB and its subsidiary companies. She attended all 5 of the Board of Directors' Meetings held in the financial year.

Michael Andrew Barclay Binney*British**Non-Independent Non-Executive Director*

Michael Andrew Barclay Binney, aged 43, was appointed to the Board of NCB on 27 November 2001 and serves as a member of the Audit Committee. He graduated with Certificate in Accountancy from Coventry University, Coventry, West Midlands, England. He is a Fellow Member of the Institute of Chartered Accountants in England & Wales and a Fellow Member of the Hong Kong Society of Accountants. He has 8 years working experience in the accounting profession and 11 years working experience in the Computer and Consumer Electronics industry, Manufacturing and Sales & Distribution sector. He is also a director of The Grande Holdings Limited and Nakamichi Corporation Japan. He is currently an Executive and Chief Financial Officer of the Grande Group.

He has no family relationship with any Director and/or major shareholder of NCB, no conflict of interest with NCB and has never been charged for any offence within the past 10 years. He does not hold any shares in NCB and its subsidiary companies. His appointment as a Director of NCB was on 27 November 2001 and the 1st Board of Directors' Meeting that he attended was in year 2002.

Yohan A Rajan*Malaysian**Independent Non-Executive Director*

Yohan A Rajan, aged 37, was appointed to the Board of NCB on 4 April 2001 and is a member of the Audit Committee. He serves as a member to the Nomination Committee and Remuneration Committee. He graduated from Keele University, Staffordshire, England with Bachelor of Arts (Hons.) Law & Psychology Second Class Upper Division and he obtained his Masters, LLM (Corporate and Commercial Law) from University College London, England. He was a legal assistant under the Corporate Department of a legal firm in Kuala Lumpur from July 1993 to February 2000. He became a partner of the legal firm since February 2000 until today.

He has no family relationship with any Director and/or major shareholder of NCB, no conflict of interest with NCB and has never been charged for any offence within the past 10 years. He does not hold any shares in NCB and its subsidiary companies. He attended 4 out of the 5 Board of Directors' Meetings held in the financial year.

Lee Hock Chye

Malaysian

Independent Non-Executive Director

Lee Hock Chye, aged 42, was appointed to the Board of NCB on 23 February 2001 and is a member of the Audit Committee. He serves as a member to the Nomination Committee and Remuneration Committee. He graduated from National University of Singapore with LL.B (Hons) in 1984 and was called to the Singapore Bar in 1985. He was also called to the Malaysian Bar in 1990. He is a partner of a legal firm in Kuala Lumpur specialising in banking and corporate law.

He has no family relationship with any Director and/or major shareholder of NCB, no conflict of interest with NCB and has never been charged for any offence within the past 10 years. He does not hold any shares in NCB and its subsidiary companies. He attended all 5 of the Board of Directors' Meetings held in the financial year.

Samuel Yuen Kin

Canadian

Non-Independent Non-Executive Director

Samuel Yuen Kin, aged 48, was appointed to the Board of NCB on 27 November 2001. He graduated as Chartered Accountant from Ontario Institute of Chartered Accountants, Canada. He is a Fellow Member of the Association of Chartered Certified Accountants, United Kingdom and a Fellow Member of the Hong Kong Society of Accountants, Hong Kong. He joined Arthur Andersen (HK), Audit Division in July 1978 and joined Peatmarvick Thorne, Audit Division in September 1983. In August 1986, he moved to the Canadian Revenue, Taxation & Audit Directorate & International Taxation. Since March 1992, he became a Director of The Grande Group Ltd until today. He is also a director of The Alpha Capital Group Limited. Since March 2000, he has been with Sansui Electric Co. Ltd, as one of their Corporate Auditors.

He has no family relationship with any Director and/or major shareholder of NCB, no conflict of interest with NCB and has never been charged for any offence within the past 10 years. He does not hold any shares in NCB and its subsidiary companies. His appointment as a Director of NCB was on 27 November 2001 and the 1st Board of Directors' Meeting that he attended was in year 2002.

Paul Law Kwok Fai

British

Non-Independent Non-Executive Director

Paul Law Kwok Fai, aged 46, was appointed to the Board of NCB on 27 November 2001. He holds a Bachelor of Science from University of Western Ontario, Canada. He joined DataBase Asia Ltd as System Manager in year 1979. From 1987 to 1990, he moved to Management Consultancy Services, Ernst & Young HK and took the position as Manager. Currently, he is an Executive Director of The Grande Holdings Ltd.

He has no family relationship with any Director and/or major shareholder of NCB, no conflict of interest with NCB and has never been charged for any offence within the past 10 years. He does not hold any shares in NCB and its subsidiary companies. His appointment as a Director of NCB was on 27 November 2001 and the 1st Board of Directors' Meeting that he attended was in year 2002.

Ma Chi Chiu

British

Non-Independent Non-Executive Director

Ma Chi Chiu, aged 57, was appointed to the Board of NCB on 23 February 2001. He graduated at University of Birmingham, United Kingdom with a Bachelor of Commerce degree. He is a fellow member of the Institute of Chartered Accountants in England and Wales. With close to 20 years management experience in the Electronics Industry, he is familiar with manufacturing, operation, and finance.

He has no family relationship with any Director and/or major shareholder of NCB, no conflict of interest with NCB and has never been charged for any offence within the past 10 years. He does not hold any shares in NCB and its subsidiary companies. During the financial year ended 31 December 2001, he attended 1 Board of Directors' Meeting.