# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

# 8.1 DIRECTORS

# (i) Directors' profile

The profiles of the Directors of OpenSys are set out below:

Tan Kee Chung, aged 44, was appointed as Executive Director of OpenSys on 7 December 1995. He is a co-founder and the Chief Executive Officer of OpenSys. He is responsible for the management of the business operations of the Company, business development and strategic planning. He obtained his Bachelor of Science degree in Computer Science from the University of Brighton, United Kingdom in 1982 and he was also a Johor State Government Scholar. He has about 21 years experience, mainly in management, sales and marketing, in the IT industry. Prior to co-founding OpenSys, he was the Marketing Director of AT&T GIS from January 1993 to December 1995, General Systems Division Manager in NCR from January 1990 to December 1992, Financial Systems District Manager in NCR from January 1990 to December 1990, Major Accounts Manager in Digital Equipment Corporation from 1986 to 1989 and Major Accounts Sales Specialist in Rank Xerox Ltd, United Kingdom from 1982 to 1985. He was also a member of the AT&T GIS Leadership Advisory Council from 1993 to 1995.

Chee Hong Soon, aged 43, was appointed as Executive Director of OpenSys on 7 December 1995. He is a co-founder and the Chief Technology Officer of OpenSys. He primarily oversees the product development operations of the Company. He obtained his Bachelor of Science degree in Physics from Universiti Malaya in 1983. He has 20 years experience in transaction switching systems implementation, software application, database design, system migration and disaster recovery. Prior to co-founding OpenSys, he worked as a regional Enterprise Systems Consultant in AT&T GIS from 1990 to 1995 and Senior Systems Engineer in NCR from 1983 to 1989.

Tune Hee Hian, aged 44, was appointed as Executive Director of OpenSys on 9 January 1996. As a Technical Director of OpenSys, he is primarily responsible for providing advice on software development of Web-enabled multi-channel delivery systems and project management. He holds a Bachelor of Science degree in Education and a Postgraduate Diploma in Computer Science from Universiti Malaya in 1984. He also holds a Master's Certificate in Project Management from George Washington University, Washington DC, USA which he obtained in 1995. He is also a Certified Project Management Professional of the PMI and has 18 years of experience in software development, project management and implementation of online client server financial systems. Prior to co-founding OpenSys, he worked as a Group Manager for Financial Systems in AT&T GIS from 1995 to 1996, as a Technical Consultant in NCR from 1992 to 1995, Systems Engineer in NCR from 1988 to 1991 and Instructor in Customer Education in NCR from 1984 to 1987.

Azian Bin Abdullah, aged 45, was appointed as Non-Independent Non-Executive Director of OpenSys on 24 July 2000. He obtained a Bachelor of Science degree in Business Administration from Trinity University, Texas, USA in 1980. He also holds a Master's in Business Administration degree from Morehead State University, Kentucky, USA in 1983. His work experience include working in Citibank N.A from 1983 to 1987, where he worked in the World Corporate Group, a division within the Corporate Banking Group, in United Asian Bank from 1987 to 1994 where he was responsible for starting and heading the Treasury Marketing Unit and in Citibank from 1994 to 1995 where he was the Vice President and Head of the Public Sector Unit. He is currently the Executive Director of Melewar Industrial Group Berhad (formerly known as Maruichi Malaysia Steel Tube Berhad) and a Director of Malaysia General Investment Berhad and Bandar Raya Developments Bhd.

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

For the past two (2) years preceding 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, his directorships and substantial shareholdings in other public companies are as follows:

|                                       | Directorsh        | ip               | Shareho<br><dir<br>No. of</dir<br> |        | t 29 Decembe<br><-—Indir<br>No. of |        |
|---------------------------------------|-------------------|------------------|------------------------------------|--------|------------------------------------|--------|
| Company                               | Date appointed    | Date<br>resigned | shares<br>held                     | % held | shares<br>held                     | % held |
| Malaysia General Investment<br>Berhad | 7 April 2000      | -                | -                                  | -      | -                                  | -      |
| Bandar Raya Developments Bhd          | 4 December 2001   | -                | -                                  |        | -                                  | -      |
| Melewar Industrial Group Berhad       | 23 September 2002 |                  | _                                  | -      | _                                  | -      |

Lee Swee Seng, aged 43, was appointed as Independent Non-Executive Director of OpenSys on 6 November 2003. He was called to the Malaysian Bar of Council in 1985 and has been in active law practice since then. He is the co-founder and is currently the managing partner of Messrs Lee Swee Seng, Advocates & Solicitors in Kuala Lumpur. He obtained his Bachelor of Law (LLB Hons) and Masters in Law (LL.M) from the University of Malaya. He also holds a Certificate in E-Commerce and Law, Corporate Governance and Directors' Duties from Bond University in Australia and a Masters of Business Administration (MBA) from Southern Cross University in Australia. He is also a Certified National Trainer of Junior Chamber International, a past National President of Junior Chamber Malaysia in 1999 and a Committee Member of the Malaysian Institute of Arbitrators and an associate member of the Malaysian Institute of Management. In addition, he is a Certified Mediator of the Malaysian Mediation Centre, a Trademark and Industrial Design Agent, a member of the Malaysian Institute of Corporate Governance and a certified trainer for the Corporate Director Training Programme conducted by the Companies Commission of Malaysia and speaks for RIIAM under the CEP Programme for directors of public listed companies.

James Henry Stewart, aged 69, was appointed as Independent Non-Executive Director of OpenSys on 6 November 2003. He has more than thirty years of experience in the IT industry. His management expertise includes sales and marketing, human resource planning, financial management and customer relations. He was the Managing Director of NCR Corporation for South East Asia and responsible for the overall objectives of NCR Corporation's subsidiaries in Thailand, Malaysia, Singapore, Philippines, Indonesia and Sri Lanka from 1995 to 1997. He was the Country Manager for NCR Malaysia from 1989 to 1996, Vice President Computer Systems Division for NCR Canada Ltd from 1986 to 1988 and Vice President, Product Development and Marketing for NCR Canada Ltd from 1984 to 1985. Prior to that, he occupied various management positions with NCR Canada Ltd from 1968 to 1984.

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

# (ii) Directors' shareholdings

The shareholdings of the Directors in OpenSys before and after the Public Issue, based on their shareholdings as at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, are as follows:

|                    | <befor< th=""><th>e the P</th><th>ublic Issue<sup>(i)</sup></th><th>&gt;</th><th><afte< th=""><th>r the Pi</th><th>ıblic Issue<sup>(ii)</sup></th><th>&gt;</th></afte<></th></befor<> | e the P | ublic Issue <sup>(i)</sup>  | >    | <afte< th=""><th>r the Pi</th><th>ıblic Issue<sup>(ii)</sup></th><th>&gt;</th></afte<>     | r the Pi | ıblic Issue <sup>(ii)</sup>                | >    |
|--------------------|---|---------|-----------------------------|------|--|----------|--|------|
|                    | <direct< th=""><th>-&gt;</th><th><indirect></indirect></th><th></th><th><direct< th=""><th>-&gt;</th><th><indirect< th=""><th>&gt;</th></indirect<></th></direct<></th></direct<>     | ->      | <indirect></indirect>       |      | <direct< th=""><th>-&gt;</th><th><indirect< th=""><th>&gt;</th></indirect<></th></direct<> | ->       | <indirect< th=""><th>&gt;</th></indirect<> | >    |
|                    | No. of  |         | No. of                      |      | No. of   |          | No. of                                     |      |
| Directors          | OpenSys<br>Shares held  | %       | OpenSys<br>Shares held      | %    | OpenSys<br>Shares held   | %        | OpenSys<br>Shares held                     | %    |
| Directors          | 21111 02 1111   | , 4     |                             | , ,  |  |          |  |      |
| Tan Kee Chung      | 40,864,430  | 24.21   | 15,192,003 <sup>(iii)</sup> | 9.00 | 40,864,430   | 18.42    | 15,192,003 <sup>(iii)</sup>                | 6.85 |
| Chec Hong Soon     | 7,084,020   | 4.20    | •                           | -    | 7,084,020  | 3.19     | -  | -    |
| Tune Hee Hian      | 4,579,182   | 2.71    | -                           | -    | 4,579,182  | 2.06     | -  | -    |
| Azlan Bin Abdullah | 24,218,093  | 14.35   | -                           | -    | 24,218,093   | 10.92    | -  | -    |
| Lee Swee Seng      | -   | -       | -                           | -    | -  | -        | -  | -    |
| James Henry        | -   | -       | -                           | -    | -  | -        | -  | -    |
| Stewart            |   |         |                             |      |  |          |  |      |

### Notes:

- (i) The number of OpenSys Shares held after the Bonus Issue and the implementation of the ESS but before the Public Issue and exercise of any Options arising from the ESOS.
- (ii) The number of OpenSys Shares held after the Bonus Issue, the implementation of the ESS and the Public Issue but before the exercise of any Options arising from the ESOS.
- (iii) Deemed interested by virtue of his shareholding in Omtiara in accordance with Section 6A of the Companies Act, 1965.

