

TABLE 1: INDICATIVE PRINCIPAL TERMS OF ICPS-C

| Terms | Details |
|-----------------------|---|
| Issue | 22,730,430 ICPS-C on the assumption that the Proposed Rights Issue is subscribed at Minimum Subscription Amount 22,522,574 ICPS-C on the assumption that the Proposed Rights Issue is subscribed in full |
| Issue Price | At RM1.10 each |
| Form and Denomination | The ICPS-C shall be issued in registered form in denominations and multiples of RM0.10 |
| Tenure | Five (5) years from the date of issuance |
| Maturity Date | On the day before the fifth (5 th) anniversary of the date of issuance |
| Dividend | Nil |
| Rights | <p>The rights entitled by the ICPS-C holders are as follows:</p> <ul style="list-style-type: none"> <i>Changes in capital</i> <p>SHB may create and issue further preference shares ranking in all respects pari passu with, but not in priority to the ICPS-C save with the requisite approval of the ICPS-C holders. Subject to such approval, the issue of further preference shares ranking in priority to or not in pari passu with the ICPS-C will be deemed to be a variation of the special rights attaching to such ICPS-C</p> <i>Voting rights and the rights to receive notices</i> <p>An ICPS-C does not carry any right to vote at any general meeting of SHB, nor the right to receive notices of meetings except for the right to receive notices of any general meeting and to attend and vote in person or by proxy or by attorney at such meeting where the business of the meeting includes the consideration of a resolution to:</p> <ol style="list-style-type: none"> reduce the capital of SHB; wind-up SHB; dispose of the whole of the Company's property, business and undertaking; alter the Articles of Association of SHB which affects the rights of the ICPS-C holders; or vary or abrogate any of the special rights or conditions attached to the ICPS-C <p>In respect of (a), (b) and (c) above, the voting rights of the ICPS-C holders shall be prescribed in such a manner that ten (10) ICPS-C shall carry the same voting power of a SHB Share</p> <i>Directorship</i> <p>The ICPS-C does not entitle any holders to be represented on the Board of Directors of SHB</p> <i>Rights to receive reports</i> <p>The ICPS-C holders shall have the right to receive reports and accounts, being the same as those which ordinary shareholders are entitled to receive</p> |

| Terms | Details |
|---|--|
| Conversion | The conversion of the ICPS-C shall be by tendering one (1) unit of ICPS-C for conversion into new SHB Shares of which RM0.10 is paid-up. The remaining RM0.90 shall be paid up from the share premium reserve of SHB |
| Conversion Rights | <p>The holders of the ICPS-C will have the right to convert the ICPS-C at the specified conversion price from the fourth (4th) anniversary date of its issuance until the maturity date</p> <p>Unless previously converted, all outstanding ICPS-C will be mandatorily converted by SHB into new SHB Shares by tendering one (1) unit of ICPS-C for conversion into new SHB Shares of which RM0.10 is paid-up. The remaining RM0.90 shall be paid up from the share premium reserve of SHB</p> <p>SHB shall maintain sufficient Share Premium Reserve of up to RM20,457,387 at all times to allow the conversion of outstanding ICPS-C into SHB Shares as per above throughout the tenure of ICPS-C</p> |
| Redeemability | Not redeemable for cash |
| Listing | An application will be made for the admission to the Official List of the Main Board of the KLSE and for the listing of and quotation for the ICPS-C and the new SHB Shares to be issued pursuant to the conversion thereof on the Main Board of the KLSE |
| Status | The ICPS-C will rank in priority to SHB Shares but shall rank after the ICPS-A, ICPS-B1, ICPS-B2 and ICPS-D in respect of return of capital on liquidation or otherwise for the par value of the ICPS-C provided that there shall be no further right to participate in the surplus assets or profits of SHB |
| Board Lot | The ICPS-C are tradeable upon listing in board lots of 1,000 units of RM0.10 per unit |
| Ranking of the New SHB Shares From Conversion | The new SHB Shares to be issued pursuant to the conversion of the ICPS-C shall, upon allotment and issue, rank pari passu in all respects with the existing SHB Shares, save and except that they will not be entitled to any dividend or distributions made prior to the conversion date of the ICPS-C |

TABLE 2: ISSUED AND PAID-UP SHARE CAPITAL

The effects of the Proposed MA Sepang Debt Settlement including the Proposals on the issued and paid-up share capital of SHB assuming that none of the existing warrants of SHB (“Warrants 1994/2004”) will be exercised into new SHB Shares are as follows:

| | | |
|------------------|---|--|
| Minimum Scenario | : | Assuming the remaining ICPS-A after the Proposed ICPS-A Conversion and all ICPS-D will be converted into new SHB Shares by way of surrendering the equivalent par value of ICPS-A/ICPS-D to satisfy the conversion price of RM1.10 per SHB Share |
| Maximum Scenario | : | Assuming all ICPS-A and ICPS-D will be converted into new SHB Shares by way of tendering for conversion one (1) unit of ICPS-A/ICPS-D and the remaining balance by cash/RTL outstanding to satisfy the conversion price of RM1.10 per SHB Share |

