



Our Ref: WKY/JE/(asu)/LD07 /06

8 May 2006

The Company Secretary
(Listed Issuers)

Dear Sir/Madam

ANNUAL REPORT CHECKLIST MESDAQ MARKET COMPANIES

We refer to the above.

Please note that issuers listed on the MESDAQ Market are now required to complete an Annual Report Checklist when furnishing their annual reports to Bursa Securities. This Checklist is intended to facilitate compliance with the Listing Requirements for preparation of Annual Reports.

The Annual Report Checklist for MESDAQ companies is attached for your reference. Kindly contact R.Araassu at 03 -20347000 ext 7349 should you require any clarification.

Thank you.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Wong Kay Yong", written over the printed name.

WONG KAY YONG
Head
Listing Compliance
Group Regulations

Encl.

CHECKLIST
ANNUAL REPORT ("AR") YEAR 200...
FINANCIAL YEAR END :

COMPANY NAME:

No	Subject	Details	Rule Number of Listing Requirements	Page & Section Number of AR
1	Information	Unless otherwise specified, the information provided in the annual report must be made up to a date not earlier than 6 weeks from the date of notice of AGM in the AR.	9.28(2)	
2	Statement Accompanying Notice of AGM	Further details of individuals standing for election as directors:- (a) name, age, nationality, qualification, whether position is executive/non-executive & whether independent (b) working experience & occupation (c) any other directorships of public companies (d) securities holdings in the Company & its subsidiaries (e) family relationship with any directors and/or substantial shareholder of the Company (f) any conflict of interest that they have with the Company (g) list of convictions for offences within the past 10 years other than traffic offences or a negative statement	App 8B	
3	Resolution on Special Business	Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.	7.15	
4	Corporate Information	1) Name of Company Secretary 2) Address, telephone & fax no. of registered office 3) Address, telephone & fax no. of each office at which a register of securities is kept 4) Name, address & telephone no. of Sponsor	App 9C (5) App 9C (1) App 9C (2) App 9C(6)	
5	Directors Information CEO's Information	1) Name, age, nationality, qualification & position (executive/non-executive & whether independent) 2) Working experience & occupation 3) Date first appointed to the board 4) Details of any board committee to which he belongs 5) Any directorship of public companies 6) Any family relationship with any director and/or substantial shareholder 7) Any conflict of interest with Company 8) List of convictions for offences within the past 10 years other than traffic offences 9) No. of board meetings attended in the financial year ("FY") 10) 1/3 of the directors must be independent Name of CEO Where CEO is not a director: 1) Name, age, nationality, qualification 2) working experience 3) date first appointed to the Company 4) Details of any interest in securities of the Company or its subsidiaries 5) Any directorship of public companies 6) Any family relationship with any director and/or substantial shareholder 7) Any conflict of interest with Company 8) List of convictions for offences within the past 10 years other than traffic offences	App 9C (3) 15.02 App 9C(4)	
6	Managing Director ("MD")	MD who do not retire in accordance with Rule 7.26, disclose the fact and reasons	7.26 & Exchange's letter dated 8 May 2006	

CHECKLIST
ANNUAL REPORT ("AR") YEAR 200...
FINANCIAL YEAR END :

COMPANY NAME:

No	Subject	Details	Rule Number of Listing Requirements	Page & Section Number of AR
7	Audit Committee ("AC") Report	1) Composition of AC (at least 3 members) & directorship of members (indicate whether independent):- (a) name, designation (indicate chairman) (b) majority must be independent directors (c) chairman shall be an independent director 2) Terms of reference 3) No. of AC meetings held in the FY & attendance of each member 4) Summary of activities of the AC in the discharge of its functions & duties for the FY 5) Existence of an internal audit function/activity & a summary of the activities of the function/activity (If such function/activity does not exist, an explanation of the mechanisms that exist to enable the AC to discharge its functions effectively)	App 9C (7), 15.09(1)(a) & 15.15 15.15(3)(a) 15.09(b) 15.10 15.15(3)(b) 15.15(3)(c) 15.15(3)(d) 15.15(3)(e)	
8	Management's Discussion	Management's discussion which represents the collective view of the board setting out a balanced summary which includes:- 1) Brief description of industry trends & development 2) For technology companies, a brief of total R&D expenses spent for the year, an update on the research facilities and the technology development. 3) Discussion & analysis of group performance during the year & material factors underlying its results & financial position (emphasise trends & identify significant events/transactions during the FY) 4) Prospects of the Company	App 9C (8)	
9	Corporate Governance Disclosure	1) A statement of how the Company has applied the principles set out in Part of the Malaysian Code on Corporate Governance (MCCG) to their particular circumstances Part 1 - Principles of Corporate Governance A. Directors (i) The Board (ii) Board balance (iii) Supply of information (iv) Appointments to the Board (v) Re-election B. Directors Remuneration ("DR") (i) The level and make-up of remuneration (ii) Procedure (iii) Disclosure C. Shareholders (i) Dialogue between companies and investors (ii) The AGM D. Accountability and Audit (i) Financial reporting (ii) Internal control (iii) Relationship with Auditors 2) A statement on the extent of compliance with the Best Practices in Corporate Governance set out in Part 2 of MCCG which statement shall specifically identify & give reasons for any areas of non-compliance with Part 2 & alternatives to the Best Practices adopted by the Company, if any. 3) A statement explaining the board of directors' responsibility for preparing the Annual Audited Accounts 4) A statement about the state of internal control of the Company as a group	App 9C (9) / 15.25(a) MCCG Part 1 15.25(b) App 9C (10) / 15.26(a) App 9C (11) / 15.26(b)	

