

## 8. APPROVALS AND CONDITIONS

### 8.1 Approvals of Relevant Authorities

The following are the conditional approvals from the relevant authorities obtained by DCB in conjunction with the Listing as set out in Section 5.3 of this Prospectus.

The conditions imposed by all the authorities and the status of compliance are set out as follows:

Details of Conditions Imposed	Status of Compliance
<b>a) MITI vide its letter dated 20 May 2003 and 7 July 2003</b>	
1. DCB to obtain KLSE's approval	Obtained on 18 July 2003
2. DCB to obtain SC's approval	Obtained on 17 July 2003
3. DCB to comply with National Development Policy of minimum 30% Bumiputera equity participation.	Complied on 9 September 2003
4. MITI had recognised GJSB as the Bumiputera shareholder subject to the following conditions:	
- 30% of the shares allotted to GJSB as Bumiputera shareholder, can be disposed within 3 months from the date of the listing of DCB, whereas the remaining 70% will be in stages to be approved by MITI.	Noted and to be complied with, if applicable
- To be listed only after 15 September 2003, being the date, which GJSB will obtain the minimum six months requirement to be recognised as a Bumiputera shareholder.	Complied
- To make available documentary proof that GJSB has made full payment for the shares of DCB allocated by MITI.	Complied on 10 October 2003
<b>b) SC vide its letters dated 17 July 2003 and 19 September 2003</b>	
1. DCB to disclose the status of the utilisation of proceeds from the issue of shares in the quarterly and annual reports until the proceeds are fully utilised.	Noted and to be complied with
2. DCB to obtain KLSE's approval	Obtained on 18 July 2003
3. DCB to obtain MITI's approval	Obtained on 20 May 2003 and 7 July 2003
4. DCB to obtain the Certificate of Completion for the extensions to its factory building at PT No.48, Mukim 1, Daerah Seberang Perai Tengah, Pulau Pinang from the relevant authorities within six (6) months from the date of SC's approval.	Obtained on 8 September 2003 and forwarded to SC on 24 September 2003

**8. APPROVALS AND CONDITIONS (Cont'd)**

<b>Details of Conditions Imposed</b>	<b>Status of Compliance</b>
<b>c) KLSE vide its letter dated 18 July 2003</b>	
1. Confirmation that Datuk Chuah Kim Seah and all other directors of DCB have complied with Rule 13.6(b) of the Listing Requirements prior to the issuance of the Prospectus.	Complied. Confirmation forwarded to the KLSE on 11 December 2003
2. In relation to potential conflict of interest:	
- detailed disclosure in the prospectus of justification that the related companies do not compete with the existing business of DCB Group;	Complied. Statement provided in Section 9.1.4
- detailed disclosure in the prospectus of the principal activities, Board of Directors of the related companies and the equity interest held by the promoters in these companies;	Complied. Statement provided in Section 9.1.4
- to adhere to Rule 6.6 of the Listing Requirement and to disclose in the prospectus the following:	
o whether all existing related party transactions between DCB Group and its related companies are on arms length basis and on terms not more favourable to the related parties than those generally available to the public; and	Complied. Statement provided in Section 9.1.4
o nature of business transactions between DCB Group and its related companies.	Complied. Statement provided in Section 9.1.4
3. DCB Group to include a negative statement in the prospectus on the exclusion of profit forecast and projections from the prospectus and the reasons thereof; and	Complied. Statement provided in Section 1.8
4. DCB to inform KLSE on the appointment of Independent Directors and to provide confirmation that they qualify as Independent Directors as defined in the Listing Requirements.	Complied. Confirmation forwarded to the KLSE on 15 December 2003
<b>d) Bank Negara Malaysia's approval in respect of the Acquisition of RGBL vide its letter dated 18 September 2003</b>	
1. DCB to ensure that all dividends or profits and earnings from sale of the investment in RGBL be remitted into Malaysia upon receipt of the aforementioned dividends or profits or when such investment in the offshore company's shares are sold and to duly inform the Foreign Exchange Administration Department of Bank Negara Malaysia ("FEAD");	Noted and to be complied with
2. DCB is to disclose to FEAD the quarterly returns in the prescribed format (ECM 9/OIR) on total foreign investments. The said quarterly report has to be received by FEAD within one (1) month after the end of each quarter; and	Noted and to be complied with
3. DCB is to make available copies of DCB and RGBL's annual financial statements to FEAD.	Noted and to be complied with

**8. APPROVALS AND CONDITIONS (Cont'd)****8.2 Moratorium on Disposal of Shares**

The Substantial Shareholders and Promoters will not be allowed to sell, transfer or assign their shareholdings amounting to 45% of the nominal issued and fully paid-up capital of DCB within one (1) year from the date of admission of DCB on the Official List of the MESDAQ Market.