- (i) Based on the assumption that the Proposed Right Issue is subscribed at the Minimum Subscription Amount

| | Minimum Scenario No. of SHB Shares ‘000 | Maximum Scenario No. of SHB Shares ‘000 |
|--|--|--|
| Existing as at 31 December 2001 | 121,214 | 121,214 |
| Proposed Capital Reduction and Consolidation | (118,790) | (118,790) |
| | <u>2,424</u> | <u>2,424</u> |
| To be issued pursuant to the Proposed Restricted Issue | 7,273 | 7,273 |
| To be issued pursuant to the Proposed Rights Issue | 16,970 | 16,970 |
| To be issued pursuant to the Proposed Creditors Scheme | 31,797 | 31,797 |
| To be issued pursuant to the Proposed Assets Injection | 23,636 | 23,636 |
| | <u>82,100</u> | <u>82,100</u> |
| To be issued pursuant to the Proposed ICPS-A Conversion | 20,000 | 20,000 |
| To be issued pursuant to the conversion of the ICPS-A | 22,975 | 252,732 |
| To be issued pursuant to the conversion of the ICPS-B1 and ICPS-B2 | 115,369 | 115,369 |
| To be issued pursuant to the conversion of the ICPS-C ⁽³⁾ | 22,730 | 22,730 |
| To be issued pursuant to the conversion of the ICPS-D | ⁽¹⁾ 6,504 | ⁽²⁾ 71,543 |
| | <u>269,678</u> | <u>564,474</u> |

Notes:

⁽¹⁾ Based on the assumption that the RTL has been fully repaid and all of the 71.543 million ICPS-D are converted into new SHB Shares at the conversion price of RM1.10 per SHB Share by tendering equivalent par value of ICPS-D for one (1) SHB Share

⁽²⁾ Based on the assumption that the assets under the Proposed Disposals have been disposed at the FSV and the balance of RTL amounting to RM71.543 million remain outstanding

⁽³⁾ Including the 7,808,742 ICPS-C to be issued pursuant to the Proposed MA Sepang Debt Settlement

(ii) Based on the assumption that the Proposed Right Issue is subscribed in full

| | Minimum Scenario | Maximum Scenario |
|--|---------------------------------------|---------------------------------------|
| | No. of SHB Shares '000 | No. of SHB Shares '000 |
| Existing as at 31 December 2001 | 121,214 | 121,214 |
| Proposed Capital Reduction and Consolidation | (118,790) | (118,790) |
| | <u>2,424</u> | <u>2,424</u> |
| To be issued pursuant to the Proposed Restricted Issue | 7,273 | 7,273 |
| To be issued pursuant to the Proposed Rights Issue | 22,626 | 22,626 |
| To be issued pursuant to the Proposed Creditors Scheme | 31,631 | 31,631 |
| To be issued pursuant to the Proposed Assets Injection | 23,636 | 23,636 |
| | <u>87,590</u> | <u>87,590</u> |
| To be issued pursuant to the Proposed ICPS-A Conversion | 20,000 | 20,000 |
| To be issued pursuant to the conversion of the ICPS-A | 31,240 | 343,642 |
| To be issued pursuant to the conversion of the ICPS-B1 and ICPS-B2 | 114,365 | 114,365 |
| To be issued pursuant to the conversion of the ICPS-C ⁽³⁾ | 22,523 | 22,523 |
| To be issued pursuant to the conversion of the ICPS-D | ⁽¹⁾ 6,077 | ⁽²⁾ 66,852 |
| | <u>281,795</u> | <u>654,972</u> |

Notes:

⁽¹⁾ Based on the assumption that the RTL has been fully repaid and all of the 66.852 million ICPS-D are converted into new SHB Shares at the conversion price of RM1.10 per SHB Share by tendering equivalent par value of ICPS-D for one (1) SHB Share

⁽²⁾ Based on the assumption that the assets under the Proposed Disposals have been disposed at the FSV and the balance of RTL amounting to RM66.852 million remain outstanding

⁽³⁾ Including the 7,808,742 ICPS-C to be issued pursuant to the Proposed MA Sepang Debt Settlement

TABLE 3: EFFECTS ON NTA/NL

The effects of the Proposed MA Sepang Debt Settlement including the Proposals on the consolidated NTA of SHB based on the audited consolidated financial statements of SHB as at 31 December 2001 assuming that none of the Warrants 1994/2004 will be exercised into new SHB Shares are as follows:

