

Additional Compliance Information

as at 31 December 2004

1. SHARE BUY BACK

There were no share buyback transactions and resale of treasury shares during the financial year. The Company has cancelled 35,853,000 treasury shares against the share capital on 27 February 2004.

2. OPTIONS, WARRANTS OR CONVERTIBLE SECURITIES

On 7 January 2004, 351,000 share options were offered at an option price of RM3.69 per share option (being the 5 day weighted average price from 26 December 2003 to 5 January 2004, net of 10% discount).

On 14 October 2004, 37,721,000 share options were offered at an option price of RM4.05 per share option (being the 5 day weighted average price from 7 October 2004 to 13 October 2004, net of 10% discount).

The Company has not issued any warrants or convertible securities. A wholly owned subsidiary, Commerce Capital (Labuan) Ltd issued USD125 million Convertible Bonds guaranteed by the Company during the year. The USD Convertible Bonds are convertible into ordinary shares of the Company.

3. AMERICAN DEPOSITORY RECEIPT (ADR) OR GLOBAL DEPOSITORY RECEIPT (GDR)

The Company did not sponsor any ADR or GDR programme during the financial year under review.

4. IMPOSITION OF SANCTIONS AND/OR PENALTIES

There were no public sanctions and/or penalties imposed on the Company and its subsidiaries, Directors or the

Management by any regulatory body during the financial year under review.

5. NON-AUDIT FEES

Non-audit fees payable to the external auditors, Messrs PricewaterhouseCoopers and its affiliates amounted to RM4,226,000 for various audit related work relating to listing exercise, reporting accountants work on debt issuance, half year review and other professional services including tax compliance and advisory.

6. VARIATION IN RESULTS

There were no variation in results for the fourth quarter and year ended 31 December 2004 as the results announced were the audited results.

7. PROFIT GUARANTEE

The Company did not give any profit guarantee during the financial year.

8. REVALUATION POLICY ON LANDED PROPERTIES

Please refer to accounting policy on fixed assets on page 109 of the Annual Report.

9. MATERIAL CONTRACTS

There were no material contracts entered into by the Company and its subsidiaries involving directors' and major shareholders' interest which were still subsisting as at the end of the financial year under review or which were entered into since the end of the previous financial year except as disclosed in Note 45 and Note 46 to the financial statements.

Statement of Directors' Responsibility

(in respect of the audited financial statements)

The Directors are required by the Companies Act, 1965 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and the Group at the end of the financial year and of their results and cash flow for the financial year then ended.

In preparing the financial statements, the Directors have:-

- Considered the applicable approved Malaysian accounting standards.
- Adopted and consistently applied appropriate accounting policies.
- Make judgments and estimates that are prudent and reasonable.

The Directors have responsibilities for ensuring that the Company and the Group keep accounting records which disclose with reasonable accuracy the financial position of the Company and the Group and which enable them to ensure that the financial statements comply with the Companies Act, 1965, applicable and approved accounting standards in Malaysia and Bank Negara Malaysia Guidelines.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and the Group to prevent and detect fraud and other irregularities.