# (iii) Directors' remuneration and benefits

For the financial year ended 31 December 2002, a total sum of RM1,098,145 was paid to the Directors as remuneration. For the financial year ending 31 December 2003, it is estimated that approximately RM1,028,000 will be paid to the Directors. The Directors fall within the following remuneration bands:

| Remuneration Band | Number of             | Directors              |
|-------------------|-----------------------|------------------------|
| RM                | Year Ended 31.12.2002 | Year Ending 31.12.2003 |
| 0 - 50,000        | 2                     | 3                      |
| 50,001 - 100,000  | -                     | -                      |
| 100,001 - 150,000 | -                     | -                      |
| 150,001 - 200,000 |                       | -                      |
| 200,001 - 250,000 | 1                     | 1                      |
| 250,001 - 300,000 | 2                     | 1                      |
| 300,001 - 350,000 | 1                     | 1                      |

# (iv) Other directorships and substantial shareholdings

Save for Azian Bin Abdullah, whose directorships in other public companies are disclosed in Section 8.1(i) of this Prospectus, none of the other Directors of OpenSys has other directorships and/or substantial shareholdings in public companies incorporated in Malaysia other than OpenSys for the past two (2) years up to 29 December 2003, being the latest practicable date prior to the printing of this Prospectus.

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

# Involvement in other business and/or corporations with similar business as OpenSys

None of the Directors are involved in other business and/or corporations with similar business as OpenSys.

# (vi) Declaration

None of the Directors are or were involved in the following events, whether in or outside Malaysia:

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

# 8.2 PROMOTERS

# (i) Promoters' profile

The profile of the Promoters, namely Tan Kee Chung, Chee Hong Soon, Tune Hee Hian and Azlan Bin Abdullah are set out in Section 8.1 of this Prospectus. The profiles of Leong Yoke Wai, Lim Swee Keah, Koh Lea Cheong, Tan Gaik Keow, Low Suet Cheng and Omtiara are set out below.

Leong Yoke Wai, aged 44, is one of the co-founding members of OpenSys. He is a Technical Consultant of OpenSys and he has a broad knowledge base of wide area networking technologies. His experience includes implementing and providing consultancy services to both local as well as overseas users of ATM; implementing and migrating terminal/host networks to client/server based networks using a variety of protocols and LAN internet-working technologies. He graduated from University of Windsor, Ontario, Canada with a Bachelor of Computer Science honours degree. He also holds a Master's Certificate in Project Management from George Washington University, Washington DC, USA. He is a Certified Project Management Professional (PMP) of the PMI and is a founder member of PMI's Malaysia chapter. He has about 17 years of experience in the IT industry. Prior to co-founding OpenSys, he worked as a Network Consultant for AT&T GIS from 1993 to 1995 and was responsible for the development and implementation of Wide Area Network for major AT&T GIS customers in Malaysia, Network Engineer for NCR from 1990 to 1993, and as Systems Engineer with NCR from 1986 to 1989 where he was responsible for development and consultancy services for the implementation of ATM services.

# DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

8.

Lim Swee Keah, aged 38, joined the Company in 1997. He is the Sales Director of OpenSys and is primarily responsible for sales, marketing, planning and major accounts management. He graduated from the Australian National University, Australia with a Bachelor of Science degree in Computer Science and a Bachelor of Commerce degree in 1990. He has about 13 years experience in sales and marketing in the IT industry. Prior to joining the Company, he held the position of Director, Alliance Marketing in AT&T GIS from January 1994 to March 1997, Major Accounts Manager of the General Systems Division in AT&T GIS from January 1992 to December 1993, Accounts Manager of the Financial Systems Division in NCR from January 1991 to December 1992 and Business Analyst in Applied Information Management Services Sdn Bhd in 1990.

Koh Lea Cheong, aged 36, joined the company in January 1996. He is a Technical Consultant of OpenSys and his primary responsibility is as software architect and designer of the eSys' myTeller system. He provides business and technical consulting to internal and external customers on banking applications. He obtained a first class honours degree in Applied Science from Universiti Sains Malaysia in 1992. He has about 12 years of experience in designing, development and system implementation in the financial industry. Prior to co-founding OpenSys, he worked as a Systems Engineer for AT&T GIS Malaysia. He was involved in the development, implementation, integration and support of the NCR Branch Automation System and the Regional Cheque Clearing System.

Tan Gaik Keow, aged 42, is a Technical Manager of OpenSys. Her main roles and responsibilities include taking charge of the Centre of Expertise which provides business and technical consulting to external as well as internal customers. She obtained a Bachelor of Science degree in Computer Science from the University of Melbourne in 1982 and has a Graduate Diploma in Education obtained from the Melbourne College of Advanced Education in 1983. She also holds a Master's Certificate in Project Management obtained from George Washington University, Washington DC, USA. She has about 20 years experience in systems implementation, and project management in the financial industry. Prior to joining OpenSys, she worked as a Project Manager/Application Consultant in AT&T GIS from 1993 to 1995 and as Systems Engineer in software development in NCR from 1984 to 1992.

Low Suet Cheng, aged 36, joined the Company in January 1996. She is a Technical Director of OpenSys and her primary responsibility is to provide system support and training for NCR Unix SVR4 operating system and as a project manager for Touch ESM system. She provides technical support services to internal and external customers. She obtained a Bachelor of Science honours degree in Computing Information Systems from the University of London, United Kingdom in 1993. She has about nine (9) years of experience in supporting NCR Unix SVR4 operating system nationwide. Prior to co-founding OpenSys, she worked as a System Engineer for NCR.

# Omtiara

Omtiara was incorporated in Malaysia under the Companies Act, 1965 on 2 April 2003 as a private limited company. As at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, the authorised share capital of Omtiara is RM100,000 comprising 100,000 ordinary shares of RM1.00 each of which 100 ordinary shares have been issued and fully paid-up.

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

The principal activity of Omtiara is investment holding.