CHECKLIST
ANNUAL REPORT ("AR") YEAR 200...
FINANCIAL YEAR END :

COMPANY NAME:

No	Subject	Details	Rule Number of Listing Requirements	Page & Section Number of AR
10	Directors Remuneration	1) Aggregate remuneration of directors with categorisation (i.e. directors' fees, salaries, percentages, bonuses, commission, compensation for loss of office, benefits in kind based on an estimated money value) distinguishing between executive & non-executive directors; and 2) Number of directors whose remuneration falls in each successive band of RM50,000 (distinguish between executive & non-executive directors)	App. 9C (12)	
11	Board Meetings	No. held during the FY	App 9C (13)	
12	Utilisation of Proceeds	Brief explanation on the status of utilisation of proceeds raised from any proposal, if any	App 9C (14)	
13	Share Buy-backs	1) Share buy back during the year showing monthly breakdown - number of shares purchased , purchase price per share or the highest, lowest & average price paid & total consideration paid for such purchase(s) 2) Resale of treasury shares during the year showing monthly breakdown- number resold, resale price of each share or the highest, lowest & average resale price & total consideration received for such resale(s) 3) Details of shares retained as treasury shares during the FY 4) Details of shares cancelled during the FY	App 9C (15) / 12.24 / App 12D	
14	Options, Warrants or Convertible Securities	Amount exercised in the FY, if any	App. 9C (16)	
15	Depository Receipts ("DR")	A brief explanation on the DR programme sponsored by the company, including the following:- 1) The number and names of the custodians holding the securities for which the DRs are issued 2) The total number and percentage of the securities for which the DRs are issued against its issued and paid-up capital and a breakdown of the same in respect of the securities held by each custodian 3) The name of the depository bank 4) The stock market in which the DRs are traded (if applicable)	App. 9C (17)	
16	Sanctions and/or Penalties	Particulars of all sanctions and/or penalties imposed on the Company & its subsidiaries, directors or management by the relevant regulatory bodies. (only for penalties made public)	App. 9C (18)	
17	Non-audit fees	Amount of non-audit fees paid to external auditors or company affiliated to the auditors' firm for the FY	App. 9C (19)	
18	Variation in results	Where results differ by 10% or more from any profit estimate/ forecast/ projection/ unaudited results announced, an explanation & a reconciliation	App. 9C (20)	
19	Profit Guarantee	Any short fall in profit achieved compared to the profit guarantee (if any) & steps taken to recover the shortfall	App. 9C (21)	
20	Material Contracts	1) Particulars of material contracts of the Company & subsidiaries involving directors & substantial shareholders, either still subsisting at the end of the FY or entered into since the end of the previous FY including the following for each contract:- the date, the parties, the general nature, the consideration passing to or from the Company or any other company in the group, mode of satisfaction & relationship between director/substantial shareholder and the contracting party (if the director/substantial shareholder is not the contracting party) 2) If there are no such material contracts, a negative statement 3) Where the contract is a loan, the following information for each loan:- the names of the lender and borrower, relationship between borrower & director/substantial shareholder (if the director/substantial shareholder is not the borrower), purpose of loan, amount of loan, interest rate, terms as to payment of interest and repayment of principal, and security provided	App. 9C (22) App. 9C (23)	

CHECKLIST
ANNUAL REPORT ("AR") YEAR 200...
FINANCIAL YEAR END :

COMPANY NAME:

