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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION**

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**13.1 Share Capital**

1. No ordinary shares will be allotted on the basis of this Prospectus later than six(6) months after the date of issue of this Prospectus.
2. There are no founder, management or deferred shares in the Company.
3. There is only one class of shares in the Company, namely ordinary shares of RM1.00 each, all of which rank pari passu with one another.
4. There are no restrictions on the transfer of the ordinary shares of the Company, except as otherwise required by law.
5. A Director is not required to hold any qualification share in the Company.

**13.2 Articles of Association****6. Transfer of Securities**

The provision in the Company's Article of Association, the Second Board Listing Requirements of the KLSE, the Companies Act, 1965 and Rules of the MCD in respect of the arrangements for transfer of the securities and restrictions on their free transferability are as follows:-

Articles of Association of the Company

**Article 9A – Transfer**

The transfer of any securities or class of securities of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and, notwithstanding sections 103 and 104 of the Act, but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of securities.

**Article 29 – Restricted Transferees**

No shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**

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***Article 30 – Closing of Register of Transfer***

The registration of transfers may be suspended at such time and for such period as the directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty(30) days in any year. At least eighteen(18) market days' notice of such closure shall be given to the Exchange stating the period and the purpose or purposes of such closure. In relation to such closure, the Company shall give notice, in accordance with the Rules to the Central Depository to enable the Central Depository to prepare the appropriate Record of Depositors.

***Article 31 – Renunciation by Allottee***

Nothing in these Articles shall preclude the directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

**Second Board Listing Requirements*****Clause 9.5(A) – Transfer of Securities***

The transfer of any securities or class of securities of the company shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and, notwithstanding Sections 103 and 104 of the Companies Act, 1965, but subject to subsection 107C(2) of the Companies Act, 1965 and any exemption that may be made from compliance with subsection 107C(1) of the Companies Act, 1965, the company shall be precluded from registering and affecting any transfer of securities.

***Clause 9.5(B) – Transmission of Securities from Foreign Register***

(1) Where:-

- (a) the securities of a company are listed on an Approved Market Place; and
- (b) such company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories) Act, 1991 or Section 29 of the Securities Industry (Central Depositories) Amendment Act, 1998, as the case may be, under the Rules of the Central Depository in respect of such securities;

such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of company in the jurisdiction of the Approved Market Place (hereinafter referred to as “the Foreign Register”), to the register of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as “the Malaysian Register”) subject to the following conditions:-

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**

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- (i) there shall be no change in the ownership of such securities; and
  - (ii) the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder.
- (2) For the avoidance of doubt, no company which fulfills the requirements of paragraph (a) and (b) of Clause 9.5(b)(1) shall allow any transmission of securities from the Malaysian Register in to the Foreign Register.

Companies Act, 1965

***Section 103(1)***

Notwithstanding anything in its articles a company shall not register a transfer of shares or debentures unless a proper instrument of transfer in the prescribed form has been delivered to the company, but this subsection shall not prejudice any power to register as a shareholder or debenture holder any person to whom the right to any shares in or debentures in the company has been transmitted by operation of law.

***Section 103(1A)***

Nothing in this section shall be construed as affecting the validity of any instrument which would be effective to transfer shares or debentures apart from this section; and any instrument purporting to be made in any form which was common or usual in use, or in any form authorised or required for that purpose apart from this section before the commencement of this Act, shall be sufficient, whether or not it is completed in accordance with the prescribed form, if it complies with the requirements as to execution and contents which apply to a transfer.

Provided that a company shall be precluded from registering a transfer of shares or debentures, the title of which is evidenced by a certificate that is issued on or after the date of coming into operation of this subsection unless a proper instrument of transfer in the prescribed form has been delivered to the company.

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**

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***Section 107C(1)***

On or after the coming into operation this section, the transfer of any securities or class of securities of a company whose securities or any class of whose securities have been deposited with a central depository shall be by way of book entry by the central depository in accordance with the rules of the central depository and, notwithstanding sections 103 and 104, such company shall be precluded from registering and affecting any transfer of securities.

***Section 107C(2)***

Subsection (1) shall not apply to a transfer of securities to a central depository or its nominee company.

**Rules of the MCD*****Section 8.01(2)***

The Central Depository may, in its absolute discretion, reject a transfer request made by a depository thereunder, where the reason for the said transfer does not fall within any of the approved reason stipulated under Rule 8.03(1)(C).

***Section 8.05A***

Transfers made by the authorised depository agent from the agent's principal or nominee account shall be subject to the Rules in this Chapter.

***Section 9.03(2)***

It shall be the responsibility of the authorised depository agent, in processing the transfer between the two securities accounts belonging to different depositors (hereinafter the transfer is referred to as "the inter-account transfer"), to check and ensure the completeness, accuracy and/or genuineness of the documents lodged as follows:-

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form FTF015 (request for express transfer of securities form) fully and properly completed in triplicate;
- (b) the Transferring Depositor has executed the Transferor portion of the said form duly witnessed by another person (other than the Depositor's spouse);
- (c) the Transferring Depositor has stated his reason for the transfer and that the reason is or are amongst any of the approved reasons as stated herein below:-
  - (i) transmission of securities arising from the provisions of any written law or an order of the court of competent jurisdiction;

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**

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- (i) rectification of errors;
  - (ii) pledge, charge or mortgage;
  - (iii) mandatory offer pursuant to the provisions of the Malaysian Code on Takeovers and Mergers, 1987; and
  - (iv) any other circumstances as deemed fit by the Central Depository after consultation with the Securities Commission.
- (d) documents to support the reason for the transfer;
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manual.

7. Remuneration of Directors

The provisions in the Company's Articles of Association in respect of remuneration of the Directors are as follows:-

***Article 106 – Fees of Directors***

The fees of the directors shall from time to time be determined by an ordinary resolution of the Company in general meeting. The quantum of such fees shall be stated in the notice convening the meeting. Fees payable to non-executive directors shall be by a fixed sum, and not by a commission on or a percentage of profits or turnover. Salaries payable to executive directors may not include a commission on or a percentage of profits or turnover. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meeting of the Company or in connection with the business of the Company. Any fee paid to an alternate director shall be agreed upon between himself and the director nominating him and shall be paid out of the remuneration of the latter.

8. Voting and Borrowing Power of Directors

The provisions in the Company's Articles of Association dealing with voting powers of the Directors in the 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:-

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**


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**Article 109 – Power of Directors to Borrow and Issue Debentures**

- (1) The directors may exercise all the powers of the Company (but not those of any of its subsidiaries) to borrow money or to mortgage or charge its undertaking, property, uncalled capital, or any part thereof, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or any related third party.
- (2) The directors shall not borrow any money or mortgage or charge any of the company's or its subsidiaries' undertaking, property, or any uncalled capital, or to issue debenture and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
- (3) In accordance with Section 132C of the Act and Section 9.10(14) of the Second Board Listing Requirements of the Exchange, the directors shall not acquire or dispose of an undertaking or property of a substantial value or dispose of a substantial portion of the Company's undertaking or property without the approval of the Company in general meeting.
- (4) The directors shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 108 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.

**Article 123 – Restriction on Voting**

Every director shall comply with Sections 131 and 135 of the Act and who is personally interested directly or indirectly in any contract or arrangement or proposed contract or arrangement with the Company shall declare his interest to the board of directors as soon as he becomes aware of such contract or arrangement and such director shall not participate in deliberations concerning such contract or arrangement nor shall he cast his vote in respect of any matter arising therefrom.