(i) Based on the assumption that the Proposed Rights Issue is subscribed at the Minimum Subscription Amount

| | | I | II | III | IV | V | (7)After V and assuming full conversion of the ICPS-A, ICPS- B1, ICPS-B2, ICPS-C and ICPS-D | (8)After V and assuming full conversion of the ICPS-A, ICPS-B1, ICPS-B2, ICPS-C and ICPS-D |
|-------------------------------|--|--|--|--|---|--|---|---|
| | Audited as at 31/12/2001 RM'000 | (1) After the Eden Corporate Proposal RM'000 | After I and Proposed Capital Reduction and Consolidation RM'000 | After II, Proposed Restricted Issue and Proposed Rights Issue RM'000 | After III, Proposed Creditors Scheme, Proposed MA Sepang Debt Settlement, Proposed Assets Injection and Proposed Additional Issue RM'000 | After IV and Proposed ICPS-A Conversion RM'000 | | |
| Share capital | | | | | | | | |
| - SHB Shares | 121,214 | 121,214 | 2,424 | 26,667 | 82,100 | 102,100 | 269,678 | 564,474 |
| - ICPS-A | - | - | - | 27,273 | 27,273 | 25,273 | - | - |
| - ICPS-B1 | - | - | - | - | 5,769 | 5,769 | - | - |
| - ICPS-B2 | - | - | - | - | 5,768 | 5,768 | - | - |
| - ICPS-C | - | - | - | - | 2,273 | 2,273 | - | - |
| - ICPS-D | - | - | - | - | 7,154 | 7,154 | - | - |
| | 121,214 | 121,214 | 2,424 | 53,940 | 130,337 | 148,337 | 269,678 | 564,474 |
| Share premium | 45,258 | 45,258 | - | - | (4) 139,514 | 141,514 | 20,172 | (9) 49,651 |
| Exchange fluctuation reserve | 900 | (587) | (587) | (587) | (587) | (587) | (587) | (587) |
| Accumulated losses | (528,252) | (504,134) | (2) (340,086) | (3) (345,086) | (5) (165,756) | (165,756) | (216,637) | (307,874) |
| Shareholders' funds/(deficit) | (360,880) | (338,249) | (338,249) | (291,733) | 103,508 | 123,508 | 72,626 | 305,664 |
| Intangibles | (2,090) | (2,090) | (2,090) | (2,090) | (6) (8,090) | (8,090) | (8,090) | (8,090) |
| | (362,970) | (340,339) | (340,339) | (293,823) | 95,418 | 115,418 | 64,536 | 297,574 |
| NTA/(NL) per share | (2.99) | (2.81) | (140.40) | (5.71) | 0.38 | 0.43 | 0.24 | 0.53 |

Notes:

- (1) *After taking into account the effects of the deconsolidation of Eden pursuant to a corporate restructuring proposal currently being implemented ("Eden Corporate Proposal") wherein upon completion, Eden shall cease to be a subsidiary of SHB.*
- (2) *After taking into account the set-off of the share premium against the accumulated losses of the Company and the credit of RM118.790 million arising from the Proposed Capital Reduction and Consolidation.*
- (3) *After taking into account of estimated expenses of RM5.0 million in relation to the Proposals.*
- (4) *Including the share premium of RM5.543 million arising from the issuance of SHB Shares at an issue price of RM1.10 per share pursuant to the Proposed Creditors Scheme and Proposed Assets Injection, RM96.823 million arising from the issuance of ICPS-B1, ICPS-B2 and ICPS-C, all at an issue price of RM1.10 per share pursuant to the Proposed Creditors Scheme and Proposed MA Sepang Debt Settlement RM36.878 million arising from the issuance of ICPS-B1 and ICPS-B2, all at an issue price of RM1.00 per share pursuant to the Proposed Creditors Scheme and RM270,000 arising from the issuance of ICPS-B1, ICPS-B2 and ICPS-C pursuant to the Proposed Additional Issue.*
- (5) *After taking into account of the following:*
 - (i) *compensation of RM40.976 million payable to the FI Lenders pursuant to the Proposed Creditors Scheme;*
 - (ii) *exceptional gain of RM223.112 million arising from the proposed waiver on the amount due to the Scheme Creditors pursuant to the Proposed Creditors Scheme;*
 - (iii) *additional interest to be accrued on redemption of the hire purchase and lease of RM4.746 million pursuant to the Proposed Creditors Scheme; and*
 - (iv) *adjustment for over accrued interest charges amounting to RM1.940 million;*
- (6) *Including the goodwill of RM6 million arising from the Proposed Assets Injection, computed based on the assumption that the aggregate NTA of the Acquiree Companies shall be RM20 million upon completion of the Proposed Assets Injection as warranted by the respective vendors.*
- (7) *Based on the assumption that:*
 - (i) *all ICPS-D and the remaining ICPS-A after the Proposed ICPS-A Conversion shall be converted into new SHB shares by way of surrendering equivalent par value of the ICPS-A/ICPS-D to satisfy the conversion price of RM1.10 per SHB Share; and*
 - (ii) *the assets and properties under the Proposed Disposals are sold at the OMV, resulting in loss on disposals of RM27.157 million and the estimated expenses in relation to the Proposed Disposals of RM23.724 million are incurred.*
- (8) *Based on the assumption that:*
 - (i) *the remaining ICPS-A after the Proposed ICPS-A Conversion shall be converted into new SHB shares by way of tendering equivalent par value of the ICPS-A and the remaining balance in cash to satisfy the conversion price of RM1.10 per SHB Share;*
 - (ii) *all ICPS-D shall be converted into new SHB shares by way of tendering equivalent par value of the ICPS-D and the remaining balance through the crediting of the RM71.543 million RTL outstanding to satisfy the conversion price of RM1.10 per SHB Share; and*
 - (iii) *the assets and properties under the Proposed Disposals are sold at the FSV, resulting in loss on disposals of RM121.016 million and the estimated expenses in relation to the Proposed Disposals of RM21.102 million are incurred.*
- (9) *Including the share premium of RM32.427 million arising from the conversion of the remaining ICPS-A and ICPS-D at the conversion price of RM1.10 per SHB Share.*