No	Subject	Details	Rule Number of Listing Requirements	Page & Section Number of AR																					
21	Analysis of Shareholding	Incorporate a statement made up to a date not earlier than 6 weeks from date of notice of AGM in the AR as the following:- 1) List of substantial shareholders (excluding bare trustees) with direct & deemed interest stating number & % of shares in which they have an interest as shown in the register of substantial shareholders of the listed issuer	9.28(2) & App 9C (24)																						
	AR date : Statement date:	2) Direct & deemed interest of each director (number & %) in the Company or in a related corporation, appearing in the register maintained under section 134 of the Companies Act, 1965 3) No. of holders of each class of equity securities and any convertible securities and the voting rights attaching to each class 4) Distribution schedule of each class of equity securities and any convertible securities: <table><thead><tr><th>No. of Holders</th><th>Holdings</th><th>Total Holdings %</th></tr></thead><tbody><tr><td>less than 100</td><td></td><td></td></tr><tr><td>100 to 1,000</td><td></td><td></td></tr><tr><td>1,001 to 10,000</td><td></td><td></td></tr><tr><td>10,001 to 100,000</td><td></td><td></td></tr><tr><td>100,001 to less than 5% of issued shares</td><td></td><td></td></tr><tr><td>5% and above of issued shares</td><td></td><td></td></tr></tbody></table> 5) Names of the 30 largest securities accounts holders from each class of equity securities and convertible securities according to the Record of Depositors (without aggregating the securities from different securities accounts belonging to the same person) and the number and % of equity securities and convertible securities of each class held. (For account holders which are authorised nominees, information in the account qualifier field of the securities account must also be stated.)	No. of Holders	Holdings	Total Holdings %	less than 100			100 to 1,000			1,001 to 10,000			10,001 to 100,000			100,001 to less than 5% of issued shares			5% and above of issued shares				
No. of Holders	Holdings	Total Holdings %																							
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10,001 to 100,000																									
100,001 to less than 5% of issued shares																									
5% and above of issued shares																									
22	Revaluation Policy	A statement on revaluation policy on landed properties for the FY	App 9C (25)																						
23	List of Properties	Particulars of each property of the Company or its subsidiaries which net book value is 5% or more of the consolidated total assets of the Company as follows as at end of FY ("material properties") (If the number of material properties is less than 10, particulars of top 10 properties in terms of the highest net book value, including the material properties, as at end of FY): 1) Address 2) Brief description (land or buildings, approx. areas, etc) 3) Existing use (shops, offices, factories, residential, etc) 4) Tenure (i.e. freehold, or leasehold and if leasehold, the date of expiry of the lease) 5) Age of buildings 6) Net book value 7) If revaluation was done, date of last revaluation. If none, the date of acquisition	App 9C (26)																						

CHECKLIST
ANNUAL REPORT ("AR") YEAR 200...
FINANCIAL YEAR END :

COMPANY NAME:

No	Subject	Details	Rule Number of Listing Requirements	Page & Section Number of AR															
24	ESOS (New Requirements)	<p>1) A statement by the audit committee in relation to the allocation of options pursuant to a share scheme for employees as required under Rule 8.24.</p> <p>2) A breakdown of the options offered to and exercised (if any) by non-executive directors pursuant to a share scheme for employees in respect of the financial year in tabular form as follows:-</p> <table><tr><td>Name of director</td><td>Amount of options offered</td><td>Amount of options exercised</td></tr><tr><td>1.</td><td></td><td></td></tr><tr><td>2.</td><td></td><td></td></tr><tr><td>3.</td><td></td><td></td></tr><tr><td>Total</td><td></td><td></td></tr></table>	Name of director	Amount of options offered	Amount of options exercised	1.			2.			3.			Total			<p>App 9C (27)</p> <p>App 9C (28)</p>	
Name of director	Amount of options offered	Amount of options exercised																	
1.																			
2.																			
3.																			
Total																			
25	Directors' training	<p>A statement by the board of directors containing a brief description on the type of training that the directors have attended for the financial year. Where any of the directors have not attended any training during the financial year, to state the reasons thereof for each director.</p> <p>1) Have the directors attended training during the financial year?</p> <p>2) Where any of the directors have not attended any training during the financial year, has the reasons been disclosed in the annual report?</p>	App 9C (29) / 15.08(2)																
26	Recurrent related party transactions ("RRPT") of revenue nature	<p>Breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the FY where:-</p> <p>(i) the consideration, value of the assets, capital outlay or cost of the aggregated transactions is equal to or exceeds RM1 million; or</p> <p>(ii) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,</p> <p>whichever is lower based on :-</p> <p>1) Type of RRPT</p> <p>2) names of related parties involved in each type of RRPT & relationship with listed company</p>	<p>10.09(1)(b)</p> <p>Section 4.1.5, GN 8/2006</p>																
27	Accounts	Statutory declaration in relation to the accounts shall be signed by a person who fulfils the requirements of Rule 9.29 .	9.29																

Name of Secretary:

Signature:

Date:

Notes:-

- 1 Please refer to the Exchange's letter dated 8 May 2006 on the effective dates and periods for compliance of the relevant requirements referred to above.