9. **Changes in Capital or Variation of Class Rights**

The provisions in the Company's Articles of Association as to changes in capital or variation of class rights, which are as stringent as those provided in the Companies Act, 1965 are as follows:-

**Article 5A – Allotment of Shares**

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, shares in the Company may be issued by the directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the directors may determine subject to an ordinary resolution of the Company PROVIDED ALWAYS THAT:-

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**

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- (1) the Company shall not issue shares to or transfer of a controlling interest without the prior approval of shareholders in general meeting;
- (2) no director shall participate in an issue of shares to employees unless shareholders in general meeting have approved the specific allotment to be made to such a director and unless he holds office in an executive capacity;
- (3) the rights attaching to shares of a class other than ordinary shares shall be stated at the time of issue;
- (4) no shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
- (5) the total nominal value at any time of issued preference shares shall not exceed the total nominal value of issued ordinary shares;
- (6) preference shares shall confer on the holders thereof the same rights as holders of ordinary shares as regards receiving notices, reports and balance sheets, attending general meetings of the Company and the right to vote at any general meeting convened for the purpose of the reduction of capital or the winding-up of the Company or for sanctioning the sale of the undertaking of the Company or for the consideration of any matter which directly affects their rights or privileges or when the dividend on the preference shares is in arrears for more than six(6) months; and
- (7) the Company shall have the power to issue preference capital ranking equally with, or in priority to, preference shares already issued.

***Article 50 – Repayment of Preference Shares by Special Resolution***

Notwithstanding Article 51 hereof the repayment of preference share capital other than redeemable preference, or any other alteration of preference shareholder 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 if 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 a meeting.

***Article 51 – Variation of Class Rights***

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 shares of that class) may, whether or not the Company is being wound up, be varied or abrogated 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 that 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 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.

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**


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**Article 52 – Power to Increase Capital**

The Company may from time to time by ordinary resolution increase the share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase shall prescribe.

**Article 54 – Power to Cancel, Divide, Consolidate Shares**

The Company may by ordinary resolution from time to time:-

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
- (b) Sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of the Act, and so that in the sub-division the proportion between amount unpaid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. Any resolution whereby any share is sub-divided may determine 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 dividend, capital, voting or otherwise over the others or any other of such shares; or
- (c) Cancel any shares not taken or agreed to be taken by any person and diminish the amount of its capital by the amount of the shares so cancelled.
- (d) Subject to the provisions of these Articles and the Act, convert and/or reclassify any class of shares into any other class of shares;

and may from time to time 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 incident authorised, and consent required by the Act.

**Article 55 – Power to Reduce Share Capital**

The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner authorised and subject to any conditions prescribed by the Act.

**13.3 Directors and Substantial Shareholders**

10. The names, addresses and occupation of the Directors are set out in Section 2 of this Prospectus.
11. No Director, senior executive officer or person nominated to become a Director or senior executive officer is or was involved in the following events:-

### 13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... *cont'd*

- a) a petition under any bankruptcy laws filed against such person or any partnership in which he was or is a partner or any corporation of which he was or is an executive officer;
- b) a conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or
- c) the subject of any order, judgment or ruling of any court, tribunal or governmental body of competent jurisdiction permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, Director or employee of a financial institution or engaging in any type of business activity or practice.
12. There are no existing or proposed service contracts between the Directors and the Company or its subsidiaries.
13. For the financial year ended 31 March 1999, the remuneration payable to the Directors of the Group for services rendered in all capacities to the Group was RM1.35 million. For the current financial year ending 31 March 2000, the estimated remuneration payable to the Directors is RM1.45 million.
14. According to the Register of Directors of QL as at 1 February 2000, the beneficial interests of the Directors in the shares of the Company are as follows:-

	BEFORE THE PUBLIC ISSUE AND OFFER FOR SALE				AFTER THE PUBLIC ISSUE AND OFFER FOR SALE			
	No. of shares held				No. of shares held			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Tengku Zainal Rashid bin Tengku Mahmood	-	-	-	-	10,000 #	0.03	-	0.03
Chia Song Kun	-	-	17,855,569 @	52.76	10,000 #	0.03	16,742,569 @	41.86
Chia Seong Pow	-	-	5,133,090 ^	15.17	10,000 #	0.03	4,813,090 ^	12.03
Chia Seong Fatt	-	-	5,133,090 ^	15.17	10,000 #	0.03	4,813,090 ^	12.03
Chia Song Kooi	-	-	-	-	10,000 #	0.03	-	-
Chia Song Swa	-	-	-	-	10,000 #	0.03	-	-
Chia Mak Hooi	-	-	-	-	10,000 #	0.03	-	-
Mohd Rizal Bin Ramlee	1,068,609	3.16	-	-	1,210,609 ^^	3.03	-	-

@ *Indirect interest by virtue of his and his wife's interests in CBG*

^ *Indirect interest by virtue of his and his wife's interests in Farsathy*

# *Shares to be allocated pursuant to Pink Form Allocation Scheme*

^^ *Including shares to be allocated pursuant to the Pink Form Allocation Scheme and allocation of Offer Shares approved by MITI*

15. According to the Register of Substantial Shareholders of QL as at 1 February 2000 the substantial shareholders of QL and their respective direct and indirect interests in the shares of the Company are as follows:-

### 13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd

	BEFORE THE PUBLIC ISSUE AND OFFER FOR SALE				AFTER THE PUBLIC ISSUE AND OFFER FOR SALE			
	No. of shares held				No. of shares held			
	Direct	%	Indirect	%	Direct	%	Indirect	%
CBG	17,855,569	52.76	-	-	16,742,569	41.86	-	-
Farsathy	5,133,090	15.17	-	-	4,813,090	12.03	-	-
Chia Song Kun	-	-	<sup>(a)</sup> 17,855,569	52.76	<sup>(i)</sup> 10,000	0.03	<sup>(a)</sup> 16,742,569	41.86
Chia Seong Pow	-	-	<sup>(b)</sup> 5,133,090	15.17	<sup>(i)</sup> 10,000	0.03	<sup>(b)</sup> 4,813,090	12.03
Chia Seong Fatt	-	-	<sup>(c)</sup> 5,133,090	15.17	<sup>(i)</sup> 10,000	0.03	<sup>(c)</sup> 4,813,090	12.03
Chia Bak Lang	-	-	<sup>(d)</sup> 17,855,569	52.76	-	-	<sup>(d)</sup> 16,752,569	41.88
Sim Ahi Yok	-	-	<sup>(e)</sup> 5,133,090	15.17	-	-	<sup>(e)</sup> 4,823,090	12.06
Koh Kwee Choo	-	-	<sup>(f)</sup> 5,133,090	15.17	-	-	<sup>(f)</sup> 4,823,090	12.06
Chia Suan Hooi	-	-	<sup>(g)</sup> 5,133,090	15.17	-	-	<sup>(g)</sup> 4,813,090	12.03
Chia Chw Pew	-	-	<sup>(h)</sup> 5,133,090	15.17	-	-	<sup>(h)</sup> 4,813,090	12.03
Chia Chew Seng	-	-	<sup>(h)</sup> 5,133,090	15.17	-	-	<sup>(h)</sup> 4,813,090	12.03
Chia Chew Yang	-	-	<sup>(h)</sup> 5,133,090	15.17	-	-	<sup>(h)</sup> 4,813,090	12.03
Chia Chew Ngee	-	-	<sup>(h)</sup> 5,133,090	15.17	-	-	<sup>(h)</sup> 4,813,090	12.03
Nora Faritha bte Mohd Noor	1,353,600	4.00	-	-	1,353,600	3.38	-	-
Mohd Kamal bin Abdullah	1,032,533	3.05	-	-	1,032,533	2.58	-	-
Maulizan bin Bujang	1,690,184	4.99	-	-	<sup>(j)</sup> 2,576,184	6.44	-	-
Norlida bte Alias	1,460,485	4.32	-	-	1,460,485	3.65	-	-
Adam Warren Bakhtiar	1,587,509	4.69	-	-	1,587,509	3.97	-	-
Saadah bte Hj Malek	1,424,812	4.21	-	-	<sup>(j)</sup> 1,599,812	4.00	-	-
Mohd Rizal bin Ramlee	1,068,609	3.16	-	-	<sup>(j)</sup> 1,210,609	3.03	-	-
Mohamad Kamal bin Idris	1,068,609	3.16	-	-	<sup>(j)</sup> 1,199,609	3.00	-	-

