

# Group's Structure

as at 31 March 2004

## Semiconductor

### AIC Corp

75% AIC Technology Sdn Bhd

16.71%

- 76.97% AIC Semiconductor Sdn Bhd
- 45.38% Nucleus Electronics Ltd
  - 100% Nucleus Electronics (Hong Kong) Ltd
  - 51% Neolec International Inc.
  - 100% Nucleus Components Sdn Bhd
  - 100% Nucleus Electronics Sdn Bhd
  - 51% Nucleus India Pte Ltd
  - 60% Nucleus International Corporation Limited
  - 100% Nucleus Capital Ltd
  - 60% TLG Electronics Ltd
  - 75% CN Electronics Ltd
  - 65% Fuqiang Precision Limited
- 75% AIC Microelectronics Sdn Bhd
- 100% AIC Wafer Services Sdn Bhd

## Electronics

100% AIC Inspirasi Sdn Bhd

- 100% Brimal Holdings Sdn Bhd
- 100% Autovisor Plastics Sdn Bhd
- 100% Custom Tooling Holdings Sdn Bhd
  - 100% Custom Tooling Engineering (Malaysia) Sdn Bhd
  - 100% Custom Tooling (Malaysia) Sdn Bhd
  - 100% CTMS Sdn Bhd
  - 51% Custom Tooling (Kota Bahru) Sdn Bhd

## Display

100% AIC-MTN Corporation Sdn Bhd

Formerly known as Matrix Meridian Sdn Bhd

## Information Technology

97.52% Integral CAD Technology Sdn Bhd

- 100% CadXcel Sdn Bhd
- 60% Alpha Mediatech Sdn Bhd

10%

30%

100% AIC dotCom Sdn Bhd

- 35% MTEx Corporation Sdn Bhd

100% AIC-Toptek Communications Sdn Bhd

## Metal

32.54% Jotech Holdings Berhad

- 100% Jotech Metal Fabrication Industries Sdn Bhd
  - 60% PT Indotech Metal Nusantara
  - 100% JP Metal Sdn Bhd
  - 60% GuangDong Jotech Kong Yue Precision Industries Ltd
- 60% Palladine Technology Pte Ltd
- 100% Prodelcon Sdn Bhd
  - 60% Cabletron Electronics (M) Sdn Bhd
  - 100% Cabletron (M) Sdn Bhd
- 100% Multimatic Systems Sdn Bhd

## Property

61% AIC Properties Sdn Bhd

100% Inmode Venture Sdn Bhd

## Board of Directors

**Y. Bhg. Datuk Haji Sarip bin Hamid**  
(Non-Executive Chairman)

**Mohamad Ariff bin Puteh**  
(Executive Director, Group President / Chief Executive Officer)

**Tuan Haji Mohd Ali bin Bawal**  
(Non-Executive Director)

**Encik Md. Yusof bin Hussin**  
(Senior Independent Non-Executive Director, Chairman of Audit Committee & Remuneration Committee)

**Y. Bhg. Prof. Madya Dato' Haji Mohd Mokhtar bin Haji Shafii**  
(Independent Non-Executive Director, Chairman of Nomination Committee)

**Encik Mamat @ Mohamed bin Hussain**  
(Independent Non-Executive Director)

## Senior Management

**Mohamad Ariff bin Puteh**  
(Executive Director, Group President / Chief Executive Officer)

**Kenneth Kang Kok Gee**  
(Chief Executive Officer, AIC Semiconductor Sdn Bhd)

**Chen Heng Mun**  
(Senior Vice President, Chief Financial Officer)

**Cho Deck Hyun**  
(Chief Operating Officer, AIC-MTN Corporation Sdn Bhd  
formerly known as Matrix Meridian Sdn Bhd)

**Dr. Norlela Ariffin**  
(Vice President, President's Office)

**Tung Kum Meng**  
(Head, Group MIS)

**Teo Sia Yian**  
(Group Financial Controller)

**Shireen Chan E-Lyn**  
(Head, Corporate Finance and Investor Relations)

## Company Secretaries

Lim Phooi Kee (MIA 2759)

Chen Heng Mun (MIA 10264)

Ng Yim Kong (LS 0008343)

## Auditors

KPMG

## Solicitors

Lee Choon Wan & Co

## Registered Office

Wisma AIC  
Lot 3, Persiaran Kemajuan  
Seksyen 16, 40200 Shah Alam  
Selangor Darul Ehsan  
Telephone: 03-5543 1413  
Fascimile: 03-5543 2045  
Website: www.aic.com.my

## Share Registrar

Signet Share Registration Services Sdn Bhd  
Level 26, Menara Multi-Purpose  
Capital Square  
No. 8, Jalan Munshi Abdullah  
50100 Kuala Lumpur  
Telephone: 03-2721 2222  
Fascimile: 03-2721 2530/1

## Principal Bankers

Malayan Banking Berhad  
United Overseas Bank (Malaysia) Bhd  
DBS Bank Ltd  
Bank Islam Malaysia Berhad  
Affin Bank Berhad  
Standard Chartered Bank Malaysia Berhad