The moratorium means that certain shareholders of DCB are not allowed to sell, transfer or assign the shares under moratorium within one (1) year from the date of admission of DCB to the Official List of the MESDAQ Market. Thereafter they are permitted to sell, transfer or dispose of up to a maximum of one third per annum of their respective shareholdings under moratorium on a straight-line basis.

The restriction, which is fully accepted by the Substantial Shareholders and Promoters, is specifically endorsed on the share certificates representing the respective shareholdings of the aforementioned which are under moratorium to ensure that DCB's Share Registrar do not register any transfer not in compliance with the restriction imposed by the SC and KLSE.

Information on Substantial Shareholders and Promoters under the Moratorium are as follows:

Substantial Shareholders and Promoters	Shareholding after Listing		Shares Placed under Moratorium No. of DCB Shares	% of the Enlarged Issued and Fully Paid-Up Share Capital
	No. of DCB Shares	%		
Datuk Chuah Kim Seah	109,906,830	39.25	109,906,830	39.25
GJSB	84,000,662	30.00	16,093,170	5.75
<b>Total</b>	<b>193,907,492</b>	<b>69.25</b>	<b>126,000,000</b>	<b>45.00</b>

The remarks to be endorsed on these share certificates are as follows:

*"The shares comprised are not capable of being sold, transferred or assigned for a period as determined by the SC ("Moratorium Period"). The shares comprised herein will not constitute good delivery pursuant to the Rules of Exchange during the Moratorium Period. No share certificate or certificates will be issued to replace this certificate during the Moratorium Period unless the same shall be endorsed with this restriction."*

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**9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST**

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**9.1 Related Party Transactions****9.1.1 Promotion of Material Assets**

None of the Directors, Promoters, Substantial Shareholders and/or key management staff of DCB Group have interest, directly or indirectly, in the promotion of or in any material assets which have, within the two (2) years preceding the date of this Prospectus, been acquired or proposed to be acquired or disposed of or proposed to be disposed of by or leased or proposed to be leased to DCB Group.

**9.1.2 Interest in Material Contracts or Arrangements**

Save as disclosed below, none of the Directors, Promoters, Substantial Shareholders and/or key management staff of DCB Group have any material interest in any contract or arrangement which is significant in relation to the business of the Group and subsisting as at the date of this Prospectus.

- (i) On 1 February 2002, DTSB entered into a Tenancy Agreement with Magna Eden Sdn Bhd for the rental of No. 8, Green Hall, 10200 Penang, to Magna Eden Sdn Bhd for a period from 1 February 2002 to 31 January 2005 for a monthly rental of RM2,000 per month. The tenancy agreement terminated with effect from 1 April 2003.
- (ii) On 1 February 2000, RGSB entered into a Tenancy Agreement with Standard RGB Pte Ltd for the rental of No. 65, Sims Avenue #08-04, Yi Xiu Factory Building, Singapore, to Standard RGB Pte Ltd for a period from 1 February 2000 to 31 January 2002 for a monthly rental of SGD1,000 per month. The tenancy period was extended to 31 January 2004 vide a letter dated 1 December 2001.
- (iii) On 22 June 2000, DTSB entered into a Tenancy Agreement with Euro Computer Engineering & Parts Sdn Bhd for the rental of No. 8, Green Hall, 10200 Penang, to Euro Computer Engineering & Parts Sdn Bhd for a period from 1 July 2000 to 30 June 2002, with an option for renewal for a further two (2) years, for a monthly rental of RM5,500 per month. This agreement was renewed on 31 May 2002 for a further period two years and will expire on 30 June 2004.
- (iv) On 22 June 2000, DTSB entered into a Tenancy Agreement with RGB System Sdn Bhd for the rental of No. 8, Green Hall, 10200 Penang, to RGB System Sdn Bhd for a period from 1 July 2000 to 30 June 2002, with an option for renewal for a further two (2) years, for a monthly rental of RM4,500 per month. This tenancy has been extended to 30 June 2004.
- (v) On 1 August 2000, DTSB entered into a Tenancy Agreement with Great World Inc. for the rental of No. 8, Green Hall, 10200 Penang, to Great World Inc for a period from 1 August 2000 to 30 July 2003, with an option for renewal for a further three (3) years, for a monthly rental of RM2,500 per month. This tenancy has been extended to 30 July 2006.

**9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (Cont'd)**

(vi) On 1 August 1999, DTSB entered into a Tenancy Agreement with Dreamgate (Malaysia) Sdn Bhd for the rental of No. 8, Green Hall, 10200 Penang, to Dreamgate (Malaysia) Sdn Bhd for a period from 1 July 1999 to 30 June 2002, with an option for renewal for a further three (3) years, for a monthly rental of RM2,500 per month. This tenancy has been extended to 30 June 2005.