#### Notes:-

- <sup>(a)</sup> Indirect interest by virtue of his and his wife's (Chia Bak Lang) interests in CBG
- <sup>(b)</sup> Indirect interest by virtue of his and his wife's (Koh Kwee Choo) interests in Farsathy
- <sup>(c)</sup> Indirect interest by virtue of his and his wife's (Sim Ahi Yok) interests in Farsathy
- <sup>(d)</sup> Indirect interest by virtue of her and her husband's (Chia Song Kun) interests in CBG
- <sup>(e)</sup> Indirect interest by virtue of her and her husband's (Chia Seong Fatt) interests in Farsathy
- <sup>(f)</sup> Indirect interest by virtue of her and her husband's (Chia Seong Pow) interests in Farsathy
- <sup>(g)</sup> Indirect interest by virtue of his and his sons' (Chia Chw Pew, Chia Chew Seng, Chia Chew Yang and Chia Chew Ngee) interests in Farsathy
- <sup>(h)</sup> Indirect interest by virtue of his and his father's (Chia Suan Hooi) interests in Farsathy
- <sup>(i)</sup> Shares to be allocated pursuant to Pink Form Allocation Scheme
- <sup>(j)</sup> Including shares to be allocated pursuant to the allocation of Offer Shares approved by MITI

### 13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd

#### Notes on CBG and Farsathy

CBG is principally an investment holding company. Its substantial shareholders and their shareholdings as at 1 February 2000 are as follows:-

Substantial shareholders	No. of shares held		%
	Direct	Indirect	
Chia Song Kun	135,000	33,000 *	21.00
Chia Song Kang	80,000	-	10.00
Chia Song Pou	64,000	-	8.00
Chia Song Kooi	64,000	-	8.00
Chia Song Swa	64,000	-	8.00
Cheah Yaw Song	100,000	-	12.50
Chia Song Phuan	80,000	-	10.00
Chia Teow Guan	100,000	16,000^^	14.50
Chia Mak Hooi	16,000	100,000^	14.50
Chia Cheong Soong	64,000	-	8.00
Chia Bak Lang	33,000	135,000**	21.00

\* Indirect interest by virtue of his wife's (Chia Bak Lang) interests in CBG

\*\* Indirect interest by virtue of her husband's (Chia Song Kun) interests in CBG

^ Indirect interest by virtue of his father's (Chia Teow Guan) interests in CBG

^^ Indirect interest by virtue of his son's (Chia Mak Hooi) interests in CBG

The Directors of CBG are the substantial shareholders.

Farsathy is principally an investment holding company. Its substantial shareholders and their shareholdings as at 1 February 2000 are as follows:-

Substantial shareholders	No. of shares held		%
	Direct	Indirect	
Chia Seong Pow	100,000	55,000 *	31.00
Chia Seong Fatt	100,000	55,000**	31.00
Chia Suan Hooi	55,000	125,000#	36.00
Sim Ahi Yok	55,000	100,000##	31.00
Chia Chong Lang	10,000	-	2.00
Chia Chw Pew	40,000	55,000@	19.00
Koh Kwee Choo	55,000	100,000^	31.00
Chia Chew Seng	35,000	55,000@	18.00
Chia Chew Yang	25,000	55,000@	16.00
Chia Chew Ngee	25,000	55,000@	16.00

\* Indirect interest by virtue of his wife's (Koh Kwee Choo) interests in Farsathy

\*\* Indirect interest by virtue of his wife's (Sim Ahi Yok) interests in Farsathy

# Indirect interest by virtue of his son's (Chia Chew Seng, Chia Chew Yang, Chia Chew Ngee and Chia Chw Pew's interest in Farsathy

## Indirect interest by virtue of her husband's (Chia Seong Fatt) interests in Farsathy

^ Indirect interest by virtue of her husband's (Chia Seong Pow) interests in Farsathy

@ Indirect interest by virtue of his father's (Chia Suan Hooi) interests in Farsathy

The Directors of Farsathy are the substantial shareholders.

16. None of the Directors or substantial beneficial shareholders of the Company has any interest, direct or indirect, in any business carrying on a similar trade as the Company and its subsidiaries and which is not quoted on a recognised stock exchange.

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**


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17. Save as disclosed below, no Director or substantial shareholder has any interest, direct or indirect, in the promotion of or in any assets which have, within the two(2) preceding years of the date of this Prospectus, been acquired or proposed to be acquired or disposed or proposed to be disposed of by or leased or proposed to be leased to the Company or any of its subsidiaries, or any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Group:-

<b>ACQUISITION OF QL FEED</b>	
<b>Person interested</b>	<b>Nature of relationship</b>
CBG Holdings Sdn Bhd, Farsathy Holdings Sdn Bhd	Substantial shareholders of QL and QL Feed
Tengku Zainal Rashid bin Tengku Mahmood and Mohd Rizal bin Ramlee	Directors of QL and QL Feed
Chia Song Kun	Director and indirect substantial shareholder by virtue of his substantial shareholding in CBG
Chia Seong Pow and Chia Seong Fatt	Directors and indirect substantial shareholders of QL and QL Feed by virtue of their substantial shareholding in Farsathy
Chia Song Kooi, Chia Song Swa and Chia Mak Hooi	Directors of QL and QL Feed
Chia Bak Lang	Indirect substantial shareholder in QL and QL Feed by virtue of her substantial shareholding in CBG
Chia Suan Hooi, Sim Ahi Yok, Chia Chw Pew, Chia Chew Seng, Chia Chew Yang, Chia Chew Ngee and Koh Kwee Choo	Indirect substantial shareholder in QL and QL Feed by virtue of their substantial shareholdings in Farsathy

18. Details of the company which are deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 are set out in Section 6.5 of this Prospectus.
19. The time of the opening of the Application List is set out in Section 14 of this Prospectus.
20. The amount payable in full on application to the Company/Offerors is RM2.50 per ordinary share.
21. As at the date of this Prospectus, other than the 2,000,000 ordinary shares reserved for the eligible Directors and employees of QL Group pursuant to the Public Issue, no person has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of the Company or its subsidiaries. Further, no option for any shares, stocks or debentures of the Company or its subsidiaries has been granted to or exercised by any Director during the last financial year.
22. Save as disclosed in Section 6.2, no ordinary shares or debentures of the Company and its subsidiaries have been issued or proposed to be issued as fully or partly paid-up for cash or otherwise than in cash within the two(2) preceding years of the date of this Prospectus.
23. As at the date of this Prospectus, neither the Company nor its subsidiaries have any convertible debt securities.

24. a) Underwriting commission is payable to the Underwriters at the rate of 2.00% of the issue/offer price of RM2.50 per ordinary share on the ordinary shares being underwritten which form the subject of this Prospectus;
- b) Brokerage will be paid at the rate of 1.00% of the issue/offer price of RM2.50 per ordinary share to the parties in the circumstances specified in Section 5.6 of this Prospectus; and
- c) Fees incidental to the listing of and quotation for the entire issued and paid-up share capital of the Company on the Second Board of the KLSE amounting to RM1,500,000 will be borne by the Company. The Offerors shall bear stamp duty, brokerage, underwriting commission, registration and transfer fees relating to the Offer Shares totalling approximately RM10,000.
25. Save for items 24(a) and 24(b) above, no commission, discount, brokerages or other special terms have been paid or granted within the two(2) preceding years of the date of this Prospectus or is payable by the Company within the two(2) years immediately preceding the date of this Prospectus in connection with the issue or sale of any capital of the Company or any of its subsidiaries for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any ordinary shares in or debentures of the Company or its subsidiaries and no Director or proposed Director or promoter or expert is entitled to receive any such payment.
26. No amount or benefit has been paid or given within the two(2) years preceding the date hereof, nor is it intended to be so paid or given, to any promoter.
27. The name and address of the Auditors are set out in Section 2 of this Prospectus.
28. The Directors of the Company are not aware of any material information including trading factors or risks which are unlikely to be known or anticipated by the general public and which could materially affect the profits of the Company.
29. The financial conditions and operations of the Company and its subsidiaries are not affected by any of the following:-
- a) Known trends or known demands, commitments, events or uncertainties that will result in or are reasonably likely to result in the Company's or the Group's liquidity increasing or decreasing in any material way;
- b) Material commitments for capital expenditure;
- c) Unusual or infrequent events or transactions or any significant economic changes that materially affected the amount of reported income from operations; and
- d) Known trends or uncertainties that have had or that the Company or the Group reasonably expects will have a material favourable or unfavourable impact on revenues or operating income.