# Group Regional Network

## Malaysia

- **AIC Corporation Berhad**  
(Website : [www.aic.com.my](http://www.aic.com.my))
- **AIC Technology Sdn Bhd**
- **AIC Wafer Services Sdn Bhd**
- **AIC-Toptek Communications Sdn Bhd**
- **Custom Tooling Holdings Sdn Bhd**
- **Custom Tooling (Kota Bahru) Sdn Bhd**
- **AIC Properties Sdn Bhd**
- **Inmode Venture Sdn Bhd**
- **Integral CAD Technologies Sdn Bhd**
- **Alpha Mediatech Sdn Bhd**
- **CadXcel Sdn Bhd**  
(formerly known as Integral CAD Distribution Sdn Bhd)

Wisma AIC, Lot 3  
Persiaran Kemajuan, Seksyen 16  
40200 Shah Alam  
Selangor, Malaysia  
Tel : (603) 5543 1413  
Fax : (603) 5543 2045

- **AIC Inspirasi Sdn Bhd**
- **Autovisor Plastics Sdn Bhd**
- **Brimal Holdings Sdn Bhd**
- **CTMS Sdn Bhd**
- **Custom Tooling (Malaysia) Sdn Bhd**
- **Custom Tooling Engineering (Malaysia) Sdn Bhd**

Wisma AIC, Lot 3  
Persiaran Kemajuan, Seksyen 16  
40200 Shah Alam  
Selangor, Malaysia  
Tel : (603) 5543 1409  
Fax : (603) 5543 1250

- **AIC-MTN Corporation Sdn Bhd**  
(formerly known as Matrix Meridian Sdn Bhd)
- **AIC Microelectronics Sdn Bhd**  
Lot 1, Persiaran Kemajuan  
Seksyen 16, 40200 Shah Alam  
Selangor Darul Ehsan  
Tel : (603) 5549 2922  
Fax : (603) 5549 2622

### Nucleus Components Sdn Bhd

(Shah Alam Office)  
Wisma AIC, Lot 3  
Persiaran Kemajuan, Seksyen 16  
40200 Shah Alam  
Selangor, Malaysia  
Tel : (603) 5542 4932  
Fax : (603) 5542 6149

### AIC Semiconductor Sdn Bhd

(Website : [www.aicsemicon.com](http://www.aicsemicon.com))  
Lot 26 & 27, Jalan Hi-Tech 4  
Kulim Hi-Tech Industrial Park  
Phase 1, 09000 Kulim  
Kedah, Malaysia  
Tel : (604) 403 1319  
Fax : (604) 403 1320

- **Nucleus Components Sdn Bhd**  
(Penang Office)
- **Nucleus Electronics Sdn Bhd**  
(Penang Office)  
12H-2 Jalan Tun Dr Awang  
11900 Bayan Lepas  
Penang, Malaysia  
Tel : (604) 646 4088  
Fax : (604) 646 4099

### Jotech Holdings Berhad

(Website : [www.jotech.com.my](http://www.jotech.com.my))  
Lot 6, Jalan 6/4  
Kawasan Perindustrian Seri Kembangan  
43300 Seri Kembangan  
Daerah Petaling  
Selangor, Malaysia  
Tel : (603) 8945 4288  
Fax : (603) 8945 4688

### JP Metal Sdn Bhd

Lot 6, Jalan 6/4  
Kawasan Perindustrian Seri Kembangan  
43300 Seri Kembangan  
Daerah Petaling  
Selangor, Malaysia  
Tel : (603) 8942 6371  
Fax : (603) 8942 6507

### Jotech Metal Fabrication Industries Sdn Bhd

20 & 22, Jalan Masyhur 1  
Taman Perindustrian Cemerlang  
81800 Ulu Tiram, Johor, Malaysia  
Tel : (607) 861 6613  
Fax : (607) 861 6620

- **Prodelcon Sdn Bhd**  
(Website : [www.prodelcon.com.my](http://www.prodelcon.com.my))
- **Multimatic Systems Sdn Bhd**  
78, Lintang Bayan Lepas 7, Phase IV  
Kawasan Perindustrian Bayan Lepas  
11900 Pulau Pinang, Malaysia  
Tel : (604) 643 8913  
Fax : (604) 643 8914

### Cabletron Electronics (M) Sdn Bhd

No. A148, A149, Jalan 3  
Kawasan Perusahaan Miel  
Sungai Lalang  
08000 Sungai Petani, Kedah  
Tel : (604) 442 7366  
Fax : (604) 442 7368

### Cabletron (M) Sdn Bhd

15 & 17, Jalan TPP5/5  
Taman Perindustrian Puchong  
47100 Puchong, Selangor  
Tel : (603) 8060 2731  
Fax : (604) 8060 3731

## Singapore

- **Nucleus Electronics Ltd**  
(Website : [www.nucleus.com.sg](http://www.nucleus.com.sg))
- **Nucleus India Pte Ltd**  
41 Kaki Bukit Place  
Singapore 416219  
Tel : (65) 6841 8883  
Fax : (65) 6841 8882, 6841 8881

### Palladine Technology Pte Ltd

(Website : [www.palladine.com](http://www.palladine.com))  
970 Toa Payoh North  
#01-15/17  
Singapore 318992  
Tel : (65) 6358 2122  
Fax : (65) 6358 2936