(ii) Based on the assumption that the Proposed Rights Issue is subscribed in full

| | I | II | III | IV | V | | |
|-------------------------------|--|--|--|--|--|---|---|
| | | | | After III, Proposed Creditors Scheme, Proposed MA Sepang Debt Settlement, Proposed Assets Injection and Proposed Additional Issue RM'000 | | | |
| | (1) After the Eden Corporate Proposal RM'000 | After I and Proposed Capital Reduction and Consolidation RM'000 | After II, Proposed Restricted Issue and Proposed Rights Issue RM'000 | | After IV and Proposed ICPS-A Conversion RM'000 | (7)After V and assuming full conversion of the ICPS-A, ICPS-B1, ICPS-B2, ICPS-C and ICPS-D RM'000 | (8)After V and assuming full conversion of the ICPS-A, ICPS-B1, ICPS-B2, ICPS-C and ICPS-D RM'000 |
| Share capital | | | | | | | |
| - SHB Shares | 121,214 | 121,214 | 2,424 | 32,323 | 87,590 | 107,590 | 281,795 |
| - ICPS-A | - | - | - | 36,365 | 36,365 | 34,365 | - |
| - ICPS-B1 | - | - | - | - | 5,718 | 5,718 | - |
| - ICPS-B2 | - | - | - | - | 5,718 | 5,718 | - |
| - ICPS-C | - | - | - | - | 2,252 | 2,252 | - |
| - ICPS-D | - | - | - | - | 6,685 | 6,685 | - |
| | 121,214 | 121,214 | 2,424 | 68,688 | 144,328 | 162,328 | 281,795 |
| Share premium | 45,258 | 45,258 | - | - | (4) 138,348 | 140,348 | (9) 58,206 |
| Exchange fluctuation reserve | 900 | (587) | (587) | (587) | (587) | (587) | (587) |
| Accumulated losses | (528,252) | (504,134) | (2) (340,086) | (3) (345,086) | (5) (165,140) | (165,140) | (216,021) |
| Shareholders' funds/(deficit) | (360,880) | (338,249) | (338,249) | (276,985) | 116,949 | 136,949 | 86,075 |
| Intangibles | (2,090) | (2,090) | (2,090) | (2,090) | (6) (8,090) | (8,090) | (8,090) |
| | (362,970) | (340,339) | (340,339) | (279,075) | 108,859 | 128,859 | 77,985 |
| NTA/(NL) per share | (2.99) | (2.81) | (140.40) | (4.27) | 0.41 | 0.46 | 0.28 |

Notes:

- (1) *After taking into account the effects of the deconsolidation of Eden pursuant to a corporate restructuring proposal currently being implemented ("Eden Corporate Proposal") wherein upon completion, Eden shall cease to be a subsidiary of SHB.*
- (2) *After taking into account the set-off of the share premium against the accumulated losses of the Company and the credit of RM118.790 million arising from the Proposed Capital Reduction and Consolidation.*
- (3) *After taking into account of estimated expenses of RM5.0 million in relation to the Proposals.*
- (4) *Including the share premium of RM5.527 million arising from the issuance of SHB Shares at an issue price of RM1.10 per share pursuant to the Proposed Creditors Scheme and Proposed Assets Injection, RM96.227 million arising from the issuance of ICPS-B1, ICPS-B2 and ICPS-C, all at an issue price of RM1.10 per share pursuant to the Proposed Creditors Scheme and Proposed MA Sepang Debt Settlement RM36.324 million arising from the issuance of ICPS-B1 and ICPS-B2, all at an issue price of RM1.00 per share pursuant to the Proposed Creditors Scheme and RM270,000 arising from the issuance of ICPS-B1, ICPS-B2 and ICPS-C pursuant to the Proposed Additional Issue.*
- (5) *After taking into account of the following:*
 - (i) *compensation of RM40.36 million payable to the FI Lenders pursuant to the Proposed Creditors Scheme;*
 - (ii) *exceptional gain of RM223.112 million arising from the proposed waiver on the amount due to the Scheme Creditors pursuant to the Proposed Creditors Scheme;*
 - (iii) *additional interest to be accrued on redemption of the hire purchase and lease of RM4.746 million pursuant to the Proposed Creditors Scheme; and*
 - (iv) *adjustment for over accrued interest charges amounting to RM1.940 million.*
- (6) *Including the goodwill of RM6 million arising from the Proposed Assets Injection, computed based on the assumption that the aggregate NTA of the Acquiree Companies shall be RM20 million upon completion of the Proposed Assets injection as warranted by the respective vendors.*
- (7) *Based on the assumption that:*
 - (i) *all ICPS-D and the remaining ICPS-A after the Proposed ICPS-A Conversion shall be converted into new SHB shares by way of surrendering equivalent par value of the ICPS-A/ICPS-D to satisfy the conversion price of RM1.10 per SHB Share; and*
 - (ii) *the assets and properties under the Proposed Disposals are sold at the OMV, resulting in loss on disposals of RM27.157 million and the estimated expenses in relation to the Proposed Disposals of RM23.724 million are incurred.*
- (8) *Based on the assumption that:*
 - (i) *the remaining ICPS-A after the Proposed ICPS-A Conversion shall be converted into new SHB shares by way of tendering equivalent par value of the ICPS-A and the remaining balance in cash to satisfy the conversion price of RM1.10 per SHB Share;*
 - (ii) *all ICPS-D shall be converted into new SHB shares by way of tendering equivalent par value of the ICPS-D and the remaining balance through the crediting of the RM66.852 million RTL outstanding to satisfy the conversion price of RM1.10 per SHB Share and;*
 - (iii) *the assets and properties under the Proposed Disposals are sold at the FSV, resulting in loss on disposals of RM121.016 million and the estimated expenses in relation to the Proposed Disposals of RM21.102 million are incurred.*
- (9) *Including the share premium of RM41.049 million arising from the conversion of ICPS-A and ICPS-D at the conversion price of RM1.10 per SHB Share.*