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**


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30. Save as disclosed in Section 5.1 of this Prospectus, there is no intention on the part of the Directors of the Company to issue any part of the authorised but unissued share capital of the Company.
31. During the last financial year and the current financial year, there were:-
- a) no public takeover offers by third parties in respect of the Company's shares; and
  - b) no public takeover offers by the Company in respect of other companies' shares.
32. Other than the 2,000,000 ordinary shares reserved for Directors and eligible employees of QL Group pursuant to this Prospectus, there are at present no other schemes involving the staff in the capital of the Company or any of its subsidiaries as at the date of this Prospectus.
33. The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 14 of this Prospectus.

**13.4 Material Contracts, Litigation and Contingent Liabilities**

34. Save as disclosed below, there are no contracts which are or may be material (not being contracts entered into in the ordinary course of business) which have been entered into by the Company and its subsidiaries within the two(2) years preceding the date of this Prospectus:-
- i) Sale and Purchase Agreement dated 18 September 1997 between QL and CBG, Farsathy, Tan Gek Len, Liu Sin, Liau Su Fah, Lim Bok Huat, Nora Faritha bt Mohd Noor, Mohd Kamal bin Abdullah, Maulizan bin Bujang, Norlida bt Alias, Adam Warren Bakhtiar, Saodah bt Haji Malek, Mohd Rizal Ramlee and Mohamad Kamal bin Idris for the acquisition of 4,100,000 ordinary shares of RM1.00 each representing the entire issue and paid-up share capital in QL Feed for a total purchase consideration of RM38,070,819 satisfied by 34,609,835 ordinary shares of RM1.00 each in QL at an issue price of RM1.10 per ordinary share;
  - ii) Supplemental Agreement dated 27 December 1999 between QL and CBG, Farsathy, Tan Gek Len, Liu Sin, Liau Su Fah, Lim Bok Huat, Nora Faritha bt Mohd Noor, Mohd Kamal bin Abdullah, Maulizan bin Bujang, Norlida bt Alias, Adam Warren Bakhtiar, Saodah bt Haji Malek, Mohd Rizal Ramlee and Mohamad Kamal bin Idris in respect of the acquisition of 4,100,000 ordinary shares of RM1.00 each representing the entire issue and paid-up share capital in QL Feed for a total purchase consideration of RM43,607,569 satisfied by 29,665,013 ordinary shares of RM1.00 each in QL at an issue price of RM1.47 per ordinary share; and
  - iii) Underwriting Agreement dated 12 January 2000 between the Company, Arab-Malaysian Merchant Bank Berhad and Hwang-DBS Securities Berhad for the underwriting of 6,269,000 ordinary shares of RM1.00 each pursuant to the Public Issue and Offer, for an underwriting commission of 2.00% of the issue/offer price of RM2.50 per ordinary share.

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**


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35. Neither the Company nor its subsidiaries are engaged in any litigation, either as plaintiff or defendant, which has a material effect on the financial position of the Company or its subsidiaries and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of the Company or its subsidiaries.
36. As at the date of this Prospectus, save as disclosed in Section 6.17 of the Accountants' Report, the Company and its subsidiaries do not have outstanding contingent liabilities.

**13.5 Consents**

37. The consents of the Adviser and Managing Underwriter, Underwriters, the Company Secretary, Solicitors, Principal Bankers, Registrars and Issuing House to the inclusion in this Prospectus of their names in the context and form in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
38. The consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their name, letter on the consolidated profit estimate and forecast, letter on the proforma balance sheets and Accountants' Report 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.
39. The consent of the Valuers to the inclusion in this Prospectus of their name and their letter on QL's properties 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.

**13.6 Documents for Inspection**

40. Copies of the following documents may be inspected at the registered office of the Company during office hours for a period of six(6) months from the date of this Prospectus:-
- a) Memorandum and Articles of Association of the Company;
  - b) The Directors' Report and Accountants' Report as included herein;
  - c) The Auditors' Letters relating to the profit estimate and forecast and the proforma balance sheets as included herein;
  - d) The Valuers' Letter on the properties of the Company as included herein;
  - e) Valuation reports for the QL Group's properties;
  - f) The letters of consent referred to in paragraphs 37, 38 and 39 of this Section of this Prospectus;
  - g) The material contracts referred to in paragraph 34 of this section of this Prospectus;
  - h) The audited accounts of QL Feed for the five(5) financial years ended 31 March 1999 and the six(6) months period ended 30 September 1999;

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... cont'd**

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- i) The audited accounts of SCH for the five(5) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- j) The audited accounts of SHH for the five(5) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- k) The audited accounts of QL Foods for the five(5) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- l) The audited accounts of QLP for the four(4) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- m) The audited accounts of QLR for the four(4) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- n) The audited accounts of TLT for the five(5) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- o) The audited accounts of N Oscar for the one(1) financial period ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- p) The audited accounts of CD for the one(1) financial period ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- q) The audited accounts of QL Feedmills for the four(4) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- r) The audited accounts of QLL for the five(5) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- s) The audited accounts of BM for the one(1) financial period ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- t) The audited accounts of TLP for the five(5) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- u) The audited accounts of BD for the five(5) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- v) The audited accounts of THM for the five(5) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- w) The audited accounts of AT for the four(4) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- x) The audited accounts of TC for the five(5) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- y) The audited accounts of BW for the five(5) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- z) The audited accounts of MR for the three (3) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- aa) The audited accounts of WSB for the three (3) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;

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**13. FURTHER STATUTORY AND OTHER GENERAL INFORMATION.... *cont'd***

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- bb) The audited accounts of QLKI for the three(3) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- cc) The audited accounts of PVG for the two(2) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999;
- dd) The audited accounts of Tri-F for the two(2) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999; and
- ee) The audited accounts of QL for the two (2) financial periods ended 31 March 1999 and the six(6) months period ended 30 September 1999.

**13.7 Responsibility**

- 41. Arab-Malaysian acknowledges that to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts about the Public Issue and Offer for Sale and the QL Group, and is satisfied that the consolidated profit estimate and forecast (for which the Directors of the Company are wholly and severally responsible for the correctness) have been stated by the Directors of the Company after due and careful inquiry.
- 42. This Prospectus has been seen and approved by the Directors of the Company, and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE**

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**14.1 Opening and Closing of Application Lists**

The Application Lists for the IPO will open at 10.00 am on 24 February 2000 and will remain open until 8.00 p.m. on the same day or for such further period or periods as the Directors of QL and/or Offerors in their absolute discretion may decide.

**14.2 General Conditions for Application**

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

(i) Application by eligible employees of QL Group

Applications for the 2,000,000 shares reserved for Directors and eligible employees of the QL Group must be made only on the special **Pink** Application Forms provided and **NOT** on any other Application form or by way of Electronic Share Application through a Participating Financial Institution's ATM.

(ii) Application by the Malaysian Public

Applications for the 4,160,000 shares made available for applications by the Malaysian investing public must be made on the **White** Application Forms provided or by way of Electronic Share Application through a Participating Financial Institution's ATM.

Directors and employees of MIH and their immediate family are strictly prohibited from applying for the Public Issue Shares and /or Offer Shares.

Application for the Public Issue and Offer Shares must be made on the respective Application Forms issued together with this Prospectus and must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Form or by way of Electronic Share Application through a Participating Financial Institution's ATM. In accordance with Section 37(1) of the Companies Act, 1965, the Application Form together with the Notes and Instructions printed therein 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 therein or which are illegible will not be accepted.

Only one(1) Application can be made by each applicant. Multiple applications will not be accepted. Each Application must be for 1,000 shares or multiples thereof. The amount payable in full on application is RM2.50 per share. Persons submitting applications by way of Application Forms may not submit applications by way of Electronic Share Applications and vice versa. A corporation or institution cannot apply for shares by way of Electronic Share Application.