The shareholders and Directors in Omtiara based on their shareholding as at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, are as follows:

|                            | <direct<br>No. of<br/>ordinary</direct<br> | >     | <indirect<br>No. of<br/>ordinary</indirect<br> | > |
|----------------------------|--|-------|--|---|
| Directors and shareholders | shares held                                | %     | shares held                                    | % |
| Tan Kee Chung              | 99   | 99.00 | -  | - |
| Tham Kok Cheng             | 1  | 1.00  | -  | - |

# (ii) Promoters' shareholdings

The shareholdings of the Promoters in OpenSys before and after the Public Issue, based on the shareholdings as at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, are as follows:

|                    | <direct< th=""><th></th><th>Public Issue<sup>(i)</sup><br/><indirect></indirect></th><th></th><th><direct-< th=""><th></th><th>ublic Issue<sup>(ii)</sup><br/><indirect<br>No. of</indirect<br></th><th></th></direct-<></th></direct<> |          | Public Issue <sup>(i)</sup><br><indirect></indirect> |      | <direct-< th=""><th></th><th>ublic Issue<sup>(ii)</sup><br/><indirect<br>No. of</indirect<br></th><th></th></direct-<> |       | ublic Issue <sup>(ii)</sup><br><indirect<br>No. of</indirect<br> |      |
|--------------------|---|----------|--|------|--|-------|--|------|
| Promoter           | No. of<br>OpenSys<br>Shares held  | <b>%</b> | No. of<br>OpenSys<br>Shares held                     | %    | No. of<br>OpenSys<br>Shares held   | %     | OpenSys<br>Shares held   | %    |
| Tan Kee Chung      | 40,864,430  | 24.21    | 15,192,003 <sup>(iii)</sup>                          | 9.00 | 40,864,430   | 18.42 | 15,192,003 <sup>(iii)</sup>                                      | 6.85 |
| Chee Hong Soon     | 7,084,020   | 4.20     | -  | -    | 7,084,020  | 3.19  | -  | -    |
| Tune Hee Hian      | 4,579,182   | 2.71     | -  | -    | 4,579,182  | 2.06  | -  | -    |
| Azlan Bin Abdullah | 24,218,093  | 14.35    | -  | -    | 24,218,093   | 10.92 | -  | -    |
| Leong Yoke Wai     | 4,579,182   | 2.71     | -  | -    | 4,579,182  | 2.06  | -  | -    |
| Lim Swee Keah      | 4,579,182   | 2.71     | -  | -    | 4,579,182  | 2.06  | -  | -    |
| Koh Lea Cheong     | 4,579,182   | 2.71     | -  | -    | 4,579,182  | 2.06  | -  | -    |
| Tan Gaik Keow      | 4,579,182   | 2.71     | -  | -    | 4,579,182  | 2.06  | -  | -    |
| Low Suct Cheng     | 4,579,182   | 2.71     | -  | -    | 4,579,182  | 2.06  | -  | -    |
| Omtiara            | 15,192,003  | 9.00     | -  | -    | 15,192,003   | 6.85  | -  | -    |

# Notes:

<sup>(</sup>i) The number of OpenSys Shares held after the Bonus Issue and the implementation of the ESS but before the Public Issue and exercise of any Options arising from the ESOS.

<sup>(</sup>ii) The number of OpenSys Shares held after the Bonus Issue, the implementation of the ESS and the Public Issue but before the exercise of any Options arising from the ESOS.

<sup>(</sup>iii) Deemed interested by virtue of his shareholding in Omtiara in accordance with Section 6A of the Companies Act, 1965.

# DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Comi'd)

# (iii) Changes in Promoters' shareholdings

The changes in the Promoters' shareholdings in OpenSys for the past three (3) years up to 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, are set out below:

|                    | <   | ^s at 10 Aj<br>> | <   | <b>^</b> ^ | <   | <pre>&lt;</pre> | 1 2   | \$\$ | <as< th=""><th></th><th>ne 2000</th><th>îî</th></as<> |       | ne 2000   | îî |
|--------------------|---|------------------|---|------------|---|-----------------|---|------|---|-------|---|----|
| Promoter           | No. of<br>ordinary<br>shares of<br>RM1.00<br>each | %                | No. of<br>ordinary<br>shares of<br>RM1.00<br>each | %          | No. of<br>ordinary<br>shares of<br>RMI.00<br>cach | %               | No. of<br>ordinary<br>shares of<br>RM1.00<br>cach | %    | No. of<br>ordinary<br>shares of<br>RM1.00<br>each     | %     | No. of<br>ordinary<br>shares of<br>RM1.00<br>each | %  |
| Tan Kee Chung      | 225,000   | 45.00            | ı   | 1          | 1,350,000   | 45.00           | ٠   | ,    | 1,350,000   | 40.72 |   | •  |
| Chee Hong Soon     | 75,000  | 15.00            | •   | ı          | 450,000   | 15.00           |   | •    | 450,000   | 13.57 |   | •  |
| Tunc Hee Ilian     | 25,000  | 5.00             |   | t          | 150,000   | 5.00            | •   | •    | 000'051   | 4.52  | ı   | •  |
| Azlan Bin Abdullah | •   | ,                | 1   | •          | 1   | •               | ı   | •    | 315,000   | 9.50  | ,   |    |
| Leong Yoke Wai     | 25,000  | 5.00             | •   |            | 150,000   | 5.00            | •   | •    | 150,000   | 4.52  |   |    |
| Lim Swee Kcah      | 25,000  | 5.00             | 1   | 1          | 150,000   | 5.00            | •   | •    | 150,000   | 4.52  |   | ٠  |
| Koh Lea Cheong     | 25,000  | 5.00             | ,   | •          | 150,000   | 5.00            |   | ,    | 150,000   | 4.52  | •   | •  |
| Tan Gaik Keow      | 25,000  | 5.00             |   | ٠          | 150,000   | 5.00            | ı   | •    | 150,000   | 4.52  | ı   | 1  |
| Low Suet Cheng     | 25,000  | 5.00             | ı   | •          | 150,000   | 5.00            | ı   | 1    | 150,000   | 4.52  |   |    |
| Omtiara            | •   | •                |   | •          | •   | ٠               | ,   | •    | 1   | ,     | •   | •  |

DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Comt'd)

|                    | <a< th=""><th>As at 14 July 2000—<br/>Direct&gt; <indir< th=""><th>luly 2000</th><th>î</th><th></th><th>As at 27 Ju<br/>&gt;</th><th>dy 2000</th><th>11</th><th>&lt;</th><th> As at 28 J</th><th></th><th>11</th></indir<></th></a<> | As at 14 July 2000—<br>Direct> <indir< th=""><th>luly 2000</th><th>î</th><th></th><th>As at 27 Ju<br/>&gt;</th><th>dy 2000</th><th>11</th><th>&lt;</th><th> As at 28 J</th><th></th><th>11</th></indir<> | luly 2000   | î |   | As at 27 Ju<br>> | dy 2000   | 11   | <   | As at 28 J |   | 11   |
|--------------------|--|--|---|---|---|------------------|---|------|---|------------|---|------|
| Promoter           | No. of<br>ordinary<br>shares of<br>RM1.00<br>cach  | %  | No. of<br>ordinary<br>shares of<br>RM1.00<br>cach | % | No. of<br>ordinary<br>shares of<br>RM1.00<br>each | %                | No. of<br>ordinary<br>shares of<br>RM1.00<br>each | %    | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %          | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %    |
| Tan Kee Chung      | 2,942,989  | 40.72  |   | • | 2,918,116   | 40.38            | 500,000(0)  | 6.92 | 29,181,160  | 40.38      | $5,000,000^{(i)}$                                 | 6.92 |
| Chee Hong Soon     | 980,995  | 13.57  | ı   | • | \$05,868  | 7.00             | $500,000^{\oplus}$                                | 6.92 | 5,058,680   | 7.00       | $5,000,000^{()}$                                  | 6.92 |
| Tune Hee Hian      | 326,998  | 4.52   |   | • | 326,998   | 4.52             | •   | •    | 3,269,980   | 4.52       | •   | •    |
| Azlan Bin Abdullah | 269'989  | 9.50   |   | ٠ | 686,697   | 9.50             | 1   | 1    | 0,866,970   | 9.50       | •   | ı    |
| Leong Yoke Wai     | 326,998  | 4.52   | ı   | 1 | 326,998   | 4.52             |   | •    | 3,269,980   | 4.52       | ı   | ,    |
| Lim Swee Keah      | 326,998  | 4.52   | ı   | , | 326,998   | 4.52             | ,   | •    | 3,269,980   | 4.52       | ı   | •    |
| Koh Lea Cheong     | 326,998  | 4.52   |   | ٠ | 326,998   | 4.52             | •   | •    | 3,269,980   | 4.52       | 1   |      |
| Tan Gaik Keow      | 326,998  | 4.52   |   | • | 326,998   | 4.52             |   | ı    | 3,269,980   | 4.52       | •   | 1    |
| Low Suet Cheng     | 326,998  | 4.52   | •   | 1 | 326,998   | 4.52             |   | 1    | 3,269,980   | 4.52       | •   | 1    |
| Omtiara            |  | •  | 1   | 1 | ٠   | ٠                | 1   | •    |   | •          | 1   | ,    |

DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

|                    | <   | s at 18 O. | ctober 2001                                       | Îì   | <   | ıt 3 Apr | ii 2002—————————————————————————————————          | 11   | <                                     | at 25 Jul | y 2002  | ٨ |
|--------------------|---|------------|---|------|---|----------|---|------|---------------------------------------|-----------|---|---|
| Promoter           | No. of<br>ordinary<br>shares of<br>RM0.10 | %          | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %    | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %        | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %    | No. of ordinary shares of RM0.10 each | sha<br>R  | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | % |
| Tan Kee Chung      | 29,181,160                                | 35.47      | 35.47 5,000,000 <sup>(i)</sup>                    | 80.9 |   | 32.57    | 5,000,000 <sup>©</sup>                            | 6.08 | 31,796,410                            | 38.65     | ,   |   |
| Chee Hong Soon     | 5,058,680                                 | 6.15       | 6.15 5,000,000 <sup>©</sup>                       | 80.9 | 4,645,270   | 59.5     | 5,000,000 <sup>©</sup>                            | 80.9 | 4,695,270                             | 5.65      | ı   |   |
| Tune Hee Hian      | 3,269,980                                 | 3.97       |   | ,    | 3,002,750   | 3.65     | 1   | •    | 3,002,750                             | 3.65      |   | 1 |
| Azlan Bin Abdullah | 6,866,970                                 | 8.35       |   | •    | 11,802,970  | 14.35    | ,   | ٠    | 11,802,970                            | 14.35     |   | 1 |
| Leong Yoke Wai     | 3,269,980                                 | 3.97       | •   | ٠    | 3,002,750   | 3.65     | •   | 1    | 3,002,750                             | 3.65      |   | , |
| Lim Swee Keah      | 3,269,980                                 | 3.97       | ı   |      | 3,002,750   | 3.65     | •   | 1    | 3,002,750                             | 3.65      | 1   | , |
| Koh Lea Cheong     | 3,269,980                                 | 3.97       |   | •    | 3,002,750   | 3.65     | ı   | 1    | 3,002,750                             | 3.65      |   |   |
| Tan Gaik Keow      | 3,269,980                                 | 3.97       |   | 1    | 3,002,750   | 3.65     | ı   | •    | 3,002,750                             | 3.65      |   |   |
| Low Suet Cheng     | 3,269,980                                 | 3.97       | •   | ı    | 3,002,750   | 3.65     | •   | •    | 3,002,750                             | 3.65      |   | 1 |
| Omtiara            |   | •          | 1   | ,    | i   | '        |   |      | ı                                     |           |   | , |

# DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

|                    | <pre>&lt;</pre>                                   | -As at 30 . | July 2002   | Ŷ | <   | 10 Ap | ril 2003  | î .   | <   | at 14 Nov | cmber 2003  | Î    |
|--------------------|---|-------------|---|---|---|-------|---|-------|---|-----------|---|------|
| Promoter           | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %           | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | % | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %     | No. of<br>ordinary<br>shares of<br>RM0.10<br>cach | %     | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %         | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %    |
| Tan Kee Chung      | 26,796,410  | 32.57       |   |   | 19,915,757  | 4.21  | 24.21 10,406,750 <sup>(ii)</sup>                  | 12.66 | 12.66 40,864,430                                  | 24.21     | 24.21 21,353,238 <sup>(f)</sup>                   | 9.00 |
| Chee Hong Soon     | 4,645,270   | 5.65        |   | 1 | 3,452,480   | 4.20  | 3,002,750®  | 3.66  | 7,084,020   | 4.20      | 6,161,235 <sup>(1)</sup>                          |      |
| Tune Hee Hian      | 3,002,750   | 3.65        |   |   | 2,231,718   | 2.71  | ı   | 1     | 4,579,182   | 2.71      | •   | ,    |
| Azlan Bin Abdullah | 11,802,970  | 14.35       |   |   | 11,802,970 14                                     | 14.35 | ,   | 1     | 24,218,093  | 14.35     | 1   | ,    |
| Leong Yoke Wai     | 3,002,750   | 3.65        | •   |   | 2,231,718   | 2.71  | •   | 1     | 4,579,182   | 2.71      | 1   | ı    |
| Lim Swee Keah      | 3,002,750   | 3.65        | 1   | • | 2,231,718   | 2.71  | •   | •     | 4,579,182   | 2.71      |   |      |
| Koh Lea Cheong     | 3,002,750   | 3.65        | ı   | 1 | 2,231,718   | 2.71  | ı   | •     | 4,579,182   | 2.71      | •   | ,    |
| Tan Gaik Keow      | 3,002,750   | 3.65        | ,   | 1 | 2,231,718   | 2.71  | 1   | •     | 4,579,182   | 2.71      | •   |      |
| Low Suet Cheng     | 3,002,750   | 3.65        |   |   | 2,231,718   | 2.71  | ,   | 1     | 4,579,182   | 2.71      | 1   | ,    |
| Omtiara            | ı   | ı           | •   | • | 7,404,000   | 9.00  |   | ,     | - 15,192,003                                      | 9.00      | ı   | •    |

Notes:

Deemed interested by virtue of his shareholding in Sislogik in accordance with Section 64 of the Companies Act, 1965. (i) Deemed interested by virtue of his shareholding in Omitara and Sislogik in accordance with Section 6A of the Companies Act, 1965. (ii)

# DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

8.

# (iv) Other directorships and substantial shareholdings

Save for Azlan Bin Abdullah, whose directorships in other public companies are disclosed in Section 8.1(i) of this Prospectus, none of the other Promoters of OpenSys has other directorships and/or substantial shareholdings in other public companies incorporated in Malaysia other than OpenSys for the past two (2) years up to 29 December 2003, being the latest practicable date prior to the printing of this Prospectus.

# (v) Benefits to Promoters

Save as disclosed in Section 10.8 of this Prospectus, none of the Promoters have received any amounts or benefits paid or given by the Company other than by virtue of their directorships, employment and shareholdings within the two (2) years preceding the date of this Prospectus, or intended to be so paid or given.

# 8.3 SUBSTANTIAL SHAREHOLDERS

# (i) Substantial Shareholders' profile

The profile of the Substantial Shareholders, namely Tan Kee Chung, Chee Hong Soon, Azlan Bin Abdullah and Omtiara are set out in Sections 8.1 and 8.2 in this Prospectus.

The profile of CTV is set out below:

CTV was incorporated in Malaysia under the Companies Act, 1965 on 25 April 2000 as a private limited company. As at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, the authorised share capital of CTV is RM1,000,000 comprising of 250,000 ordinary shares of RM1.00 each and RM750,000 preference shares of RM1.00 each, of which RM2,000 ordinary shares and RM150,000 preference shares have been issued and fully paid-up.

CTV's principal activity is in the provision of equity and mezzanine capital to viable, innovative, high growth and emerging companies. CTV has a fund size of RM150 million and makes investments in the range of RM0.5 million to RM5 million for companies in the start-up and early stages, and up to RM10 million for companies in the later stages. The industries targeted for investment by CTV are in the information and communication technology, advanced manufacturing and life sciences sectors. CTV is jointly funded by Bank Negara Malaysia and Bumiputra-Commerce Bank Berhad ("BCBB") to spur technology financing and promote its development in Malaysia. As at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, BCBB holds the entire preference shares of RM1.00 each in CTV.

