

## ADDITIONAL COMPLIANCE INFORMATION

### 1. APPROVED UTILISATION OF FUNDS

#### Commercial Papers (“CPs”) and Medium-Term Notes (“MTNs”)

On 22 May 2004, the Company has obtained the necessary approval from the Securities Commission for the issuance of up to RM200,000,000 nominal value of CPs and MTNs under the Islamic financing concepts of Murabahah and Ijarah (“CP/MTN Programme”). During the financial year, the Company made an early redemption of the outstanding RM50.0 million Islamic Notes under the CP/MTN Programme. Concurrently with the early redemption of the Islamic Notes, the CP/MTN Programme was terminated.

#### Issues of Shares and Warrants

During the financial year, the issued and paid up share capital of the Company was increased from RM328,499,992.00 to RM343,369,660.50 by way of issuance of 29,739,337 new ordinary shares of RM0.50 each resulting from the conversion of 11,895,735, 3% Irredeemable Convertible Unsecured Loan Stocks 2002/2012 (“ICULS”) at the rate of RM1.00 nominal amount of ICULS for two and a half fully paid ordinary shares of RM0.50 each in the Company, details of which are disclosed on pages 129 and 130 of this Annual Report.

### 2. OPTIONS OR CONVERTIBLE SECURITIES EXERCISED

#### ESOS

No ESOS scheme exist during the financial year under review.

#### Warrants

No warrants were exercised during the financial year. The warrants 2008/2013 carry the rights to subscribe for new shares in WSC at an exercise price of RM3.17 per share and expires on 25 March 2013. (Please refer to Analysis of Shareholdings, ICULS and Warrants holdings of the Annual Report for more details).

#### ICULS

On 9 July 2002, the Company issued RM89,499,999.00 nominal value of 3% ICULS at RM1.00 per ICULS. During the financial year, there were 11,895,735 ICULS converted to 29,739,337 WSC Shares. From 1 January 2010 until 16 April 2010, there were 9,001,000 ICULS converted to 22,502,500 WSC Shares and the balance of ICULS remaining is RM26,258,390 (Please refer to Analysis of Shareholdings, ICULS and Warrants holdings of the Annual Report for more details).

### 3. DEPOSITORY RECEIPT PROGRAMME

The Company has not sponsored any depository receipt programme for the financial year ended 31 December 2009.

### 4. VARIATION IN RESULTS

There is no significant variance in WSC’s audited financial results for the financial year ended 31 December 2009 from the unaudited results as previously announced. The Company has not released or announced any estimated profit, financial forecast and projection in the financial year ended 31 December 2009.

### 5. PROFIT GUARANTEE

During the financial year, WSC did not provide any profit guarantee nor is there any profit guarantee given to WSC.

### 6. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROVISION OF FINANCIAL ASSISTANCE

The details of significant recurrent related party transactions conducted during the financial year ended 31 December 2009 pursuant to the shareholders’ mandate are disclosed in the Summary of Significant Recurrent Related Party Transactions as set out on page 162 of this Annual Report.

## ADDITIONAL COMPLIANCE INFORMATION (CONTINUED)



### 7. MATERIAL CONTRACTS

There were no material contracts (not being contracts entered into in the ordinary course of business), entered into by the Company and its subsidiaries, involving Directors' and major shareholders' interests during the financial year ended 31 December 2009.

### 8. SHARE BUY-BACK

The Company has purchased 714,100 of its own shares during the financial year ended 31 December 2009, all of which are held as treasury shares and maintained by the Company. Details are as follows:-

#### Treasury Shares

Month of Buy-back in 2009	No of Shares Bought-Back	Par Value per share (RM)	Lowest Price paid for each share (RM)	Highest Price paid for each share (RM)	Average Price per share (RM)	Total Consideration Paid (including transaction costs) (RM)
January	43,000	0.50	1.00	1.10	1.03	44,243
February	96,000	0.50	1.08	1.11	1.10	105,957
March	20,000	0.50	1.16	1.17	1.17	23,440
April	-	-	-	-	-	-
May	-	-	-	-	-	-
June	40,000	0.50	1.81	1.87	1.85	74,138
July	-	-	-	-	-	-
August	-	-	-	-	-	-
September	-	-	-	-	-	-
October	-	-	-	-	-	-
November	30,000	0.50	2.39	2.39	2.41	72,224
December	485,100	0.50	2.36	2.42	2.40	1,165,525
<b>Total</b>	<b>714,100</b>					<b>1,485,527</b>

The funding of the share buy-back transactions is from internally generated funds. The purchased shares are being held as treasury shares in accordance with Section 67A of the Companies Act, 1965.

The special tax-exempt share dividend distributed from the treasury shares of Wah Seong Corporation Berhad ("WSC") was made on the basis of one (1) WSC share for every one hundred and twenty (120) existing WSC ordinary shares of RM0.50 each held at the entitlement date. Based on share price of RM2.35 each on 31 December 2009, the value of the share dividend per WSC share is equivalent to an approximate gross cash dividend of 1.96 sen.

There was no resale or cancellation of treasury shares during the financial year.

### 9. IMPOSITION OF SANCTIONS AND/OR PENALTIES

There were no significant sanctions and/or penalties imposed on WSC Group and its subsidiaries, Directors or Management by the relevant regulatory bodies during the financial year.

### 10. NON-AUDIT FEES

The amount of non-audit fees paid and payable to the external auditors by WSC Group for the financial year is RM 915,000.

### 11. STATEMENT ON REVALUATION POLICY

The Group does not have any revaluation policy on landed properties.