Each completed Application Forms must be despatched by **ORDINARY POST** in the official envelopes provided, to the Issuing House at the following address:-

Malaysian Issuing House Sdn Bhd  
27<sup>th</sup> Floor, Menara Multi-Purpose  
Capital Square  
No. 8, Jalan Munshi Abdullah  
50100 Kuala Lumpur

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**


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or DELIVERED BY HAND AND DEPOSITED in the Drop-in Boxes provided at the back portion of Menara Multi-Purpose, Capital Square, No. 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur, so as to arrive not later than **8.00 PM** on **24 February 2000**.

Applications may also be delivered in a drive-in manner at Stadium Hoki Tun Razak, Jalan Duta, Kuala Lumpur on 24 February 2000, between 8.30 am to 8.00 pm only.

IN THE CASE OF AN INDIVIDUAL APPLICANT OTHER THAN A MEMBER OF THE ARMED FORCES OR POLICE, THE NAME, NATIONAL REGISTRATION IDENTITY CARD NUMBER AND ADDRESS OF THE APPLICANT MUST BE EXACTLY THE SAME AS STATED IN:

- (a) (i) THE APPLICANT'S IDENTITY CARD ( NRIC);
  - (ii) CHANGE OF ADDRESS CARD OR "RESIT PENUKARAN KAD PENGENALAN (JPN 1/22)"; OR
  - (iii) THE APPLICANT'S RESIT PENGENALAN SEMENTARA (JPN 1/9) ISSUED PURSUANT TO PERATURAN 5(5). PERATURAN-PERATURAN PENDAFTARAN NEGARA 1990; AND
- (b) THE RECORDS OF THE MALAYSIAN CENTRAL DEPOSITORY SDN BHD.

WHERE THE APPLICANT IS A MEMBER OF THE ARMED FORCES OR POLICE, THE NAME, AND THE ARMED FORCES OR POLICE PERSONNEL NUMBER, AS THE CASE MAY BE, OF THE APPLICANT MUST BE EXACTLY THE SAME AS STATED IN HIS AUTHORITY CARD AND THE ADDRESS OF THE APPLICANT MUST BE THE ADDRESS OF THE APPLICANT'S RESPECTIVE CAMP/BASE/STATION.

IN THE CASE OF A CORPORATE/INSTITUTIONAL APPLICANT, THE NAME AND THE CERTIFICATE OF INCORPORATION NUMBER OF THE APPLICANT MUST BE EXACTLY THE SAME AS THE APPLICANT'S CERTIFICATE OF INCORPORATION AND THE ADDRESS MUST BE EXACTLY THE SAME AS THE REGISTERED ADDRESS.

No acknowledgement of the receipt of Application Forms or application monies will be made by the Company or the Offerors.

### **14.3 Applications and Acceptances**

The Directors of QL and/or the Offerors reserve the right not to accept any application which do not strictly comply with the instructions or to accept any application in part only without assigning any reason thereof.

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

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**

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In the event of over-subscription, acceptance of applications will be subject to ballot to be conducted in the manner as approved by the Directors. Due consideration will be given to the desirability of distributing the Public Issue and Offer Shares to a reasonable number of applicants with a view to broadening the shareholding base of the Company and to establish an adequate market in the Shares of the Company. Acceptance of application will be made in a manner so as to comply with the SC's shareholding spread requirements that at least 25% of the issued and paid-up share capital is in the hands of public shareholders and a minimum number of 750 public shareholders (at least 500 of which should not be employees of the Group) holding not less than 1,000 shares each. Applicants will be selected in a manner to be determined by the Directors of QL. In the event the shareholding spread is not met, the Company may not be allowed to proceed with its listing.

In the event of an under-subscription by the Malaysian public, the Public Issue and Offer Shares not applied for will be made available for subscription by the Underwriters in proportions stipulated in the Underwriting Agreement dated 12 January 2000. Any shares not subscribed by the eligible employees and Directors of the QL Group will be made available for application by the Malaysian public.

WHERE AN APPLICATION IS REJECTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, WILL BE RETURNED WITHOUT INTEREST AND SHALL BE DESPACHED BY ORDINARY POST OR REGISTERED POST RESPECTIVELY TO THE APPLICANT, WITHIN TWENTY-ONE(21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS, AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

THE ISSUING HOUSE RESERVES THE RIGHT TO BANK IN ALL MONIES FROM UNSUCCESSFUL BUMIPUTERA APPLICANTS AND FROM PARTIALLY SUCCESSFUL APPLICATIONS. REFUND MONIES IN RESPECT OF UNSUCCESSFUL BUMIPUTERA APPLICANTS AND PARTIALLY SUCCESSFUL APPLICANTS WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPACHED TO THE APPLICANT WITHIN TWENTY-ONE(21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS BY REGISTERED POST AT THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

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

#### **14.4 CDS Accounts**

Pursuant to Section 29 of the Securities Industry (Central Depositories) Act, 1991, all dealings in the IPO Shares will be by book entries through CDS Accounts. No share certificates will be issued to successful applicants.

In the case of an application by way of an Application Form, an applicant should state his CDS Account number in the space provided on the Application Form if he presently has such an account. Where an applicant does not presently have a CDS Account, he should state in the Application Form his preferred ADA Code in the space provided. Where an applicant already has a CDS Account he **should not** complete the preferred ADA Code.

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**


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If a successful applicant fails to state either his CDS Account number or his preferred ADA code, the Company may, in the exercise of its absolute discretion, instruct the Issuing House to insert a preferred ADA Code on the Application Form and further instruct MCD to open a CDS Account on the applicant's behalf at the specified ADA and credit the shares allotted to the successful applicant into the successful applicant's CDS Account.

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 CDS Account Number to the Participating Financial Institution or by way of keying in his CDS Account Number if the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so.

Failure to comply with these specific instructions as the Electronic Share Application requires or inaccuracy in the CDS Account number or the preferred ADA Code may result in the application being rejected. The Directors of the Company reserve the right to reject any incomplete or inaccurate application. Applications may also be rejected if the applicant's particulars provided in their Application Forms, or in the case of Electronic Share Applications, if the records of the Participating Financial Institutions at the time of making the Electronic Share Applications differ from those in MCD's records, such as the identity card number, names and nationalities.

**14.5 Notice of Allotment**

Shares allotted to all successful applicants will be credited to their respective CDS Accounts. A notice of successful allotment will be despatched to the successful applicants to their addresses shown in the Application Form at the applicant's own risk within thirty (30) days after the final ballot of the application. This is the only acknowledgment of acceptance of the application.

**14.6 Formalising of CDS Accounts**

Successful applicants whose CDS Accounts have been opened by MCD at their preferred ADA are required to formally open their accounts by submitting to the ADA the necessary documents and the account opening fee. No transaction of shares credited to the account can be effected until the accounts has been formally opened.

**14.7 List of ADA**

A list of the ADA (Broker) Codes is as follows:-

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
<b><u>KUALA LUMPUR</u></b>		
AFFIN-UOB SECURITIES SDN BHD	Level 3, Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Tel No: 03-2438668	028-001
ARAB-MALAYSIAN SECURITIES SDN BHD	15th Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2382788	086-001

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
BBMB SECURITIES SDN BHD	Level 2 & 3, 4, 17 Letter Box No. 2, Menara Olympia 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2019900	099-001
BIMB SECURITIES SDN BHD	1st & 2nd Floor, Podium Block Bangunan AMDB 1, Jalan Lumut 50350 Kuala Lumpur Tel No: 03-4433533	024-001
FIMA SECURITIES SDN BHD	No 45-14, Plaza Level and Level 1 Plaza Damansara Jalan Medan Setia Satu Damansara Heights 50490 Kuala Lumpur	018-001
CIMB SECURITIES SDN BHD	9th Floor, Commerce Square Jalan Semantan, Damansara Heights 50490 Kuala Lumpur P O Box 10126 50704 Kuala Lumpur Tel No: 03-2532288	065-001
HLG SECURITIES SDN BHD	21st Floor, Wisma HLA Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2452998	066-001
INTER-PACIFIC SECURITIES SDN BHD	Level 7, Menara Shahzan Insas 30, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-2441888	054-001
JUPITER SECURITIES SDN BHD	7th-9th Floor, Menara Olympia 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2041888	055-001
K & N KENANGA BERHAD	8th Floor, Pemas International Building 801, Jalan Sultan Ismail 50250 Kuala Lumpur Tel No: 03-2613066	073-001
KUALA LUMPUR CITY SECURITIES SDN BHD	3.07, Level 3, Bangunan Angkasaraya Jalan Ampang 50450 Kuala Lumpur Tel No: 03-2449322	076-001
LEONG & COMPANY SDN BHD	Level 18, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No: 03-2928888	061-001
MAYBAN SECURITIES SENDIRIAN BERHAD	30 <sup>th</sup> Floor, Menara Maybank 100, Jalan Tun Perak 50050 Kuala Lumpur Tel No: 03-2323822	098-001