The shareholdings of the shareholders in CTV based on their shareholding as at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, are as follows:

|                         | <direct<br>No. of<br/>ordinary</direct<br> | >     | <indirect<br>No. of<br/>ordinary</indirect<br> | > |
|-------------------------|--|-------|--|---|
| Shareholders            | shares held                                | %     | shares held                                    | % |
| Dato' Sulaiman Bin Aris | 1,000(1)                                   | 50.00 | -  | - |
| Dato' Azmi Bin Abdullah | $1,000^{(i)}$                              | 50.00 | -  | - |

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

### Note:

(i) He does not have any economic and beneficial interest in the shares held by him in CTV. The said shares are held in trust for charitable purposes.

The shareholdings of the Directors in CTV based on their shareholdings as at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, are as follows:

|                                   | <direct no.="" of<="" th=""><th>&gt;</th><th><indirect no.="" of<="" th=""><th>&gt;</th></indirect></th></direct> | >     | <indirect no.="" of<="" th=""><th>&gt;</th></indirect> | > |
|-----------------------------------|---|-------|--|---|
| Directors                         | ordinary<br>shares held   | %     | ordinary<br>shares held                                | % |
| Dato' Sulaiman Bin Aris           | 1,000 <sup>(i)</sup>  | 50.00 | -  | - |
| Dato' Azmi Bin Abdullah           | $^{0000}$   | 50.00 | -  | - |
| Jamil Hajar Bin Abdul Muttalib    | -   | -     | -  | - |
| Vijavaledchumy A/P T. Veluppillai | -   | -     | -  | - |

# Note:

(i) He does not have any economic and beneficial interest in the shares held by him in CTV. The said shares are held in trust for charitable purposes.

The directors of CTV do not hold any preference shares in CTV.

# (ii) Substantial Shareholders' shareholdings

The shareholdings of the Substantial Shareholders of OpenSys before and after the Public Issue, based on their shareholdings as at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, are as follows:

|                             | <befo< th=""><th>re the l</th><th>Public Issue<sup>(i)</sup>—</th><th>-&gt;</th><th><afte< th=""><th>r the P</th><th>ublic Issue(")</th><th>&gt;</th></afte<></th></befo<> | re the l | Public Issue <sup>(i)</sup> —  | ->    | <afte< th=""><th>r the P</th><th>ublic Issue(")</th><th>&gt;</th></afte<>   | r the P | ublic Issue(")   | >     |
|-----------------------------|--|----------|--|-------|---|---------|--|-------|
|                             |  | >        | <indirect< th=""><th>&gt;</th><th><direct no.="" of<="" th=""><th>&gt;</th><th><indirect no.="" of<="" th=""><th>&gt;</th></indirect></th></direct></th></indirect<> | >     | <direct no.="" of<="" th=""><th>&gt;</th><th><indirect no.="" of<="" th=""><th>&gt;</th></indirect></th></direct> | >       | <indirect no.="" of<="" th=""><th>&gt;</th></indirect> | >     |
| Substantial<br>Shareholders | No. of<br>OpenSys<br>Shares held   | %        | No. of<br>OpenSys<br>Shares held   | %     | OpenSys<br>Shares held  | %       | OpenSys<br>Shares held                                 | %     |
| Tan Kee Chung               | 40,864,430   | 24.21    | 15,192,003 <sup>(iii)</sup>  | 9.00  | 40,864,430  | 18.42   | 15,192,003 <sup>(iii)</sup>                            | 6.85  |
| Azlan Bin Abdullah          | 24,218,093   | 14.35    | -  | -     | 24,218,093  | 10.92   | -  | -     |
| Omtiara                     | 15,192,003   | 9.00     | -  | -     | 15,192,003  | 6.85    | -  | -     |
| CTV                         | 30,094,010   | 17.83    | -  | -     | 30,094,010  | 13.57   | -  | -     |
| Dato' Sulaiman Bin<br>Aris  | -  | -        | 30,094,010 <sup>(iv)</sup>   | 17.83 | -   | -       | 30,094,010 <sup>(iv)</sup>                             | 13.57 |
| Dato' Azmi Bin<br>Abdullah  | -  | -        | 30,094,010 <sup>(iv)</sup>   | 17.83 | -   | -       | 30,094,010 <sup>(iv)</sup>                             | 13.57 |

## Notes:

- (i) The number of OpenSys Shares held after the Bonus Issue and the implementation of the ESS but before the Public Issue and exercise of any Options arising from the ESOS.
- (ii) The number of OpenSys Shares held after the Bonus Issue, the implementation of the ESS and the Public Issue but before the exercise of any Options arising from the ESOS.
- (iii) Deemed interested by virtue of his shareholding in Omitiara in accordance with Section 6A of the Companies Act, 1965.

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

(iv) Deemed interested by virtue of his shareholding in CTV in accordance with Section 6A of the Companies Act, 1965. However, he does not have any economic and beneficial interests held by him in CTV and therefore in the shares held by CTV in OpenSys. The shares held by him in CTV are held in trust for charitable purposes.

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# DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

# (iii) Changes in substantial shareholdings

The changes in the substantial shareholdings in OpenSys for the past three (3) years up to 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, are set out below:

|   | ,   | As at 10 April 2000 | April 2000  | ĵ |   | is at 2 Ju | ne 2000   | ĵ | V   | As at 30 June 2000 | ıne 2000  | <b>^</b> |
|---|---|---------------------|---|---|---|------------|---|---|---|--------------------|---|----------|
|   | <direct></direct>                                 | Î                   | <>  | Ą | Direct  | ٨          | <   | ĵ | <>  | î                  | <indirect></indirect>                             | <b>^</b> |
| Substantial<br>Sharcholder                        | No. of<br>ordinary<br>shares of<br>RM1.00<br>each | %                   | No. of<br>ordinary<br>shares of<br>RM1.00<br>each | % | No. of<br>ordinary<br>shares of<br>RM1.00<br>each | 200        | No. of<br>ordinary<br>shares of<br>RM1.00<br>each | % | No. of<br>ordinary<br>shares of<br>RM1.00<br>each | %                  | No. of<br>ordinary<br>shares of<br>RMI.00<br>each | %        |
| Tan Kee Chung                                     | 225,000   | 45.00               |   | • | 1,350,000   | 45.00      | 1   | • | 1,350,000   | 40.72              | •   | ,        |
| Chee Hong Soon(v)                                 | 75,000  | 15.00               |   | 1 | 450,000   | 15.00      | ٠   | • | 450,000   | 13.57              | ı   | 1        |
| Azlan Bin Abdullah                                |   | •                   | ,   | , |   | 1          | •   | • | 315,000   | 9.50               | ı   |          |
| CTV   | 1   | •                   |   |   |   | ٠          | •   | 1 | ı   | ,                  |   | •        |
| CAV <sup>(v)</sup>                                | ı   | •                   | ,   | 1 |   | ٠          |   | , |   |                    |   | •        |
| Sislogik  | •   | ,                   |   | 1 | 1   | 1          | ,   | 1 | ,   | •                  |   | 1        |
| Omtiara   |   | •                   | 1   | ٠ |   | ,          |   | • | •   | '                  |   | •        |
| Commerce Asset-<br>Itolding Berhad <sup>(v)</sup> | •   | •                   |   | 1 | 1   | 1          | ,   | , |   | •                  | •   | ,        |
| Dato' Sulaiman Bin<br>Aris                        | 1   | •                   | b   | , | ,   | ١          |   | • |   | •                  |   |          |
| Dato' Azmi Bin<br>Abdullah                        |   | •                   |   |   | •   | •          | 1   | 1 | ı   | •                  |   | ı        |

DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

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| KMLJUU<br>% each % |
|--------------------|
| 2,918,116          |
| 505,868            |
| 686,697            |
|                    |
|                    |
| 500,000            |
|                    |
|                    |
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DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

|  |   | As at 18 C | October 2001                                      | 1     | <   | s at 3 Ag | As at 3 April 2002                                | 1          | \<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\<br>\ | -As at 25 July 2002- | ıly 2002———                                       | 1     |
|--|---|------------|---|-------|---|-----------|---|------------|---|----------------------|---|-------|
|  | <direct< th=""><th>î</th><th><indirect></indirect></th><th>î</th><th><direct></direct></th><th></th><th><indirect></indirect></th><th>^</th><th><direct></direct></th><th><b>^</b></th><th><indirect-< th=""><th>î</th></indirect-<></th></direct<> | î          | <indirect></indirect>                             | î     | <direct></direct>                                 |           | <indirect></indirect>                             | ^          | <direct></direct>   | <b>^</b>             | <indirect-< th=""><th>î</th></indirect-<>         | î     |
| Substantial<br>Shareholder                       | No. of<br>ordinary<br>shares of<br>RM0.10<br>cach   | %          | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %     | No. of<br>ordinary<br>shares of<br>RM0.10<br>cach | %         | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | <i>*</i> * | No. of<br>ordinary<br>shares of<br>RM0.10<br>each   | *                    | No. of<br>ordinary<br>shares of<br>RM0.10<br>each | %     |
| Tan Kec Chung                                    | 29,181,160  | 35.47      | 5,000,000 <sup>(i)</sup>                          | 80.9  | 26,796,410  | 32.57     | 5,000,000   | 6.08       | 31,796,410  | 38.65                | •   | •     |
| Chee Hong Soon <sup>(v)</sup>                    | 5,058,680   | 6.15       | 5,000,000@  | 6.08  | 4,645,270   | 5.65      | 5,000,000@  | 90'9       | 4,645,270   | 5.65                 | ,   | ٠     |
| Azlan Bin Abdullah                               | 6,866,970   | 8.35       | •   | •     | 11,802,970  | 14.35     | 1   | ٠          | 11,802,970  | 14.35                | ,   | •     |
| CTV  | 10,000,000  | 12.16      |   | 1     | 10,000,000  | 12.16     |   | '          | 000,000,01  | 12.16                |   | •     |
| $CAV^{(v)}$                                      |   | 1          |   | ٠     |   | •         |   | 1          | 1   | ٠                    |   | •     |
| Sislogik   | 5,000,000   | 6.08       | i   | •     | 5,000,000   | 80.9      | 1   | 1          | •   | •                    |   | ,     |
| Omtiara  |   | ı          | •   |       | 1   | 1         | ı   | •          | •   | •                    | •   | •     |
| Commerce Asset-<br>Holding Berhad <sup>(9)</sup> | ,   | •          | 1   | •     |   | •         |   | •          |   | •                    | ٠   | ,     |
| Dato' Sulaiman Bin<br>Aris                       | ı   | •          | 10,000,000  | 12.16 | 1   |           | 10,000,000(fi)                                    | 12.16      |   |                      | 10,000,000 <sup>(i)</sup>                         | 12.16 |
| Dato' Azmi Bin<br>Abdullah                       | •   | ,          | - 10,000,000 <sup>(ii)</sup>                      | 12.16 | ,   | •         | - 10,000,000 <sup>(ii)</sup>                      | 12.16      | •   |                      | - 10,000,000 <sup>(ii)</sup>                      | 12.16 |

# DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

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|  |                    | As at 30 | As at 30 July 2002           | <b>^</b> / | As Assert          |       | April 2003                 | 1     |                    | s at 14 No |                                 | 1     |
|--|--------------------|----------|------------------------------|------------|--------------------|-------|----------------------------|-------|--------------------|------------|---------------------------------|-------|
|  | No. of<br>ordinary | <b>}</b> | No. of<br>ordinary           |            | No. of<br>ordinary |       | No. of<br>ordinary         |       | No. of<br>ordinary | <u> </u>   | No. of<br>ordinary<br>shares of |       |
| Substantial<br>Shareholder                       | RM0.10 each        | %        | RM0.10<br>each               | %          |                    | %     | RM0.10<br>each             | %     | RM0.10 each        | %          | RM0.10<br>each                  | %     |
| Tan Kec Chung                                    | 26,796,410         | 32.57    | •                            | •          | 19,915,757         | 24.21 | 10,406,750(11)             | 12.66 | 40,864,430         | 24.21      | 21,353,238(III)                 | 9.00  |
| Chee Hong Soon <sup>(9)</sup>                    | 4,645,270          | 5.65     | 1                            | 1          | 3,452,480          | 4.20  | 3,002,750(1)               | 3.66  | 7,084,020          | 4.20       | $6,161,235^{(i)}$               |       |
| Azlan Bin<br>Abdullah                            | 11,802,970         | 14.35    | •                            | •          | 11,802,970         | 14.35 | •                          | •     | 24,218,093         | 14.35      | ٠                               | ,     |
| CTV  | 10,000,000         | 12.16    | ı                            | ,          | 14,666,667         | 17.83 | 1                          | •     | 30,094,010         | 17.83      |                                 |       |
| $CAV^{(v)}$                                      | 1                  | •        | •                            | •          | 4,400,000          | 5.35  | •                          | ,     | 9,028,203          | 5.35       | •                               | 1     |
| Sislogik   |                    | •        | 1                            | •          | 3,002,750          | 3.66  |                            | •     |                    | •          | ,                               |       |
| Omtiara  |                    | •        | ,                            | ,          | 7,404,000          | 9.00  |                            | ı     | 15,192,003         | 9.00       | •                               |       |
| Commerce Asset-<br>Holding Berhad <sup>(v)</sup> | ı                  | 1        | ı                            | 1          | •                  | 1     | 4,400,000(19)              | 5.35  |                    | •          | 9,028,203 <sup>(iv)</sup>       | 5:35  |
| Dato' Sulaiman<br>Bin Aris                       | •                  | '        | - 10,000,000 <sup>(ii)</sup> | 12.16      | •                  | ı     | 14,666,667 <sup>(ii)</sup> | 17.83 |                    | ,          | 30,094,010 <sup>(ii)</sup>      | 17.83 |
| Dato' Azmi Bin<br>Abdullah                       | 1                  |          | 10,000,000 <sup>(ii)</sup>   | 12.16      | 1                  | 1     | 14,666,667(11)             | 17.83 |                    | •          | 30,094,010 <sup>(f)</sup>       | 17.83 |
|  | Moder              |          |                              |            |                    |       |                            |       |                    |            |                                 |       |

Notes:

Decmed interested by virtue of his shareholding in Sislogik in accordance with Section 6A of the Companies Act. 1965. 3 Deemed interested by virtue of his shareholding in CTV in accordance with Section 64 of the Companies Act, 1965. However, he does not have any economic and beneficial interest held by him in CTV and therefore in the shares held by CTV in OpenSys. The shares held by him in CTV are held in trust for charitable purposes.  $\widehat{\boldsymbol{z}}$ 

Deemed interested by virtue of his shareholding in Omtiara and Sislogik in accordance with Section 64 of the Companies Act, 1965. (33)

(iv) Deemed interested by virtue of its shareholding in CAV in accordance with Section 6A of the Companies Act, 1965.

(v) He/It will cease to be a substantial shareholder of the Company upon completion of the Public Issue.

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

# (iv) Other directorships and substantial shareholdings

Save for Azlan Bin Abdullah, whose directorships in other public companies are disclosed in Section 8.1(i) of this Prospectus, none of the other Substantial Shareholders of OpenSys has other directorships and/or substantial shareholdings in public companies incorporated in Malaysia other than OpenSys for the past two (2) years up to 29 December 2003, being the latest practicable date prior to the printing of this Prospectus.

# (v) Benefits to Substantial Shareholders

Save as disclosed in Section 10.8 of this Prospectus, none of the substantial shareholders have received any amounds or benefits paid or given by the Company other than by virtue of their directorships, employment and shareholdings within the two (2) years preceding the date of this Prospectus, or intended to be paid or given.