TABLE 4: SHAREHOLDINGS OF SUBSTANTIAL SHAREHOLDERS

The effects of the Proposed MA Sepang Debt Settlement including the Proposals on the shareholdings of the substantial shareholders of SHB (holding 5% or more of the issued and paid-up capital of SHB) based on the Register of Substantial Shareholders as at 28 June 2002 assuming none of the Warrants 1994/2004 will be exercised into new SHB Shares are as follows:

(i) Based on the assumption that the Proposed Rights Issue is subscribed at the Minimum Subscription Amount

Minimum Scenario : Assuming the remaining ICPS-A after the Proposed ICPS-A Conversion and all ICPS-D will be converted into new SHB Shares by way of surrendering the equivalent par value of ICPS-A/ICPS-D to satisfy the conversion price of RM1.10 per SHB Share

| | I | | | | | | | | II | | | | III | | | | | | | |
|----------------------------------|------------------------|------|------------------------|------|--|------|------------------------|------|---|------|------------------------|-----|--|------|------------------------|-----|---|------|------------------------|-----|
| | As at 28 June 2002 | | | | After Proposed Capital Reduction and Consolidation | | | | After I and Proposed Restricted Issue and Proposed Rights Issue | | | | After II, Proposed Creditors Scheme, Proposed MA Sepang Debt Settlement, Proposed Assets Injection, Proposed Additional Issue and Proposed ICPS-A Conversion | | | | After III and assuming full conversion of the ICPS-A, ICPS-B1, ICPS-B2, ICPS-C and ICPS-D | | | |
| | <--- Direct ---> | | <--- Indirect ---> | | <--- Direct ---> | | <--- Indirect ---> | | <--- Direct ---> | | <--- Indirect ---> | | <--- Direct ---> | | <--- Indirect ---> | | <--- Direct ---> | | <--- Indirect ---> | |
| | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % |
| Saga Menang Sdn. Bhd. | 37,256 | 30.7 | - | - | 745 | 30.7 | - | - | 745 | 2.8 | - | - | 745 | 0.7 | - | - | 745 | 0.3 | - | - |
| Dato' Chuan Wooi Cheng, Robert | 1,439 | 1.2 | ⁽¹⁾ 37,256 | 30.7 | 29 | 1.2 | ⁽¹⁾ 745 | 30.7 | 29 | 0.1 | ⁽¹⁾ 745 | 2.8 | 29 | # | ⁽¹⁾ 745 | 0.7 | 29 | # | ⁽¹⁾ 745 | 0.3 |
| Wong Sik Bee, Jack | 1,120 | 0.9 | ⁽¹⁾ 37,256 | 30.7 | 22 | 0.9 | ⁽¹⁾ 745 | 30.7 | 22 | 0.1 | ⁽¹⁾ 745 | 2.8 | 22 | # | ⁽¹⁾ 745 | 0.7 | 22 | # | ⁽¹⁾ 745 | 0.3 |
| Dunlop Agro-Management Sdn. Bhd. | 8,000 | 6.6 | - | - | 160 | 6.6 | - | - | 160 | 0.6 | - | - | 160 | 0.2 | - | - | 160 | 0.1 | - | - |
| Haji Razak bin Haji Yahya | 3,003 | 2.5 | ⁽²⁾ 3,752 | 3.1 | 60 | 2.5 | ⁽²⁾ 75 | 3.1 | 60 | 0.2 | ⁽²⁾ 75 | 0.3 | 60 | 0.1 | ⁽²⁾ 75 | 0.1 | 60 | # | ⁽²⁾ 75 | # |
| Scheme Creditors | - | - | - | - | - | - | - | - | - | - | - | - | 31,797 | 31.1 | - | - | ⁽³⁾ 89,015 | 33.0 | - | - |
| MESB | - | - | - | - | - | - | - | - | 24,243 | 90.9 | - | - | 44,243 | 43.3 | - | - | ⁽³⁾ 146,495 | 54.3 | - | - |
| Vendors of WPSB and SESB | - | - | - | - | - | - | - | - | - | - | - | - | 23,636 | 23.1 | - | - | 23,636 | 8.8 | - | - |
| MA Sepang | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 7,808 | 2.9 | - | - |