## India

**Nucleus Electronics Ltd**  
(India Representative Office)  
#1616, 8th Main, 3rd Block  
(Near HSBC ATM)  
Jayanagar, Bangalore – 560011  
Tel : (080) 51210347/6552079  
E-mail : [nucleus@touchtelindia.net](mailto:nucleus@touchtelindia.net)

## Indonesia

### PT Indotech Metal Nusantara

Kawasan Industri, KIIC C-7C  
Jl. Tol Jakarta – Cikampek  
KM 47 Teluk Jambé  
Karawang 41361, Indonesia  
Tel : (62) (21) 890 4587  
Fax : (62) (21) 890 4589

## Philippines

**Nucleus Electronics Ltd**  
(Philippines Representative Office)  
Unit 1510 Herrera Tower  
#98 Herrera Corner Valero Streets  
Salcedo Village, Makati City, Philippines  
Tel : (632) 753 3542, 845 0889  
Fax : (632) 845 1071

## Thailand

**Nucleus Electronics Ltd**  
(Thailand Representative Office)  
184/33 Forum Tower Building, 13th Floor  
Rachadapisek Road, HuayKhwang  
Bangkok 10320, Thailand  
Tel : (662) 645 3441  
Fax : (662) 645 3432



## Taiwan

**Neolec International Inc.**  
6th Floor, No194 ZhouZi Street  
NeiHu District, Taipei 114  
Taiwan, Republic of China  
Tel: (886) (2) 8751 5852  
Fax: (886) (2) 8751 3584  
Email: neolec.home@neolec.com.tw

## China & Hong Kong

**Nucleus Capital Limited,  
Nucleus Electronics (Hong Kong)  
Limited**  
Room 1206, 12th Floor,  
Chinachem Golden Plaza  
77 Mody Road  
Tsimshatsui East, Kowloon  
Hong Kong  
Tel : (852) 2721 2860  
Fax : (852) 2721 2719  
Email: nucleushk@nucleus.com.hk

**TLG Electronics Ltd.**  
Room 1305, Manulife Provident  
Fund Place , 345 Nathan Road,  
Yaumatei, Kowloon  
Tel : (852) 2388 7613  
Fax : (852) 2783 0198  
E-mail : sales@tlg.com.hk

## TLG Liaison Offices (Shanghai)

Unit 211, Zhao Feng Universe  
Building, No.1800  
Zhongshan West Road, Shanghai  
200235, P.R.C.  
Tel : (86-21) 6440 0659 / 6440 1963  
Fax : (86-21) 6440 0602  
E-mail: grant@tlg.com.hk

## (Shenzhen)

- No.566 NanFang Mansion  
Shangbu District,  
Huaqiang Nor. Rd. ShenZhen  
518033 P.R.C.  
Tel : (86-755) 8398 1003 / 8398 1287/  
8398 1067 / 8398 0428  
Fax : (86-755) 8398 1603  
E-mail : steve@tlg.com.hk
- No.2710, Floor 2, SEG Plaza  
Shenzhen  
Tel : (86-755) 8368 4867  
Fax : (86-755) 8368 5394  
E-mail : seg2710@tlg888.com

## (Guangzhou)

Unit 333, Block A3, Long Yuan Building  
Long Kong Xi Road, Guangzhou  
510630 P.R.C.  
Tel : (8620) 8757 3538 / 8757 1501  
8757 6531 / 8753 3171  
Fax : (8620) 8526 6599  
E-mail : tl@tlg.com.cn

## (Xiamen)

Room 1507, Block A, Atlantic Center  
No.9 Hubin West Road, Xiamen  
361003 P.R.C.  
Tel : (86) 592-268 1260  
Fax : (86) 592-268 1261  
E-mail : linxin@tlg.com.hk

## GuangDong Jotech Kong Yue Precision Industries Ltd

KongYue Industrial Park  
18 KongYue Road, XinHui District  
JiangMen City, GuangDong Province  
People's Republic of China  
Tel : (86)-750-639 0222  
Fax : (86)-750-629 0111



Analysts' and investors' briefing

Brimal awarded Best Overall Performance and Delivery Performance by Proton

Nucleus receives 2003 Best Corporate Governance Award from SESDAQ

New Plant of AIC-MTN Corporation Sdn Bhd

## 2003 January

The exercise period of AIC's outstanding Warrants B has been extended by 3 years from 16 January 2003 to 15 January 2006 with the option to be extended thereafter for another 2 one-year periods.

Jotech Metal Fabrication Industries Sdn Bhd, a wholly-owned subsidiary of Jotech Holdings Berhad ("JHB") entered into a joint venture agreement between Jiangmen Jolimark Information Technology Ltd and Dinomax Pte Ltd to set up a precision metal stamping facility in Guangdong Province, China.

## February

Nucleus Electronics Limited ("NEL") was awarded the Best Distributor in 2002 by Atmel Corporation, their principal.

## March

The KLSE Corporate Sectoral Award 2002 – Main Board Technology Category was awarded to AIC for the 3rd consecutive year as an acknowledgement of AIC's exemplary corporate conduct.