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
MGI SECURITIES SDN BHD	1st & 2nd Floor, Wisma MGIC 38, Jalan Dang Wangi 50100 Kuala Lumpur Tel No: 03-2911889	052-001
MIDF SISMA SECURITIES SDN BHD	17 & 18 Floor, Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-2668888	026-001
OSK SECURITIES BERHAD	10th Floor, Plaza OSK Jalan Ampang 50450 Kuala Lumpur Tel No: 03-2624388	056-001
PB SECURITIES SDN BHD	27th Floor, Bangunan Public Bank 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2013011	051-001
PENGKALEN SECURITIES SDN BHD	Ground Mezzanine & 1st Floor Menara Pengkalen (formerly known as Wisma Pekerti) No. 2, Jalan Changkat Ceylon 50200 Kuala Lumpur Tel No: 03-2448055	064-001
RASHID HUSSAIN SECURITIES SDN BHD	Level 1, 2, 3 and 5, Tower One RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Tel No: 03-9852233	087-001
KAF SEAGROATT & CAMPBELL SECURITIES SDN BHD	26 <sup>th</sup> -30 <sup>th</sup> Floor, The Weld Tower 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-2081600	053-001
SIME SECURITIES SDN BHD	21 <sup>st</sup> Floor, Bangunan Sime Bank 4 Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No : 03-2749288	097-001
TA SECURITIES BERHAD	TA One Tower 22, Jalan P.Ramlee 50250 Kuala Lumpur Tel No: 03-2321277	074-001
<b><u>SELANGOR DARUL EHSAN</u></b>		
AMSTEEL SECURITIES (M) SDN BHD	No. 1, Lintang Pekan Baru (2, 3 & 4 <sup>th</sup> Floors), Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No: 03-3439999	080-001
JF APEX SECURITIES BERHAD	3 <sup>rd</sup> Floor, Wisma Apex 145A-C, Jalan Bukit P.O.Box 16 43007 Kajang Selangor Darul Ehsan Tel No: 03-8361118	079-001

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**


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<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
MOHAIYANI SECURITIES SDN BHD	2 <sup>nd</sup> & 3 <sup>rd</sup> Floor, Plaza Damansara Utama No. 2 Jalan SS 21/60 47400 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7197345	095-001
SJ SECURITIES SDN BHD	Level 3, Holiday Villa No. 9, Jalan SS 12/1 Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7340202/7340101	096-001
HALIM SECURITIES SDN BHD	68, Jalan 52/6, New Town Centre P.O. Box 561 46770 Petaling Jaya Tel No. 03-7555777	091-001
HWANG-DBS SECURITIES BERHAD	18 <sup>th</sup> -20 <sup>th</sup> Floor, Plaza Masalam 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 40100 Shah Alam Selangor Darul Ehsan Tel No. 03-5533288	068-002
<b><u>MELAKA</u></b>		
MALACCA SECURITIES SDN BHD	No. 1, 3 & 5, Jalan PPM 9 Plaza Pandan Malim (Business Park) Balai Panjang P O Box 248 75250 Melaka Tel No: 06-3371533	012-001
OCBC SECURITIES (MELAKA) SDN BHD	579, 579A & 579B Taman Melaka Raya 75000 Melaka Tel No: 06-2825211	072-001
STRAITS SECURITIES SDN BHD	Lot 9 & 10, 1 <sup>st</sup> Floor Bangunan Tabong Haji Jalan Bandar Kaba P.O. Box 209 75740 Melaka Tel No: 06-2833622	011-001
<b><u>PERAK DARUL RIDZUAN</u></b>		
BOTLY SECURITIES SDN BHD	1 <sup>st</sup> Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No: 05-2531313	058-001
KIN KHOON & CO SDN BHD	23 & 25 Wisma Kota Emas Jalan Dato' Tahwil Azhar P.O. Box 421 30910 Ipoh Tel No: 05-2543311	017-001

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
MBf NORTHERN SECURITIES SDN BHD	No. 71, Jalan Lim Bo Seng 30300 Ipoh Perak Darul Ridzuan Tel No: 05-2548999	067-001
M & A SECURITIES SDN BHD	M & A Building 52A, Jalan Sultan Idris Shah 30000 Ipoh Perak Darul Ridzuan Tel No: 05-2419800	057-001
PHILEO ALLIED SECURITIES SDN BHD	63, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2558233	071-001
SBB SECURITIES SDN BHD	51 - 53, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2530888	090-001
TAIPING SECURITIES SDN BHD	21, Jalan Stesen, 30400 Taiping Perak Darul Ridzuan Tel No: 05-8089229	092-001
PREMIER CAPITAL SECURITIES SDN BHD	Wisma Premier Capital 21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2415100	082-001
<b><u>PULAU PINANG</u></b>		
AA ANTHONY & COMPANY SDN BHD	No. 41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No: 04-2299318	014-001
HWANG-DBS SECURITIES BERHAD	Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Penang Tel No: 04-2636996	068-001
KE-ZAN SECURITIES SDN BHD	1 <sup>st</sup> -4 <sup>th</sup> Floor, Wisma Ke-Zan 64, Bishop Street 10200 Pulau Pinang Tel No: 04-2634222	085-001
MERCURY SECURITIES SDN BHD	2nd Floor, Wisma UMNO Lorong Bagan Luar Dua 12000 Butterworth Seberang Prai Pulau Pinang Tel No: 04-3322123	093-001
SMITH ZAIN SECURITIES SDN BHD	7th & 8th Floors, PSCI Tower 39, Jalan Sultan Ahmad Shah 10050 Pulau Pinang Tel No: 04-2283355	016-001

**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**

<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
SOON THEAM SECURITIES SDN BHD	No. 111, Jalan Macalister 10400 Pulau Pinang Tel No: 04-2281868	060-001
THONG & KAY HIAN SECURITIES SDN BHD ( <i>formerly known as Thong KHJC Sdn Bhd</i> )	Level 5 & 6, Wisma Sri Pinang 60 Green Hall 10200 Pulau Pinang Tel No:04-2635481	070-001
UT SECURITIES SDN BHD	12th Floor, Bangunan Mayban Trust 3, Penang Street 10200 Pulau Pinang Tel No: 04-2623751	059-001
<b><u>KEDAH DARUL AMAN</u></b>		
ALOR SETAR SECURITIES SDN BHD	Lot T-30, 2nd Floor, Wisma PKNK Jalan Sultan Badlishah 05000 Alor Setar Kedah Tel No: 04-7318088	094-001
<b><u>PERLIS INDRA KAYANGAN</u></b>		
UPEN SECURITIES SDN BHD	2nd Floor, Podium Block Bangunan KWSP 01000 Kangar Perlis Indra Kayangan Tel No: 04-9766315	023-001
<b><u>NEGERI SEMBILAN DARUL KHUSUS</u></b>		
PAN MALAYSIA EQUITIES SDN BHD ( <i>formerly known as Kimara Equities Sdn Bhd</i> )	2nd, 9th & 10th Floor Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7638999	084-001
MALPAC SECURITIES SDN BHD ( <i>formerly known as Seremban Securities Sdn Bhd</i> )	1st, 2nd and 3rd Floors 19, 20 & 21 Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul Khusus Tel No: 06-7623131	063-001
<b><u>JOHOR DARUL TAKZIM</u></b>		
ENG SECURITIES SDN BHD	95, Jalan Tun Abdul Razak 80000 Johor Bahru Johor Darul Takzim Tel No : 07-2231211	081-001
JB SECURITIES SDN BHD	Level 6, 7 & 8, Menara Sarawak Enterprise No. 5, Jalan Bukit Meldrum 80300 Johor Bahru Johor Darul Takzim Tel No: 07-3332000/3332800	078-001