Notes:

Less than 0.05%

(1) Deemed interest by virtue of their substantial shareholdings in Saga Menang Sdn. Bhd..

(2) Deemed interest by virtue of his substantial shareholding in Peri Daya Sdn. Bhd. which holds 3.752 million SHB Shares as at 28 June 2002.

(3) Based on the assumption that:

(i) the relevant securities under the Proposed ICPS-B Call Option Arrangement, Proposed Converted SHB Shares Call Option Arrangement, Proposed ICPS-B First Right Arrangement, Proposed Converted SHB Share First Right Arrangement and Proposed SHB Share Call and Put Option Arrangement are purchased by MESB upon the exercise of its rights pursuant to the aforesaid arrangements; and

(ii) the assets and properties under the Proposed Disposals are sold at the OMV.

Maximum Scenario : Assuming all ICPS-A and ICPS-D will be converted into new SHB Shares by way of tendering for conversion one (1) unit of ICPS-A/ICPS-D and the remaining balance by cash/RTL outstanding to satisfy the conversion price of RM1.10 per SHB Share

| | I | | | | | | | | II | | | | III | | | | | | | |
|----------------------------------|------------------------|------|------------------------|------|------------------------|------|------------------------|------|--|------|------------------------|-----|---|------|------------------------|-----|--|------|------------------------|-----|
| | As at 28 June 2002 | | | | | | | | After Proposed Capital Reduction and Consolidation | | | | After I and Proposed Restricted Issue and Proposed Rights Issue | | | | After II, Proposed Creditors Scheme, Proposed MA Sepang Debt Settlement, Proposed Assets Injection, Proposed Additional Issue and Proposed ICPS-A Conversion | | | |
| | <-- Direct--> | | <--Indirect--> | | <--- Direct--> | | <---Indirect--> | | <--- Direct--> | | <---Indirect--> | | <--- Direct--> | | <---Indirect--> | | <--- Direct--> | | <---Indirect--> | |
| | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % |
| Saga Menang Sdn. Bhd. | 37,256 | 30.7 | - | - | 745 | 30.7 | - | - | 745 | 2.8 | - | - | 745 | 0.7 | - | - | 745 | 0.1 | - | - |
| Dato' Chuan Wooi Cheng, Robert | 1,439 | 1.2 | ⁽¹⁾ 37,256 | 30.7 | 29 | 1.2 | ⁽¹⁾ 745 | 30.7 | 29 | 0.1 | ⁽¹⁾ 745 | 2.8 | 29 | # | ⁽¹⁾ 745 | 0.7 | 29 | # | ⁽¹⁾ 745 | 0.1 |
| Wong Sik Bee, Jack | 1,120 | 0.9 | ⁽¹⁾ 37,256 | 30.7 | 22 | 0.9 | ⁽¹⁾ 745 | 30.7 | 22 | 0.1 | ⁽¹⁾ 745 | 2.8 | 22 | # | ⁽¹⁾ 745 | 0.7 | 22 | # | ⁽¹⁾ 745 | 0.1 |
| Dunlop Agro-Management Sdn. Bhd. | 8,000 | 6.6 | - | - | 160 | 6.6 | - | - | 160 | 0.6 | - | - | 160 | 0.2 | - | - | 160 | # | - | - |
| Haji Razak bin Haji Yahya | 3,003 | 2.5 | ⁽²⁾ 3,752 | 3.1 | 60 | 2.5 | ⁽²⁾ 75 | 3.1 | 60 | 0.2 | ⁽²⁾ 75 | 0.3 | 60 | 0.1 | ⁽²⁾ 75 | 0.1 | 60 | # | ⁽²⁾ 75 | # |
| Scheme Creditors | - | - | - | - | - | - | - | - | - | - | - | - | 31,797 | 31.1 | - | - | ⁽³⁾ 89,015 | 15.8 | - | - |
| MESB | - | - | - | - | - | - | - | - | 24,243 | 90.9 | - | - | 44,243 | 43.3 | - | - | ⁽³⁾ 441,291 | 78.2 | - | - |
| Vendors of WPSB and SESB | - | - | - | - | - | - | - | - | - | - | - | - | 23,636 | 23.1 | - | - | 23,636 | 4.2 | - | - |
| MA Sepang | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 7,808 | 1.4 | - | - |

Notes:

Less than 0.05%

(1) Deemed interest by virtue of their substantial shareholdings in Saga Menang Sdn. Bhd..