# 8.4 AUDIT COMMITTEE

The composition of the Audit Committee is as follows:

| Name                | Responsibility            | Directorship                       |
|---------------------|---------------------------|------------------------------------|
| James Henry Stewart | Chairman of the Committee | Independent Non-Executive Director |
| Lee Swee Scng       | Member of Committee       | Independent Non-Executive Director |
| Chee Hong Soon      | Member of Committee       | Executive Director                 |

The Audit Committee is responsible for the recommendations to the Board of Directors regarding the selection of the external auditors, reviewing the results and scope of the audit and other services provided by the Company's external auditors and reviews and evaluates the Company's internal audit and control functions. The Audit Committee is also responsible for the assessment of financial risk and matters relating to related party transactions and conflict of interests. The Audit Committee may obtain advice from independent parties and other professionals in the performance of its duties.

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

## 8.5 KEY MANAGEMENT AND EMPLOYEES

# (i) Profiles of Key Management

The key management team of OpenSys comprises all the Executive Directors whose profiles are set out in Section 8.1 of this Prospectus and Leong Yoke Wai, Lim Swee Keah, Koh Lea Cheong and Tan Gaik Keow whose profiles are set out in Section 8.2 (i) of this Prospectus, and the following persons:

Harcharan Singh A/L Sarja Singh, aged 42, joined the Company in October 2001. He is the Chief Financial Officer of OpenSys and his major roles and responsibilities include financial planning, contracts management, pricing, purchasing, accounting and administration. He obtained a professional degree from the Chartered Institute of Management Accountants in 1988 and is a member of the Malaysian Institute of Accountants. He has about 16 years experience in Finance and Administration. Prior to joining OpenSys, he held the positions of Financial Controller and Commercial Manager in PKTech Sdn Bhd from 1995 to 2001, Financial and Administration Manager in AT&T GIS from 1994 to 1995, Financial Analyst and Order Inventory Manager in NCR from 1991 to 1994 and Accountant in AIA Co Ltd from 1989 to 1991.

Wong Yook Keong, aged 48, joined the Company in 2000. As the Project Management Office/Quality Assurance Director of OpenSys, he is primarily responsible for overseeing and managing project managers in various projects and ensuring that all projects conform to OpenSys' policies, processes and procedures. He graduated from Universiti Sains Malaysia with a Bachelor of Applied Science honours degree in Electronic Science & Technology in 1980. He also holds a Master's Certificate in Project Management from George Washington University, Washington DC, USA. He is a Certified Project Management Professional of the PMI and a founder member of PMI's Malaysia chapter. He has about 23 years of experience in the IT industry. Prior to joining OpenSys, he was Channel Sales & Development Manager with Compaq Computer Corporation from 1996 to 2000, Country Support Manager for Tandem Computers Incorporated from 1995 to 1996, Software Support Manager for NCR from 1990 to 1995 and Analyst Programmer with NCR from 1980 to 1990.

Tham Kok Cheng, aged 50, joined the Company in 2000. He is the Product Development Director and is primarily responsible for overseeing and managing the development of Touch ESMs and office-automation products for Small Medium Enterprises. He holds a Master's Certificate in Project Management from George Washington University, Washington DC, USA. He is a certified Project Management Professional of the PMI and a founder member of PMI's Malaysia chapter. He has about 23 years of experience in the IT industry. Prior to joining OpenSys, he was an ATM Outsourcing Development Consultant in NCR from 1996 to 2000; Manager, Professional Services in NCR from 1993 to 1996; Manager, Customer Support Services in NCR from 1990 to 1993 and Analyst Programmer in NCR from 1980 to 1990.

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

# (ii) Key Management's shareholding

The shareholdings of Key Management personnel before and after the Public Issue, based on their shareholdings as at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, are set out below:

|                                    |  | <befo< th=""><th>re the P</th><th>ublic Issue<sup>@</sup></th><th>&gt;</th><th><aft< th=""><th>er the P</th><th>ublic Issue<sup>(ii)</sup>———</th><th>.&gt;</th></aft<></th></befo<>       | re the P | ublic Issue <sup>@</sup>         | >    | <aft< th=""><th>er the P</th><th>ublic Issue<sup>(ii)</sup>———</th><th>.&gt;</th></aft<>             | er the P      | ublic Issue <sup>(ii)</sup> ———            | .>   |
|------------------------------------|--|--|----------|----------------------------------|------|--|---------------|--|------|
|                                    |  | <direct< th=""><th>&gt;</th><th><indirect></indirect></th><th></th><th><direct< th=""><th><del></del>&gt;</th><th><indirect< th=""><th>&gt;</th></indirect<></th></direct<></th></direct<> | >        | <indirect></indirect>            |      | <direct< th=""><th><del></del>&gt;</th><th><indirect< th=""><th>&gt;</th></indirect<></th></direct<> | <del></del> > | <indirect< th=""><th>&gt;</th></indirect<> | >    |
| Key Managemer<br>Personnel         | nt<br>Designation  | No. of<br>OpenSys<br>Shares held   | %        | No. of<br>OpenSys<br>Shares held | %    | No. of<br>OpenSys<br>Shares held   | %             | No. of<br>OpenSys<br>Shares held           | %    |
| Tan Kee Chung                      | Chief Executive Officer                                  | 40,864,430   | 24.21    | 15,192,003 <sup>(iii)</sup>      | 9.00 | 40,864,430   | 18.42         | 15,192,003 <sup>(iii)</sup>                | 6.85 |
| Chee Hong Soon                     | Chief Technology<br>Officer                              | 7,084,020  | 4.20     | -                                |      | 7,084,020  | 3.19          |  | -    |
| Tune Hee Hian                      | Technical Director                                       | 4,579,182  | 2.71     | -                                | -    | 4,579,182  | 2.06          | -  | -    |
| Leong Yoke Wai                     | Technical Consultant                                     | 4,579,182  | 2.71     | -                                |      | 4,579,182  | 2.06          | -  | -    |
| Lim Swee Keah                      | Sales Director   | 4,579,182  | 2.71     | -                                | -    | 4,579,182  | 2.06          | -  | -    |
| Koh Lea Cheong                     | Technical Consultant                                     | 4,579,182  | 2.71     | -                                | -    | 4,579,182  | 2.06          | -  | -    |
| Tan Gaik Keow                      | Technical Manager  | 4,579,182  | 2.71     | -                                | -    | 4,579,182  | 2.06          | -  | -    |
| Low Suet Cheng                     | Technical Consultant                                     | 4,579,182  | 2.71     | -                                | -    | 4,579,182  | 2.06          | -  | -    |
| Harcharan Singh<br>A/L Sarja Singh |  | 2,659,645  | 1.57     |                                  | -    | 2,659,645  | 1.20          | -  | -    |
| Wong Yook Kee                      | ong Project Management/<br>Quality Assurance<br>Director | 1,310,374  | 0.78     | -                                | -    | 1,310,374  | 0.60          | -  | -    |
| Tham Kok Chen                      | g Product Development<br>Director                        | 2,159,574  | 1.28     | -                                | -    | 2,159,574  | 0.97          | -  | -    |
|                                    | B  |  |          |                                  |      |  |               |  |      |

## Notes:

- (i) The number of OpenSys Shares held after the Bonus Issue and the implementation of the ESS but before the Public Issue and exercise of any Options arising from the ESOS.
- (ii) The number of OpenSys Shares held after the Bonus Issue, implementation of the ESS and the Public Issue but before the exercise of any Options arising from the ESOS.
- (iii) Deemed interested by virtue of his shareholding in Omtiara in accordance with Section 6A of the Companies Act, 1965.

# (iii) Declaration

None of the Key Management of the Company is or was involved in the following events, whether in or outside Malaysia:

- (a) A petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or key personnel;
- (b) Such person was charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; or

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT

(Cont'd)

(c) Such person was the subject of any order, judgement or ruling of any court of competent jurisdiction, permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

# (iv) Other directorships and substantial shareholdings

None of the Key Management of the Company has any directorship and/or substantial shareholding in other public companies incorporated in Malaysia for the past two (2) years up to 29 December 2003, being the latest practicable date prior to the printing of this Prospectus.