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**


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<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
KESTREL SECURITIES SDN BHD	No. 57, 59 & 61, Jalan Ali 84000 Muar Johor Darul Takzim Tel No: 06-9532222	088-001
PENINSULA SECURITIES SDN BHD	Level 2, Menara Pelangi, Jalan Kuning Taman Pelangi 80400 Johor Bahru Johor Darul Takzim Tel No: 07-3333600	077-001
PJB PACIFIC SECURITIES SDN BHD	Podium 2A & 3, Menara Ansar 65 Jalan Trus 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2222692	027-001
SOUTH JOHOR SECURITIES SDN BHD	3rd Floor, Penggaram Complex 1, Jalan Abdul Rahman 83000 Batu Pahat Johor Darul Takzim Tel No: 07-4317033	069-001
<b><u>PAHANG DARUL MAKMUR</u></b>		
WK SECURITIES SDN BHD	A-397, A-399 & A-401 Taman Sri Kuantan III Jalan Berserah 25300 Kuantan Pahang Darul Makmur Tel No: 09-5660800	083-001
<b><u>KELANTAN DARUL NAIM</u></b>		
KOTA BHARU SECURITIES SDN BHD	298, Jalan Tok Hakim 15000 Kota Bharu Kelantan Darul Naim Tel No: 09-7433388	075-001
<b><u>TERENGGANU DARUL IMAN</u></b>		
FA SECURITIES SDN BHD	3rd Floor, Wisma UMNO Jalan Masjid Abidin 20100 Kuala Terengganu Terengganu Darul Iman Tel No: 09-6238128	021-001
PTB SECURITIES SDN BHD	Tingkat 1, 2 & 3 No. 61, Jalan Sultan Ismail Peti Surat 151 Pejabat Pos Besar 20700 Kuala Terengganu Tel No: 09-6235546	025-001
<b><u>SABAH</u></b>		
INNOSABAH SECURITIES SDN BHD	11, Equity House, Block K Sadong Jaya, Karamunsing 88100 Kota Kinabalu Sabah Tel No: 6088-234099	020-001

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**


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<b>Name</b>	<b>Address and Telephone Number</b>	<b>Broker Code</b>
<b><u>SARAWAK</u></b>		
SARAWAK SECURITIES SDN BHD	Wisma Mahmud Jalan Sungai Sarawak 93100 Kuching Sarawak Tel No: 082-338000	019-001
SARAWAK SECURITIES SDN BHD	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri, Sarawak Tel No: 085-435577	029-001

**14.8 Terms and Conditions for Applications Using Application Forms**

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

- (1) Application for the Shares must be made on the Application Form issued together with this Prospectus and must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Form and this Prospectus. In accordance with Section 37(1) of the Companies Act 1965, the Application Form together with the Notes and Instructions printed therein 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 therein or which are illegible will not be accepted.
- (2) EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY REMITTANCES IN RINGGIT MALAYSIA FOR THE FULL AMOUNT PAYABLE BY:-
  - (A) BANKER'S DRAFT OR CASHIER'S ORDER PURCHASED WITHIN MALAYSIA ONLY AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
  - (B) CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES IN MALAYSIA AND DRAWN ON A BANK IN KUALA LUMPUR (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR
  - (C) MONEY ORDER (FOR APPLICANTS FROM SABAH AND SARAWAK ONLY); OR
  - (D) GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL MALAYSIA BERHAD (DIFFERENTIATED BY A SPECIAL RED BAND FOR BUMIPUTERA APPLICANTS); OR

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**


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## (E) ATM STATEMENT OBTAINED FROM:-

- ARAB-MALAYSIAN BANK BERHAD (295576-U);
- ARAB-MALAYSIAN FINANCE BERHAD (5493-X);
- ASIA COMMERCIAL FINANCE (M) BERHAD (6521-U);
- BAN HIN LEE BANK BERHAD (1147-M);
- BSN COMMERCIAL BANK (MALAYSIA) BERHAD (23877-T);
- BUMIPUTERA-COMMERCE BANK BERHAD (13491-P)
- BANK UTAMA (MALAYSIA) BERHAD (27714-A);
- CREDIT CORPORATION MALAYSIA BERHAD (5013-H);
- EON BANK BERHAD (92351-V);
- EON FINANCE BERHAD (9692-K);
- HOCK HUA BANK BERHAD (111501-D);
- HONG LEONG FINANCE BERHAD (7797-V);
- HONG LEONG BANK BERHAD (97141-X);
- INTERNATIONAL BANK MALAYSIA BERHAD (22671-U)  
*(formerly known as Hock Hua (Sabah) Berhad);*
- HOCK HUA FINANCE CORPORATION BERHAD {9010-H};
- MALAYAN BANKING BERHAD (3813-K);
- MAYBAN FINANCE BERHAD (3905-T);
- MBf FINANCE BERHAD (8515-D);
- MULTI-PURPOSE BANK BERHAD (88103-W);
- ORIENTAL BANK BERHAD (845-W);
- ORIENTAL FINANCE BERHAD (50555-A);
- PHILEO ALLIED BANK (MALAYSIA) BERHAD (306350-K);
- PUBLIC BANK BERHAD (6463-H);
- PUBLIC FINANCE BERHAD (6471-U);
- RHB BANK BERHAD (6171-M);
- SABAH BANK BERHAD (45788-D);
- SIME BANK BERHAD (3404-T);
- THE PACIFIC BANK BERHAD (5014-T); OR
- UNITED MERCHANT FINANCE BERHAD (3838-T).

AND MUST BE MADE OUT IN FAVOUR OF “**MIH SHARE ISSUE ACCOUNT NO. 163**” AND **CROSSED “A/C PAYEE ONLY”** (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM). APPLICATIONS ACCOMPANIED BY ANY MODE OF PAYMENT OTHER THAN THOSE STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES WILL NOT BE ACCEPTED. DETAILS OF THE REMITTANCE MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED ON THE APPLICATION FORMS.

- (3) AN APPLICANT SHOULD STATE HIS CDS ACCOUNT NUMBER IN THE SPACE PROVIDED IN THE APPLICATION FORM IF HE PRESENTLY HAS SUCH AN ACCOUNT. WHERE AN APPLICANT DOES NOT PRESENTLY HAVE A CDS ACCOUNT, HE SHOULD STATE IN HIS APPLICATION FORM HIS PREFERRED ADA CODE.

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**


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- (4) THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM) MUST BE WRITTEN ON THE REVERSE SIDE OF THE BANKER'S DRAFT, CASHIER'S ORDER, ATM STATEMENT, MONEY ORDER, CHEQUES ISSUED BY PARTICIPATING LICENSED FINANCE COMPANIES OR GUARANTEED GIRO ORDER (GGO) FROM BANK SIMPANAN NASIONAL.
- (5) The Directors of the Company reserve the right to require any successful applicant to appear in person at the registered office of MIH within fourteen(14) days of the date of the notice issued to him/her to ascertain the regularity or propriety of the application. The Directors of the Company 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.
- (6) The Directors of the Company 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.
- (7) The Directors of the Company reserve the right not to accept any application or accept any application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the shares to a reasonable number of applicants with a view to establishing an adequate market for the shares.
- (8) 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 twenty one (21) days from the date of the final ballot of the Application Lists by registered post at the address shown on the Application Form at the applicant's own risk.
- (9) MIH reserves the right to bank in all application monies from unsuccessful Bumiputera applicants and partially-successful applicants, which would subsequently be refunded without interest by registered post.
- (10) PLEASE DIRECT ALL ENQUIRIES IN RESPECT OF THE FORM OF APPLICATION TO MIH.

**14.9 Terms and Conditions for Electronic Share Applications**

The procedures for Electronic Share Applications at ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions (the "**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 14.10 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.

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**

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In the case of Electronic Share Applications, only an applicant who is an individual with a CDS Account is eligible to utilise the facility.