(2) Deemed interest by virtue of his substantial shareholding in Peri Daya Sdn. Bhd. which holds 3.752 million SHB Shares as at 28 June 2002.

(3) Based on the assumption that:

(i) the relevant securities under the Proposed ICPS-B Call Option Arrangement, Proposed Converted SHB Shares Call Option Arrangement, Proposed ICPS-B First Right Arrangement, Proposed Converted SHB Share First Right Arrangement and Proposed SHB Share Call and Put Option Arrangement are purchased by MESB upon the exercise of its rights pursuant to the aforesaid arrangements; and

(ii) the assets and properties under the Proposed Disposals are sold at the FSV.

(ii) Based on the assumption that the Proposed Rights Issue is subscribed in full

Minimum Scenario : Assuming the remaining ICPS-A after the Proposed ICPS-A Conversion and all ICPS-D will be converted into new SHB Shares by way of surrendering the equivalent par value of ICPS-A/ICPS-D to satisfy the conversion price of RM1.10 per SHB Share

| | I | | | | | | | | II | | | | III | | | | | | | |
|----------------------------------|------------------------|------|------------------------|------|------------------------|------|------------------------|------|--|-----|------------------------|-----|--|------|------------------------|-----|---|------|------------------------|-----|
| | As at 28 June 2002 | | | | | | | | ⁽³⁾ After I and Proposed Restricted Issue and Proposed Rights Issue | | | | After II, Proposed Creditors Scheme, Proposed MA Sepang Debt Settlement, Proposed Assets Injection, Proposed Additional Issue and Proposed ICPS-A Conversion | | | | After III and assuming full conversion of the ICPS-A, ICPS-B1, ICPS-B2, ICPS-C and ICPS-D | | | |
| | <-- Direct--> | | <--Indirect--> | | <-- Direct--> | | <--Indirect--> | | <-- Direct--> | | <--Indirect--> | | <-- Direct--> | | <--Indirect--> | | <-- Direct--> | | <--Indirect--> | |
| | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % |
| Saga Menang Sdn. Bhd. | 37,256 | 30.7 | - | - | 745 | 30.7 | - | - | 2,484 | 7.7 | - | - | 2,484 | 2.3 | - | - | 5,024 | 1.8 | - | - |
| Dato' Chuan Wooi Cheng, Robert | 1,439 | 1.2 | ⁽¹⁾ 37,256 | 30.7 | 29 | 1.2 | ⁽¹⁾ 745 | 30.7 | 96 | 0.3 | ⁽¹⁾ 2,484 | 7.7 | 96 | 0.1 | ⁽¹⁾ 2,484 | 2.3 | 194 | 0.1 | ⁽¹⁾ 5,024 | 1.8 |
| Wong Sik Bee, Jack | 1,120 | 0.9 | ⁽¹⁾ 37,256 | 30.7 | 22 | 0.9 | ⁽¹⁾ 745 | 30.7 | 75 | 0.2 | ⁽¹⁾ 2,484 | 7.7 | 75 | 0.1 | ⁽¹⁾ 2,484 | 2.3 | 151 | 0.1 | ⁽¹⁾ 5,024 | 1.8 |
| Dunlop Agro-Management Sdn. Bhd. | 8,000 | 6.6 | - | - | 160 | 6.6 | - | - | 533 | 1.7 | - | - | 533 | 0.5 | - | - | 1,079 | 0.4 | - | - |
| Haji Razak bin Haji Yahya | 3,003 | 2.5 | ⁽²⁾ 3,752 | 3.1 | 60 | 2.5 | ⁽²⁾ 75 | 3.1 | 200 | 0.6 | ⁽²⁾ 250 | 0.8 | 200 | 0.2 | ⁽²⁾ 250 | 0.2 | 450 | 0.1 | ⁽²⁾ 506 | 0.2 |
| Scheme Creditors | - | - | - | - | - | - | - | - | - | - | - | - | 31,631 | 29.4 | - | - | ⁽⁴⁾ 88,418 | 31.4 | - | - |
| MESB | - | - | - | - | - | - | - | - | 24,243 | 75 | - | - | 44,243 | 41.1 | - | - | ⁽⁴⁾ 145,287 | 51.6 | - | - |
| Vendors of WPSB and SESB | - | - | - | - | - | - | - | - | - | - | - | - | 23,636 | 22.0 | - | - | 23,636 | 8.4 | - | - |
| MA Sepang | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 7,808 | 2.8 | - | - |

Notes:

(1) Deemed interest by virtue of their substantial shareholdings in Saga Menang Sdn. Bhd..

(2) Deemed interest by virtue of his substantial shareholding in Peri Daya Sdn. Bhd. which holds 3.752 million SHB Shares as at 28 June 2002.

(3) Assuming all existing shareholders of SHB subscribe for their entitlements under the Proposed Rights Issue.