AIC held an analysts' briefing to brief all the analysts and major shareholders on the Group's results for the fourth quarter of 2002.

Brimal Holdings Sdn Bhd ("Brimal") a subsidiary of AIC, disposed of a freehold industrial land and building in Kapar for a cash consideration of RM3 million.

## April

AIC entered into a Joint Venture Agreement with Toptek Corporation, Taiwan to set up and participate in the equity of a joint venture company to carry out the design, development, manufacturing, marketing and sale of wireless and multimedia products in Malaysia.

JHB subscribed for 60% of the enlarged share capital of Palladine Technology Pte Ltd which develops and markets Liquid Crystal Display ("LCD") products, for a cash consideration of SGD750,000.

NEL was awarded the Overseas Manpower Performance ("OMP") and Overseas Marketing Office - India and China Awards ("OMO") by International Enterprise of Singapore.

## May

AIC's RM50 mil nominal value 2.5% unsecured redeemable bank guaranteed bonds 1998/2003 were fully redeemed upon maturity.

An analysts' and investors' briefing for the 1<sup>st</sup> quarter 2003 performance of the Group was held.

AIC's Thirteenth Annual General Meeting ("AGM") was held in Concorde Hotel, Shah Alam.

## July

A full day discussion session was organised for all directors and the senior management of AIC to revisit and brainstorm the Group's strategic direction and corporate plan for next five years.

AIC entered into joint venture, technical assistance and supply agreements with MTN Inc. ("MTN") Korea and AIC-MTN Corporation Sdn Bhd ("AIC-MTN") (formerly known as Matrix Meridian Sdn Bhd), being the joint venture company of AIC and MTN, to carry out the design, research, development, manufacturing, branding, marketing and sale of multimedia displays, multimedia products and all related peripherals including thin-filmed transistor liquid crystal display ("TFT-LCD") monitors and television.

AIC exhibited the Group's products, including the TFT-LCD products which will be produced by AIC-MTN, during the Technology Exhibition at the Malaysia-Thailand Technology & Business Partnership Dialogue in Langkawi.



Mohamad Ariff Puteh with Mr. Park Sang Kyu of MTN Inc. at the joint-venture Signing Ceremony

Tun Dr Mahathir Mohamad visiting AIC's booth at the Technology Exhibition in Langkawi

Datuk Haji Sarip Hamid with the KLSE Corporate Excellence Award 2003 – Main Board

**August**

AIC Semiconductor Sdn. Bhd. ("AICS") established global sales and marketing representative offices in USA and Taiwan to market their products and service their new customers.

**September**

An analysts' and investors' briefing was held to brief the major shareholders and analysts on the performance of AIC Group for the 2<sup>nd</sup> quarter of 2003.

NEL incorporated Nucleus Capital Limited ("NCL"), an investment holding company, with an authorised share capital of USD80 million.

NCL acquired 60% of the equity in TLG Electronics Ltd, a distributor of electronic components based in Hong Kong, for approximately SGD13.85 million.

NEL was the winner of the Singapore Corporate Governance Award ("SESDAQ"), one of the most prestigious awards under the Securities Investors Association (Singapore) Investors' Choice Awards 2003.

**October**

Brimal was presented with Certificates of Recognition 2002-2003 for Best Overall Performance and Best Delivery Performance by Perusahaan Otomobil Nasional Berhad ("Proton") in appreciation for invaluable contributions, efforts and achievements in realizing

Proton's vision towards mutual growth and prosperity.

Prodelcon Sdn Bhd, a wholly owned subsidiary of Jotech, acquired 60% equity interest in Cabletron Electronics (M) Sdn Bhd whose principal activities are research and development, manufacturing and distribution of household electrical products for a total cash consideration of RM2.52 million.

**December**

An analysts' briefing was held to brief the analysts and investors on the performance of the Group for the 3<sup>rd</sup> quarter of 2003.

AIC announced their intention to implement a proposed bonus issue of up to 48,687,876 new ordinary shares of RM1.00 each in AIC on the basis of 1 Bonus Share for every 2 existing ordinary shares held on a date to be determined, a proposed private placement of up to 10% of the issued and paid-up share capital of AIC, a new Employees' Share Option Scheme to eligible employees and the proposed increase in the authorised share capital from RM100 million to RM500 million.

**2004 January**

NEL successfully placed out 32.5 million new ordinary shares of SGD 0.05 each in NEL at SGD 0.3245 per share via a placement agent.

**February**

AICS entered into a joint marketing and technical support agreement with 1<sup>st</sup> Silicon (Malaysia) Sdn Bhd to mutually develop and promote customer recognition of the benefits of the joint use of their products and services.

The KLSE Corporate Excellence Award 2003 – Main Board was awarded to AIC as an acknowledgement of AIC being one of the top two companies in the Main Board exhibiting excellent corporate conduct with high standards of corporate governance, disclosure and transparency.

**March**

AIC-MTN successfully commissioned its production lines and carried out its pilot run.

An analysts' briefing was held in AIC to brief analysts and major shareholders on the performance of the Group for the 4<sup>th</sup> quarter of 2003 and to give a preview tour of our new display plant.

