

APPENDIX PN12/2001-A

Additional contents of circular to shareholders for shareholders' mandate

- (1) A heading drawing attention to the importance of the circular and advising holders of shares who are in any doubt as to what action to take to consult appropriate independent professional advisers;
- (2) (Deleted)
- (3) A statement that the Bursa Malaysia Securities Berhad takes no responsibility for the contents of the circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the document;
- (4) The principal business activity of the listed issuer and its subsidiaries, the details of the nature of the Recurrent Transactions contemplated under the Mandate including the activities, products, and the aggregate value of the respective Recurrent Transactions contemplated under the Mandate, where possible and the details of the class of related parties with whom the Recurrent Transactions will be carried out including the relationship with the listed issuer and the names of these parties, where possible;
- (5) The listed issuer's procedures to ensure that the Recurrent Transactions contemplated under the Mandate are undertaken on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders;
- (6) The audit committee's view on whether the procedures above are sufficient to ensure that Recurrent Transactions are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders;
- (7) The interest, direct or indirect, of the directors and/or major shareholders and/or persons connected with a director or major shareholder in the proposal and the related party's direct and indirect shareholdings in the listed issuer;
- (8) A statement that the interested directors have abstained and/or will abstain from board deliberation and voting on the relevant resolution;
- (9) A statement that the director, major shareholder and/or person connected with a director or major shareholder, which has/have any interest, direct or indirect, in the proposal will abstain from voting in respect of his/their direct and/or indirect shareholdings. Where the person connected with a director or major shareholder has any interest, direct or indirect, in the proposal, a statement that the director or major shareholder concerned will also abstain from voting in respect of his direct and/or indirect shareholdings. Further, a statement that such interested director and/or major

shareholder has/have undertaken that he/they shall ensure that the persons connected with him/them will abstain from voting on the resolution approving the proposal at the general meeting;

- (10) A statement by the board of directors whether the proposal is in the best interest of the listed issuer and where a director disagrees with such statement, a statement by the director setting out the reasons and the factors taken into consideration in forming that opinion;
- (11) A recommendation from the board of directors (other than the interested directors) as to the voting action that shareholders should take;
- (12) An appendix containing the following information:-
 - (a) a responsibility statement by the directors that the circular has been seen and approved by the directors of the listed issuer and that they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries to the best of their knowledge and belief there are no other facts the omission of which would make any statement in the circular misleading;
 - (b) where a person is named in the circular as having advised the listed issuer or its directors, a statement that such adviser or expert has given and has not withdrawn its written consent to the inclusion of the adviser's or expert's name and/or letter (where applicable) in the form and context in which it is included;
 - (c) a statement of all material contracts (not being contracts entered into in the ordinary course of business) entered into by the listed issuer and/or its subsidiaries within 2 years immediately preceding the date of the circular. The following particulars shall be disclosed in respect of each such contract:-
 - (i) the date of the contract;
 - (ii) the parties of the contract;
 - (iii) the general nature; and
 - (iv) the consideration and mode of satisfaction thereof;
 - (d) a statement of all material litigation, claims or arbitration involving the listed issuer and/or any of its subsidiaries, including those pending or threatened against such companies. The following particulars shall be disclosed:-
 - (i) the background;
 - (ii) the date of the suit;
 - (iii) the names of the plaintiff(s) and defendant(s);
 - (iv) the estimate of the maximum exposure to liabilities;
 - (v) directors'/solicitors' opinion of the outcome; and
 - (vi) the status;

- (e) a statement that for a period from the date of the circular to the date of the general meeting the following documents (or copies thereof) may be inspected at the registered office of the listed issuer:-
- (i) the memorandum and articles of association;
 - (ii) the audited accounts of the listed issuer/group for the past 2 financial years and the latest unaudited results since the last audited accounts;
 - (iii) all reports, letters or other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in the circular;
 - (iv) the letters of consent referred to in subparagraph (12)(b) above;
 - (v) the material contracts referred to in subparagraph (12)(c) above; and
 - (vi) the relevant cause papers in respect of material litigation referred to in subparagraph (12)(d) above; and
- (13) any other information concerning the proposal as shareholders and their professional advisers would reasonably require and would reasonably expect to find in the circular for the purposes of making an informed assessment as to the merits of approving the proposal and the extent of the risks involved in doing so.