

Table 2 - Proforma effects of the Proposals on the Consolidated NTA of XLB Group

	Audited as at 31.01.02 RM'000	I After Proposed Bonus Issue RM'000	II After I and Proposed ESOS RM'000
Share capital	48,280	72,420	79,662 ⁱ
Reserves:			
Share premium	8,175	-	5,576 ⁱⁱ
Retained Profits	26,752	10,787	10,787
Shareholders' funds	83,207	83,207	96,025
Less:			
Estimated expenses in connection with the Proposals	-	(500)	(500)
NTA	83,207	82,707	95,525
NTA per share (RM)	1.72	1.14	1.20

Notes:

- i* Assuming full exercise of the Options offered pursuant to the Proposed ESOS to subscribe for 7,242,000 new XLB Shares.
- ii* Assuming full exercise of Options offered pursuant to the Proposed ESOS to subscribe for 7,242,000 new XLB Shares at an option price of RM1.77 based on a discount of approximately 10% from the theoretical ex-bonus price of XLB Shares of RM1.97 per XLB Share, computed based on the five (5) days weighted average market price of XLB Shares traded on the KLSE up to and including 11 December 2002 of RM2.96 per XLB Shares.

Table 3 - Effects on the Proposals on the shareholding of XLB's substantial shareholders

Substantial shareholders	As at 10 December 2002				After Bonus Issue			
	-----Direct-----		-----Indirect-----		-----Direct-----		-----Indirect-----	
	No. of XLB Shares '000	% held	No. of XLB Shares '000	% held	No. of XLB Shares '000	% held	No. of XLB Shares '000	% held
Ng Huan Tong	11,270	23.34	11,269 ⁱ	23.34	16,905	23.34	16,904	23.34
Lim Wan Hong	11,269	23.34	11,270 ⁱ	23.34	16,904	23.34	16,905	23.34
DPCSB	5,793	12.00	-	-	8,690	12.00	-	-
Chua Chong Seng	3,977	8.24	-	-	5,966	8.24	-	-
Dato' Mohd Desa bin Pachi	-	-	5,793 ⁱⁱ	12.00	-	-	8,690 ⁱⁱ	12.00

Notes:

- i* Deemed interested by virtue of Section 6A of the Companies Act, 1965.
- ii* Deemed interested by virtue of his shareholdings in DPCSB.