NEL was the winner of the Best Annual Report Award for SESDAQ pursuant to the 30th Annual Report Award 2003.

## Profile of the Board of Directors



**Datuk Haji Sarip bin Hamid**

Non-executive Chairman

Malaysian, aged 56

Datuk Haji Sarip bin Hamid is the Non-Executive Chairman of AIC Group. He was appointed to the Board as Chairman on 9 November 1990 and later became the Executive Chairman at the time of the Company's listing on the KLSE in 1994. He retired as the Executive Chairman on 10 November 2002 and was re-appointed as the Non-Executive Chairman on 11 November 2002. He is also the Chairman of AIC's Employees' Share Option Committee ("ESOS"). He graduated with a Bachelor of Economics degree from the University of Malaya in 1974, a Masters of Business Management degree from the Asian Institute of Management, Manila, the Philippines in 1979 and a Post-Graduate Diploma in Islamic Studies from Universiti Kebangsaan Malaysia in 1985.

He has more than 28 years of invaluable managerial and entrepreneurial experience in businesses ranging from banking, manufacturing, trading, import and export, property development and the automobile industry. He commenced his career as a teacher in 1966. He worked in Bank Bumiputra Malaysia Berhad as an Accountant from 1974 to 1980 and Patco Malaysia Berhad, a manufacturer and assembler of air conditioners for motor vehicles, from 1980 to 1986 as a Director and General Manager. He left Patco Malaysia Berhad in 1986 to join Asteria Sdn. Bhd., an investment holding company.

He was also a board member of Kumpulan Wang Simpanan Pekerja from 1986 to 1988. Presently, he is also the Chairman of Autoindustries Ventures Berhad, a company listed on the Second Board of the MSEB which is principally involved in the automotive business, and Jotech Holdings Berhad, an associated company of AIC which is listed on the Second Board of MSEB. He also sits on the Board of other companies in the AIC Group and several other private companies.



**Mohamad Ariff bin Puteh**

Executive Director, Group President / Chief Executive Officer

Malaysian, aged 55

Mohamad Ariff bin Puteh is the Executive Director and Group President/Chief Executive Officer of AIC Group. He was appointed to the Board on 6 November 2001. He retired as Executive Director on 8 September 2003 and was re-appointed as the Group President/Chief Executive Officer on 15 September 2003. He joined the Group in 1991 and has since been in charge of the daily operations of the AIC Group. He graduated with an Honours degree in Economics majoring in Business Administration from the University of Malaya in 1971 and a Post Graduate Diploma in Islamic Studies from Universiti Kebangsaan Malaysia in 1985.

Mohamad Ariff bin Puteh has more than 30 years of managerial and entrepreneurial experience in managing businesses. Prior to joining the AIC Group, he worked as the Director of Projects in Asteria Sdn. Bhd., an investment holding company with subsidiaries involved in the manufacturing and trading of telephone and telecommunication equipment, letting of properties and the operation of petrol kiosk and service stations, from 1988 to 1990.

He is the Chairman of Nucleus Electronics Ltd and he also sits on the Board of Autoindustries Ventures Berhad, a company listed on the Second Board of the MSEB which is principally involved in the automotive business.

## Profile of the Board of Directors (Continued)



**Tuan Haji Mohd Ali bin Bawal**

Non-Executive Director  
Malaysian, aged 55

Haji Mohd Ali bin Bawal is a Non-Executive Director of AIC effective May 2003. He was previously appointed to the Board as Executive Director on 1 June 1990. He retired as Executive Director on 12 May 2003. He graduated with a Diploma in Plantation Industries Management from MARA Institute of Technology in 1970 and a Masters of Business Administration degree from the Oklahoma City University, USA in 1990.

He has more than 30 years of invaluable managerial and entrepreneurial experience in businesses ranging from plantation management, property development, manufacturing and trading. Prior to his appointment to the Board, he worked as a Manager with Kumpulan Guthrie Berhad, a group of companies which is involved in the plantation industry, from 1968 to 1987 and thereafter joined Hamodal Sdn. Bhd., a property investment company, as the Managing Director in 1990. He is also the Chairman of Halton Manufacturing Sdn. Bhd., a company involved in the manufacturing of air conditioning parts and ventilation system. He is also the Non-Executive Director of Jotech Holdings Berhad and sits on the board of other companies within the AIC Group and other private companies.



**Encik Md. Yusof bin Hussin**

Senior Independent Non-executive Director,  
Chairman of Audit Committee & Remuneration Committee  
Malaysian, aged 54

Md. Yusof bin Hussin was appointed to the Board as an Independent and Non-Executive Director on 1 August 2001. On the same date, he was appointed as the Chairman of the Audit Committee and Remuneration Committee of AIC and a member of the Nomination Committee. He obtained a Bachelor of Economics degree from the University of Tasmania in 1973 and subsequently became a member of the Malaysia Institute of Accountants and the Malaysian Institute of Certified Public Accountants.