# (v) Employees

The Directors of OpenSys are supported by a team of qualified management staff.

The Company, managed by a team of Key Management which includes several founders of the Company, is very committed to continue to build the branding of its products as well as its client base to ensure the success of the Company. Each of the Key Management personnel carries with him/her significant IT experience and knowledge in the relevant fields.

As at 29 December 2003, being the latest practicable date prior to the printing of this Prospectus, OpenSys has 102 employees in the following capacities:

| Department                         | Average number of years of service | Number<br>of persons |
|------------------------------------|------------------------------------|----------------------|
| Chief Executive Officer            | 7                                  | 1                    |
| Key Management Staff               | 6                                  | 10                   |
| Technical                          | 3                                  | 72                   |
| Sales & Marketing Personnel        | 3                                  | 10                   |
| Finance & Administration Personnel | 3                                  | 9_                   |
| Total                              |                                    | 102                  |

None of the employees of the Company belong to any labour union and the Company enjoys a cordial relationship with the employees. There has been no labour or industrial dispute between employees and management.

OpenSys allocates an amount which is equal to approximately 1.1% of the total employees' annual salaries, for training budget every year. A summary of training programmes provided to employees is set out below:

| Types of Training  | Available to             |
|--|--------------------------|
| Presentation skills and other soft skills training   | All employees            |
| Leadership skills  | All employees            |
| Sales training   | Sale personnel only      |
| Technical training including workshops and seminars on technical knowledge in relation to IT | Technical personnel only |

# 8. DIRECTORS, PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT (Cont'd)

(vi) Involvement in other business and/or corporations with similar business as OpenSys

None of the Key Management personnel is involved in other business and/or corporations with similar business as OpenSys.

# 8.6 FAMILY RELATIONSHIPS

There are no family relationships amongst the Directors, Promoters, Substantial Shareholders and Key Management personnel of the Company.

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# 9. SUMMARY OF THE FIVE (5) YEAR BUSINESS PLAN

# 9.1 OVERVIEW

OpenSys develops and markets multi-function non-cash self-service machines, develops and licenses proprietary enterprise software products for customers in the financial services industry, and provides IT services in connection with its own products and software products of third parties.

# (a) Touch ESMs

OpenSys currently develops and markets the Touch ESM Series 3000 directly and indirectly through its appointed distributors. The Touch ESM Series 3000 is a family of ESMs. The Touch ESM Series 3000 can be used for cheque-deposits without the need of bank-in slips and/or envelopes, payment of bills, purchases of insurance policies and bankers' or demand drafts, opening of fixed deposit accounts, purchases of certificates of deposits, subscription for shares, topping up of stored cash value of Smart Cards, cash cards or pre-paid cards and obtaining information in respect of existing bank accounts, insurance policies and share information. Payment can be made through funds transfer, debit or credit cards or cheques.

# (b) eSys

OpenSys' main software product is the eSys suite of enterprise software. eSys is an enterprise software which allows financial institutions to use various channels to deliver a variety of products and services to its customers by linking the data processing capabilities and storage facilities of the computer system of a financial institution, commonly called the "back office", with the various delivery channels. eSys has modules that support a range of functions including bank teller functions, processing of insurance claims and the selling of insurance policies.

# (c) IT Services

OpenSys provides a range of IT Services in connection with its proprietary products and the software products of third parties. Its IT services rarely extend to third-party computer hardware, and more particularly comprise systems integration, support services and consulting services.

# 9.2 VISION AND STRATEGY

OpenSys' vision is to be a world-class solutions provider to customers in the financial services industry with specific focus on non-cash self-service machines, enterprise software and IT services.

OpenSys' three-pronged strategy consists of:

- developing and marketing products to respond to industry trends and customer demands by capitalising on its strengths in product development and its knowledge of the financial services industry;
- developing complementary products and services for financial institutions and Small Medium Enterprises to give it the opportunity to market its products and services to each group; and
- increasing its marketing and sales channels world-wide by building an international network of distributors and resellers.

# 9. SUMMARY OF THE FIVE (5) YEAR BUSINESS PLAN (Cont'd)

# 9.3 FUTURE PLANS

OpenSys plans to give effect to its strategy as follows:

# (i) Product Development Plans

OpenSys will be focusing its efforts on the development of its proprietary products. In particular, its development plans are as follows:

# (a) Touch ESMs

OpenSys has already developed the Touch ESM 3030, 3050 and 3070, details of which are described in the Section 7.6 of this Prospectus. OpenSys intends to develop other models of the Touch ESM 3000 with a view to expanding its capabilities/functionability and to addressing specific customer needs such as bar-coded bill payment, cheque book issuance, optical character recognition and statement printing. These developments will continue to make its Touch ESMs customer-relevant and technologically relevant.

# (b) eSys

OpenSys intends to develop further modules of eSys which will assist financial institutions to provide a wider range of financial services such as banking, insurance and stockbroking. This is in line with the trend where financial institutions cross-sell their products. OpenSys also intends to develop modules which will enable financial institutions to study and create customer profiles so that they can provide more personalised products to their customers with a view to promoting customer retention and satisfaction.

# (c) R&D plan

OpenSys believes that research and development is important to its business because it increases its expertise and knowledge of its products and markets. This enables OpenSys to improve its existing products and expand its product range. By so doing, OpenSys hopes to be able, at any point of time, to offer a range of products to its customers and to launch new products in anticipation of market demand, thereby meeting changing technology, industry standards and customer demands.

In order to further the development of its products, OpenSys intends to enhance its knowledge of the financial services industry by continuing to recruit qualified and experienced personnel, and continuing to attract and retain its employees so as to enhance its industry expertise.

Further, OpenSys intends to explore the feasibility of, and where appropriate, to establish arrangements with business partners, research institutes and institutions of higher learning in Malaysia and elsewhere for joint research and product development in the areas of self-service machines, banking, stockbroking and insurance systems.

# 9. SUMMARY OF THE FIVE (5) YEAR BUSINESS PLAN (Cont'd)

# (ii) Sales and marketing plan

OpenSys intends to increase its marketing and sales channels world-wide. It intends to conduct feasibility studies in various countries with a view to signing up appropriate business partners, for example distributors and dealers, to market its products and deliver its services. OpenSys will also engage in pre-sale activities, participate in seminars, solution shows and user conferences and advertise in financial services journals.

In respect of Touch ESM and eSys, OpenSys intends to explore with and enter into distribution and marketing arrangements with more business partners in various countries for the distribution and marketing of its products and services. So far, OpenSys has appointed various companies for its distribution and support partners for its Touch ESM in the countries as set out below:

|     | Company                           | Appointed as distribution and support partners |
|-----|-----------------------------------|--|
| 1.  | CSA                               | Malaysia                                       |
| 2.  | CL Computers Pte Limited          | Singapore                                      |
| 3.  | Computer Union Co Ltd             | Thailand                                       |
| 4.  | PT Warna Bintang Kreasi           | Indonesia                                      |
| 5.  | Leverage Systems Technologies Inc | Philippines                                    |
| 6.  | Digisoft Business Solutions Co    | Brunci   |
| 7.  | CL Systems (China) Limited        | Hong Kong                                      |
| 8.  | Maagnet Systems Sdn Bhd           | Malaysia                                       |
| 9.  | CL Computers (M) Sdn Bhd          | Malaysia                                       |
| 10. | Cash Handling System Pty Ltd      | Australia/New Zealand                          |

OpenSys is also looking for distributors and support partners for its products in India, United Kingdom and USA.

In respect of IT services, OpenSys intends to leverage on its track record as a provider of IT services to financial institutions. OpenSys believes that its software, ESM and IT services businesses would complement one another. It intends to build on past associations with business partners and customers as a source for future outsourcing business and referrals relating to its products and to market its services. OpenSys will also participate in project tenders and offer IT services in connection with its own products.