The applicant must have an existing bank account with, and be an ATM cardholder of, one of the Participating Financial Institutions before he 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 Electronic Share Application transaction, the applicant will receive a computer-generated transaction slip ("**Transaction Record**"), confirming the details of his 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 the Company or the Issuing House. The Transaction Record is for retention by the applicant and should not be submitted with any Application Form.

Upon the closing of the offer for the application for the Public Issue and Offer Shares on 24 February 2000 at 8.00 p.m. ("**Closing Date and Time**"), the Participating Financial Institution shall submit a magnetic tape containing its respective customers' applications for the Public Issue and Offer Shares to MIH as soon as practicable but not later than 12.00 p.m. of the 2<sup>nd</sup> 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 has an account and its branches, subject to the applicant making only one application. An applicant who has a bank account with a Participating Financial Institution and has been issued an ATM card and will be allowed to apply for shares via an ATM of that Participating Financial Institution which is situated in another country or place outside Malaysia, subject to the applicant making only one application.

AN APPLICANT MUST ENSURE THAT HE USES HIS 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 ENTERS HIS OWN CDS ACCOUNT NUMBER WHEN USING AN ATM CARD ISSUED TO HIM IN HIS OWN NAME. HIS APPLICATION WILL BE REJECTED IF HE FAILS TO COMPLY WITH THE FOREGOING.

The Electronic Share Application shall be made on, and subject to, the terms and conditions contained in Section 14.9 as well as the terms and conditions appearing below:-

- (a) The Electronic Share Application shall be made in connection with and subject to the terms of this Prospectus and the Memorandum and Articles of Association of the Company.
- (b) 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:-
  - I have attained 18 years of age as at the closing date of the share application.
  - I am a Malaysian citizen residing in Malaysia

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**


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- I have read the relevant Prospectus and understood and agreed with the terms and conditions of this application.
- This is the only application that I am submitting.
- I hereby give consent to the Participating Financial Institution and MCD to disclose information pertaining to myself and my account with the Participating Financial Institution and MCD to the Issuing House 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 Institution. By doing so, the applicant shall be treated as signifying his 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 MCD, as the case may be, of any of the applicant's particulars to the relevant Issuing House, or any relevant regulatory bodies.

- (c) THE APPLICANT CONFIRMS THAT HE IS NOT APPLYING FOR SHARES AS NOMINEE OF ANY OTHER PERSON AND THAT ANY ELECTRONIC SHARE APPLICATION THAT HE MAKES IS MADE BY HIM AS BENEFICIAL OWNER. THE APPLICANT SHALL ONLY MAKE ONE ELECTRONIC SHARE APPLICATION AND SHALL NOT MAKE ANY OTHER APPLICATION FOR THE SAID SHARES, WHETHER AT THE ATMS OF ANY PARTICIPATING FINANCIAL INSTITUTION OR ON THE PRESCRIBED APPLICATION FORMS.
- (d) The applicant must have sufficient funds in his account with the relevant Participating Financial Institution at the time he makes his Electronic Share Application, failing which his 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.
- (e) 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 Electronic Share Application. In the event that the Company 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 confirmation (by his action of pressing the designated key on the ATM) of the number of shares applied for shall signify, and shall be treated as, his 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 the Company.
- (f) The Company reserves the right to reject any Electronic Share Application or accept any Electronic Share Application in part only without assigning any reason therefor. Due consideration will be given to the desirability of allotting or allocating the shares to a reasonable number of applicants with a view to establishing an adequate market for the shares.

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**


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- (g) Where an Electronic Share Application is not successful or successful in part only, the relevant Participating Financial Institution 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 MIH. MIH shall inform the Participating Financial Institutions of the non-successful or partially successful applications within two(2) market days of the balloting date. The applicant may check their accounts on the fifth market day from the balloting date.

Where an Electronic Share Application is successful in part only, the relevant Participating Financial Institution will credit the balance 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 the Issuing House. 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 MIH by way of cheques issued by MIH. The cheques will be issued not later than 21 days from the day of the final ballot of the application list.

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

- (h) The applicant requests and authorises the Company:-
- (i) to credit the shares allotted or allocated to the applicant into the CDS account of the applicant; and
  - (ii) to issue share certificate(s) representing such shares allotted or allocated in the name of MCD Nominees Sdn Bhd and send the same to MCD.
- (i) The applicant, acknowledging that his 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 the Company, the Issuing House or the Participating Financial Institution, irrevocably agrees that if:-
- (i) the Company or MIH does not receive the applicant's Electronic Share Application; and
  - (ii) 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 the Company or MIH,

the applicant shall be deemed not to have made an Electronic Share Application and the applicant shall not claim whatsoever against the Company, MIH or the Participating Financial Institutions for the shares applied for or for any compensation, loss or damage.

- (j) All particulars of the applicant in the records of the relevant Participating Financial Institution at the time he makes his Electronic Share Application shall be deemed to be true and correct and the Company, MIH and the relevant Participating Financial Institution shall be entitled to rely on the accuracy thereof.

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**

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- (k) The applicant shall ensure that his personal particulars as recorded by both MCD and the relevant Participating Financial Institution are correct and identical. Otherwise, his Electronic Share Application is liable to be rejected. The applicant must inform MCD promptly of any change in address failing which the notification letter of successful allotment or allocation will be sent to his registered address last maintained with MCD.
- (l) By making and completing an Electronic Share Application, the applicant agrees that:-
- (i) in consideration of the Company agreeing to allow and accept the making of any application for shares via the Electronic Share Application facility established by the Participating Financial Institutions at their respective ATMs, his Electronic Share Application is irrevocable;
  - (ii) the Company, the Participating Financial Institutions, MCD and MIH shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his Electronic Share Application to the Company due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
  - (iii) notwithstanding the receipt of any payment by or on behalf of the Company, the acceptance of the offer made by the applicant to subscribe and purchase the shares for which the applicant's Electronic Share Application has been successfully completed shall be constituted by the issue of notices of successful allotment for prescribed securities, in respect of the said shares;
  - (iv) the applicant irrevocably authorises MCD to complete and sign on his behalf as transferee or renounee any instrument of transfer and/or other documents required for the issue or transfer of the shares allotted or allocated to the applicant; and
  - (v) the Company agree that, in relation to any legal action or proceedings arising out of or in connection with the contract between the parties and/or Electronic Share Application Scheme and/or 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 regulatory bodies and that the Company irrevocably submits to the jurisdiction of the Courts of Malaysia.
- (m) The Directors of the Company reserve the right to require any successful applicant to appear in person at the registered office of MIH within fourteen (14) days of the date of the notice issued to him/her to ascertain the regularity or propriety of the application. The Directors of the Company 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.
- (n) The Directors of the Company reserve the right to reject applications which do not conform to these instructions.

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**14. PROCEDURE FOR APPLICATION AND ACCEPTANCE... cont'd**

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- (o) Electronic Share Applications may be made through an ATM of the following Participating Financial Institutions and their branches:-
- ARAB-MALAYSIAN BANK BERHAD;
  - ARAB-MALAYSIAN FINANCE BERHAD;
  - BUMIPUTERA -COMMERCE BANK BERHAD; (at selected branches in Klang Valley only)
  - HSBC BANK MALAYSIA BERHAD;
  - MALAYAN BANKING BERHAD;
  - MAYBAN FINANCE BERHAD;
  - OCBC BANK (MALAYSIA) BERHAD;
  - ORIENTAL BANK BERHAD;
  - STANDARD CHARTERED BANK MALAYSIA BERHAD. (at selected branches only)
- (p) A surcharge of RM2.50 per Electronic Share Application will be charged by the respective Participating Financial Institution.

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

- (a) Applicant must have an account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account.
- (b) Applicant must have a CDS account.
- (c) Applicant is to apply for the IPO Share via the ATM of the Participating Financial Institution by choosing the Electronic Share Application option. Mandatory statements required in the application is set out on Section 14.9 of the Terms and Conditions for Electronic Share Applications. Applicant is to enter at least the following information through the ATM where the instructions on the ATM screen at which he enters his Electronic Share Application requires him to do so:-
- Personal Identification Number (PIN).
  - Share Issue Number.
  - CDS Account Number.
  - Number of Shares applied for and/or the Ringgit amount to be debited from the account.
  - Confirmation of several mandatory statements.