Md. Yusof bin Hussin commenced his career as an accountant for Robur Tea Co Ltd, Australia in 1974. He subsequently returned to Malaysia in 1975 and worked in Coopers & Lybrand as an audit supervisor. He left Coopers & Lybrand in 1978 to join Utama Wardley Merchant Bank, where he became the Senior Manager of the Banking Division. He then joined Harper Gilfillan Group in 1982 as the Director of Corporate and Finance Development. He subsequently left in early 1987 to join Permodalan Nasional Berhad where he worked as the General Manager, Corporate Services Division for 6 years. He was then appointed as the Managing Director of Island & Peninsular Berhad, a property development company, from 1993 until 1999.

Prior to joining the Board, he was a Director of Malayan Banking Berhad from 1989 till 1999. He was also a Director of Austral Enterprise Berhad during the period of his directorship in Island & Peninsular Berhad. Currently, he also sits on the board of UMW Holdings Berhad and Glenealy Plantations (Malaya) Berhad.

## Profile of the Board of Directors

(Continued)



**Y. Bhg. Prof. Madya Dato' Haji Mohd Mokhtar bin Haji Shafii**

Independent Non-Executive Director,  
Chairman of Nomination Committee

Malaysian, aged 61

Professor Madya Dato' Haji Mohd Mokhtar bin Haji Shafii, an Independent and Non-Executive Director, was appointed to the Board on 8 March 1994. He is a member of the Audit Committee and he was appointed as the Chairman of the Nomination Committee and member of the Remuneration Committee since August 2001. He is currently lecturing in the Institute of the Studies of Islamic Sciences. He was the Dean and Associate Professor in the Department of Islamic Revealed Knowledge & Human Sciences at the International Islamic University from 1984 to 1997. Prior to joining the International Islamic University, he was a lecturer at the University of Malaya from 1972 to 1983. He obtained his Master of Arts (Islamic Studies) degree in 1976 from the University of Malaya. He is also a member of various organisations such as Majlis Agama Islam Pahang, Majlis Penasihat Urusan Haji, Jabatan Kuasa Syariah (Fatwa) Negeri Pahang, Selangor, Wilayah Persekutuan and at national level. He is also a writer of various books on the history and teaching of Islam.



**Encik Mamat @ Mohamed bin Hussain**

Independent Non-Executive Director

Malaysian, aged 57

Mamat @ Mohamed bin Hussain was appointed to the Board as an Independent and Non-Executive Director on 23 October 1996. He is a member of the Audit Committee and has also become a member of the Nomination and Remuneration Committee since August 2001. He graduated with a Bachelor's degree in Mechanical Engineering from Brighton Polytechnic (United Kingdom) in 1970. Prior to joining the Board, he was the Managing Director of Petromal Sdn. Bhd., a company involved in petroleum business from 1981 to 1996. In August 1996, he was appointed the Chief Executive of MTZ Sdn. Bhd., a general trading and contracting company. He also sits on the board of several other private companies.

### Additional Information

#### **Conflict of Interest / Family Relationships with any Director and / or Major Shareholder.**

Saved as disclosed on pages 19 to 21 and Note 32 on pages 105 and 106, none of the directors have any conflict of interest with the Group. None of the directors have family relationships with any other directors. The relationship of the directors with major shareholders of the company is disclosed on pages 19 to 21.

#### **Convictions for offences (within the past 10 years, other than traffic offences).**

None of the directors have any convictions for offences other than traffic offences.

#### **Particulars of material contracts of the Group, involving directors and major shareholders' interests.**

The details of the transactions between the Group and the directors' and major shareholders are shown on pages 19 to 21 and Note 32 on pages 105 to 106.

## Other Information Required by the Listing Requirements of the MSEB

### Share buyback

There were no share buyback transactions entered into by the Company during the financial year.

### Options or Warrants

The details of the exercise of the options or warrants are disclosed in the Financial Statements, on page 54 of the Annual Report.

### American Depository Receipt ("ADR") or Global Depository Receipt ("GDR") programme

During the financial year, the Company did not sponsor any ADR or GDR programme.

### Imposition of sanctions and penalties

There were no material sanctions or penalties imposed on the Company and its subsidiaries, directors or management by the relevant regulatory bodies during the financial year.

### Non-audit fees

The amount of non-audit fees paid to the external auditors by the Group and by the Company for the financial year amounted to RM73,200 and RM8,000 respectively.

### Profit estimate, forecast and projection

There were no variances of 10% or more between the results for the financial year and the unaudited results and the profits forecast previously announced.

### Profit guarantee

During the financial year, there were no profit guarantees given by the Company.

### Nature of recurrent related party transactions contemplated

On 22 May 2003, AIC Corporation Berhad ("AIC") obtained the approvals from the shareholders for a mandate for AIC and/or its subsidiaries to enter into recurrent transactions in their ordinary course of business with certain related parties in order to comply with paragraph 10.09 of the Malaysia Securities Exchange Berhad's Listing Requirements.

The relationship of the related parties with AIC Group and details of the recurrent related party transactions pursuant to the aforesaid shareholders mandate are as follows:-

### Related Party

AIC Properties Sdn Bhd ("AICP")

### Relationship with AIC Group

A 61%-owned subsidiary of AIC and of which Golden Prism Sdn Bhd ("GPSB") and Nadi Mal Sdn Bhd ("NMSB") have an indirect interest via Asteria Development Sdn. Bhd. (62.9%-owned subsidiary of ACSB) which holds 11.92% in AICP.