(4) Based on the assumption that:

(i) the relevant securities under the Proposed ICPS-B Call Option Arrangement, Proposed Converted SHB Shares Call Option Arrangement, Proposed ICPS-B First Right Arrangement, Proposed Converted SHB Share First Right Arrangement and Proposed SHB Share Call and Put Option Arrangement are purchased by MESB upon the exercise of its rights pursuant to the aforesaid arrangements; and

(ii) the assets and properties under the Proposed Disposals are sold at the OMV.

Maximum Scenario : Assuming all ICPS-A and ICPS-D will be converted into new SHB Shares by way of tendering for conversion one (1) unit of ICPS-A/ICPS-D and the remaining balance by cash/RTL outstanding to satisfy the conversion price of RM1.10 per SHB Share

| | I | | | | | | | | II | | | | III | | | | | | | |
|----------------------------------|------------------------|------|------------------------|------|--|------|------------------------|------|--|-----|------------------------|-----|--|------|------------------------|-----|---|------|------------------------|-----|
| | As at 28 June 2002 | | | | After Proposed Capital Reduction and Consolidation | | | | ⁽³⁾ After I and Proposed Restricted Issue and Proposed Rights Issue | | | | After II, Proposed Creditors Scheme, Proposed MA Sepang Debt Settlement, Proposed Assets Injection, Proposed Additional Issue and Proposed ICPS-A Conversion | | | | After III and assuming full conversion of the ICPS-A, ICPS-B1, ICPS-B2, ICPS-C and ICPS-D | | | |
| | <-- Direct--> | | <-Indirect--> | | <-- Direct--> | | <-Indirect--> | | <-- Direct--> | | <-Indirect--> | | <-- Direct--> | | <-Indirect--> | | <-- Direct--> | | <-Indirect--> | |
| | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % | No. of SHB Shares '000 | % |
| Saga Menang Sdn. Bhd. | 37,256 | 30.7 | - | - | 745 | 30.7 | - | - | 2,484 | 7.7 | - | - | 2,484 | 2.3 | - | - | 30,426 | 4.7 | - | - |
| Dato' Chuan Wooi Cheng, Robert | 1,439 | 1.2 | ⁽¹⁾ 37,256 | 30.7 | 29 | 1.2 | ⁽¹⁾ 745 | 30.7 | 96 | 0.3 | ⁽¹⁾ 2,484 | 7.7 | 96 | 0.1 | ⁽¹⁾ 2,484 | 2.3 | 1,175 | 0.2 | ⁽¹⁾ 30,426 | 4.7 |
| Wong Sik Bee, Jack | 1,120 | 0.9 | ⁽¹⁾ 37,256 | 30.7 | 22 | 0.9 | ⁽¹⁾ 745 | 30.7 | 75 | 0.2 | ⁽¹⁾ 2,484 | 7.7 | 75 | 0.1 | ⁽¹⁾ 2,484 | 2.3 | 915 | 0.1 | ⁽¹⁾ 30,426 | 4.7 |
| Dunlop Agro-Management Sdn. Bhd. | 8,000 | 6.6 | - | - | 160 | 6.6 | - | - | 533 | 1.7 | - | - | 533 | 0.5 | - | - | 6,533 | 1.0 | - | - |
| Haji Razak bin Haji Yahya | 3,003 | 2.5 | ⁽²⁾ 3,752 | 3.1 | 60 | 2.5 | ⁽²⁾ 75 | 3.1 | 200 | 0.6 | ⁽²⁾ 250 | 0.8 | 200 | 0.2 | ⁽²⁾ 250 | 0.2 | 2,452 | 0.4 | ⁽²⁾ 3,064 | 0.5 |
| Scheme Creditors | - | - | - | - | - | - | - | - | - | - | - | - | 31,631 | 29.4 | - | - | ⁽⁴⁾ 88,418 | 13.5 | - | - |
| MESB | - | - | - | - | - | - | - | - | 24,243 | 75 | - | - | 44,243 | 41.1 | - | - | ⁽⁴⁾ 435,819 | 66.5 | - | - |
| Vendors of WPSB and SESB | - | - | - | - | - | - | - | - | - | - | - | - | 23,636 | 22.0 | - | - | 23,636 | 3.6 | - | - |
| MA Sepang | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 7,808 | 1.2 | - | - |

Notes:

- (1) Deemed interest by virtue of their substantial shareholdings in Saga Menang Sdn. Bhd..
- (2) Deemed interest by virtue of his substantial shareholding in Peri Daya Sdn. Bhd. which holds 3,752 million SHB Shares as at 28 June 2002.
- (3) Assuming all existing shareholders of SHB subscribe for their entitlements under the Proposed Rights Issue.
- (4) Based on the assumption that:
 - (i) the relevant securities under the Proposed ICPS-B Call Option Arrangement, Proposed Converted SHB Shares Call Option Arrangement, Proposed ICPS-B First Right Arrangement, Proposed Converted SHB Share First Right Arrangement and Proposed SHB Share Call and Put Option Arrangement are purchased by MESB upon the exercise of its rights pursuant to the aforesaid arrangements; and
 - (ii) the assets and properties under the Proposed Disposals are sold at the FSV.