GPSB and NMSB are deemed major shareholders of AIC through Asteria Consolidated Sdn Bhd ("Asteria Consolidated"). The details of shareholdings of Asteria Consolidated, GPSB, NMSB and persons connected, in AIC are set out on pages 114 to 115 of this Annual Report.

Asteria Corporation Sdn Bhd ("ACSB")

50% equity owned by GPSB and 50% equity owned by NMSB.

Asteria Industries Sdn Bhd ("AISB")

44.3% equity owned by GPSB and 44.3% equity owned by NMSB. An AIC Director, Prof Madya Dato' Hj Mohd Mokhtar bin Hj Shafii holds 3.05% equity interest in AISB.

Asteria Electronics Sdn Bhd ("AESB")

30% associated company owned by AISB. Datuk Hj Sarip bin Hamid and Mohamad Ariff bin Puteh's (a Director of AIC) son, Mohamad Azmi Mohamad Ariff have 14% and 12% interest in AESB respectively.

Asteria Manufacturing Sdn Bhd ("AMSB")

Wholly-owned subsidiary of AISB.

Autoindustries Ventures Berhad ("AIV")

4.50% equity owned by Asteria Consolidated and thus Datuk Hj Sarip bin Hamid is deemed to be a major shareholder by virtue of his direct and/or indirect substantial interest in Asteria Consolidated. Datuk Hj Sarip bin Hamid who is also the Chairman of AIV, holds 0.94% direct equity interest in AIV.

Autokorsia Sdn Bhd ("Autokorsia")

70% equity interest owned by AIV.

Automako Sdn Bhd ("Automako")

70% equity interest owned by AIV.

## Other Information Required by the Listing Requirements of the MSEB

(Continued)

### Related Party

HKR Manufacturing Sdn Bhd ("HKR")

Jotech Holdings Berhad ("JHB")

Prodelcon Sdn Bhd ("Prodelcon")

JP Metal Sdn Bhd ("JPM")

Khazanah Nasional Berhad ("Khazanah")

Atmel Corporation ("Atmel")

Brimal Stampress Engineering  
Sdn Bhd ("BSE")

### Relationship with AIC Group

Wholly-owned subsidiary of Autoventure Corporation Sdn Bhd which in turn is a wholly-owned subsidiary of AIV.

33% interest owned by AIC and Datuk Hj Sarip bin Hamid and Tuan Hj Mohd Ali bin Bawal are two common directors who have direct interest in JHB (0.13% and 0.03% respectively) and AIC.

Wholly-owned subsidiary of JHB.

Wholly-owned subsidiary of Jotech Metal Fabrication Industries Sdn Bhd which in turn is a wholly-owned subsidiary of JHB.

Holds 25% interest in AIC Technology Sdn Bhd ("AICT") and AIC Microelectronics Sdn Bhd ("AICM").

Holds 6.32% equity interest in AIC Semiconductor Sdn Bhd ("AICS") and 19.9% of the convertible redeemable preference shares in AICS.

Deemed interest by Tuan Hj Mohd. Ali bin Bawal as the shareholders of BSE are accustomed to act in accordance to his instructions, directions and wishes as he had procured an advancement of monies for the shareholders to acquire their BSE shares.

## Other Information Required by the Listing Requirements of the MSEB

(Continued)

Details of the current related party transactions of a revenue or trading nature and in the normal course of business of the Group for the year ended 31 December 2003 are as follows:-

Transactions	Vendor / Provider	Purchaser / Recipient	Aggregated value from 1 January 2003 to 31 December 2003 (RM'000)
a) Assembly and testing of integrated circuit ("IC") chips	AICS	Atmel	61,100
b) Sales of plastic injection moulds and products and automotive accessories	Autovisor Plastics Sdn Bhd ("AVP")	AMSB	3
	Custom Tooling (Malaysia) Sdn Bhd	AMSB	1,056
		HKR	436
		Autokorsia	30
		Automako	9
	Custom Tooling Engineering (Malaysia) Sdn Bhd	AMSB	31
		Autokorsia	22
		Automako	78
c) Purchase of electronic boards for automotive parts	AESB	Brimal Holdings Sdn Bhd ("BHSB")	96
d) Purchase of semiconductor moulds and automation systems	Prodelcon	AICS	791
e) Purchase of stamped metal components	BHSB	BSE	227
	AVP	JPM	13
f) Receipt of management services:-			
From En. Emeri bin Johari, a representative in the board of directors of AICT, AICS and AICM (subsidiaries of AIC)	Khazanah	AICS	12
		AICT	12
From Mr. Raymond Fam Chye Soon, the Senior Vice President in AIC	ACSB	AIC	138
g) Provision of group management services and corporate office support services	AIC	JHB	110
		AICP	10
h) Provision of networking facilities and sharing of software maintenance costs	AIC	JHB	1
		ACSB	1
		AISB	7
i) Rental of office space and/or property located at Wisma AIC, Lot 3, Persiaran Kemajuan, Seksyen 16, 40200 Shah Alam, Selangor Darul Ehsan (including electricity and water charges, if any)	AIC	ACSB	23
		AISB	497
		AICP	2
		JHB	8
j) Rental charged to director related company	BHSB	BSE	42
k) Interest income received from subsidiary company	AIC	AICP	6

## Group's Milestones



- 1990**
  - Incorporated on 6 March under the name of Autoindustries Corporation Sdn Bhd
  - Acquired Autobelt Sdn Bhd (automotive seatbelt business)
- 1992**
  - Acquired Autovisor Plastics Sdn Bhd (sunvisors, interior and boot lamps for motor vehicles)
- 1993**
  - Acquired 70% in Custom Tooling (Malaysia) Sdn Bhd (high precision engineering plastics and moulding)
- 1994**
  - Converted into public company and was listed on the Second Board of the Kuala Lumpur Stock Exchange ("KLSE")
- 1995**
  - A joint venture was formed with Autoliv AB to set up Airbag Systems (M) Sdn Bhd (frontal airbag modules)
  - Acquired 30% in Custom Tooling Engineering (M) Sdn Bhd (fabricating tools and moulds)
  - Acquired 51% in Jotech Holdings Sdn Bhd ("Jotech") – an investment holding company with a subsidiary, Jotech Metal Fabrication Industries Sdn Bhd ("JMF")(precision metal stamping)
- 1996**
  - Foray into the semiconductor industry via a joint venture with Atmel Corporation, USA for the setting up of an assembly and test of Integrated Circuits ("IC") plant in Kulim under AIC Semiconductor Sdn Bhd ("AICS")
  - Set up an R&D company called AIC Microelectronics Sdn Bhd ("AICM") to provide IC design and system solutions
  - Acquired 60% in Nucleus Electronics Pte Ltd ("Nucleus"), Singapore which distributes electronic components in the Asia Pacific region
  - Acquired AIC Inspirasi Sdn Bhd, an investment holding company with subsidiary Brimal Holdings Sdn Bhd (seatbelt & other automotive accessories)
  - Jotech acquired Prodelcon Sdn Bhd (high precision tools, moulds & dies and automation systems for the semiconductor industry)
- 1997**
  - Assumed present name, AIC Corporation Berhad to signify company's diversification from the automotive industry
  - AICS commenced pre-commercial production towards end of the year
- 1998**
  - Acquired 90% in Integral CAD Technologies Sdn Bhd (provision of IT solutions & services)
  - Issuance of RM50 million nominal value of 2.5% Redeemable Unsecured Bank Guaranteed Bonds 1998/2003 with 9,203,002 Detachable Warrants, and Rights Issue of 6,135,335 new ordinary shares to fund expansion plans
  - Khazanah Nasional Berhad subscribed for 25% interest in AIC Technology Sdn Bhd, the holding company of AICS, and AICM
  - AICM obtained Multimedia Super Corridor ("MSC") status

# Group's Milestones

(Continued)

- 1999** ■ Exited from the core automotive business through the divestment of our safety restraint business (seatbelt & airbag)
- 2000** ■ Transferred from the Industrial Products Sector of the KLSE to the Technology Sector
- Transferred Listing to the Main Board of KLSE
- Nucleus was listed on the Stock Exchange of Singapore Dealing and Automated Quotation System ("SGX Sesdaq")
- Jotech was listed on the Second Board of the KLSE
- AIC was awarded the KLSE Corporate Sectoral Award 2000 (Second Board Industrial Products Sector)
- 2001** ■ Launch of AIC's new logo by the Malaysian Prime Minister
- Nucleus acquired 51% equity interest in Neolec International Inc., Taiwan
- Jotech acquired 60% and 100% equity interest in PT Indotech Metal Nusantara, Indonesia and JP Metal Sdn Bhd respectively
- 2002** ■ AIC was awarded the KLSE Corporate Sectoral Award 2001 (Main Board Technology Sector)
- Nucleus established a sales representative office in Shanghai, China
- Nucleus incorporated Nucleus India Pte. Ltd. to establish its market presence in India
- 2003** ■ AIC was awarded the KLSE Corporate Sectoral Award 2002 (Main Board Technology Sector)
- AIC entered into a joint venture with Toptek Corporation, Taiwan to design, develop, manufacture and distribute wireless and multimedia products
- JMF entered into a joint venture to carry out the business of precision tooling, dies fabrication and precision metal stamping in GuangDong, China
- Jotech acquired 60% equity interest in Palladine Technology Pte Ltd (development and distribution of liquid crystal display solutions)
- AIC entered into a joint venture with MTN Inc. ("MTN") Korea to carry out the design, research, development, manufacturing, branding, marketing and sale of multimedia displays, multimedia products and all related peripherals including thin-filmed transistor liquid crystal display ("TFT-LCD") monitors and television
- Nucleus acquired 60% equity interest in Hong Kong component distributor, TLG Electronics Ltd through its subsidiary, Nucleus Capital Ltd
- 2004** ■ AIC was awarded the KLSE Corporate Excellence Award 2003 (Main Board)
- AICS entered into a joint marketing and technical support agreement with 1<sup>st</sup> Silicon (Malaysia) Sdn Bhd to mutually develop and promote customer recognition of the benefits of the joint use of their products and services