(vii) RGSB charges the following companies a monthly repair and maintenance charge as follows:

<b>Companies</b>	<b>Amount of estimated charges for the year ending 31 December 2003 RM</b>
Amity Engineering Sdn Bhd	15,600
Amity Energy Sdn Bhd	9,360
Dreamgate (Malaysia) Sdn Bhd	43,800
Euro Computer Engineering & Parts Sdn Bhd	43,680
Manju Sdn Bhd	19,500
RGB System Sdn Bhd	62,560
Suneka Sdn Bhd	19,500

(viii) RGSB and DTSB incur fees from Harvard Management Consultants Sdn Bhd for secretarial services rendered at a quarterly fee of RM750 and RM300, respectively.

(ix) RGSB has sales transactions with the following companies:

<b>Companies</b>	<b>Amount of estimated sales for the year ending 31 December 2003 RM</b>
Dreamgate (Malaysia) Sdn Bhd	581,000
RGB System Sdn Bhd	628,000
Standard RGB Pte Ltd	2,000,000
Sigma Gaming Technology Pte Ltd	1,000,000
Suneka Sdn Bhd	172,500
Manju Sdn Bhd	30,000

(x) RGLB has purchase transactions with Standard RGB Pte Ltd, which is estimated at RM2,500,000 for the year ending 31 December 2003.

(xi) DTSB currently incur filing fees from Chuah & Associates Tax Services Sdn Bhd amounting to RM520 per annum.

(xii) RGSB had given an undertaking to Mpumalanga Gaming Board, South Africa, to provide funding for Magna Eden Sdn Bhd for whatever amount is required in respect of Magna Eden Sdn Bhd's investment in Magic Slots South Africa (Pty) Ltd, in relation to the South Africa gaming operations. To-date, RGSB has not been requested to provide any funding whatsoever in respect of the above undertaking. As at 8 December 2003, the investment in Magic Slots South Africa (Pty) Ltd is RM241, being the amount subscribed for shares in Magic Slots South Africa (Pty) Ltd by Magna Eden Sdn Bhd.

## 9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (Cont'd)

The nature of the interest of the Directors, Promoters, Substantial Shareholders and key management of DCB Group as at 8 December 2003 are as tabulated below:

Company	Interested Directors, Promoters, Substantial Shareholders and key management of DCB Group	Nature of Interest	Equity holdings (%)
Magna Eden Sdn Bhd	<u>Promoter</u> <ul style="list-style-type: none"> <li>Datuk Chuah Kim Seah</li> </ul> <u>Director</u> <ul style="list-style-type: none"> <li>Lim Tow Boon</li> </ul>	<ul style="list-style-type: none"> <li>Director and shareholder</li> <li>Director and shareholder</li> </ul>	<ul style="list-style-type: none"> <li>4%</li> <li>46%</li> </ul>
Standard RGB Pte Ltd	<u>Promoter</u> <ul style="list-style-type: none"> <li>Datuk Chuah Kim Seah</li> <li>Chuah Kim Chiew</li> </ul> <u>Director</u> <ul style="list-style-type: none"> <li>Lim Tow Boon</li> </ul>	<ul style="list-style-type: none"> <li>Director and shareholder</li> <li>Director and shareholder</li> <li>Director and shareholder</li> </ul>	<ul style="list-style-type: none"> <li>50%</li> <li>50%</li> <li>(1)</li> </ul>
Euro Computer Engineering & Parts Sdn Bhd	<u>Promoter</u> <ul style="list-style-type: none"> <li>Chuah Poh Aun</li> <li>Datuk Chuah Kim Seah</li> <li>Chuah Kim Chiew</li> </ul>	<ul style="list-style-type: none"> <li>Director</li> <li>(3)</li> <li>Director</li> </ul>	<ul style="list-style-type: none"> <li>50%<sup>(2)</sup></li> <li>50%<sup>(3)</sup></li> <li>-</li> </ul>
RGB System Sdn Bhd	<u>Promoter</u> <ul style="list-style-type: none"> <li>Chuah Poh Aun</li> <li>Datuk Chuah Kim Seah</li> <li>Chuah Kim Chiew</li> </ul> <u>Director</u> <ul style="list-style-type: none"> <li>Lim Tow Boon</li> </ul>	<ul style="list-style-type: none"> <li>Director</li> <li>Director and shareholder</li> <li>Shareholder</li> <li>Director</li> </ul>	<ul style="list-style-type: none"> <li>-</li> <li>50%</li> <li>50%</li> <li>-</li> </ul>
Great World Inc.	<u>Promoter</u> <ul style="list-style-type: none"> <li>Datuk Chuah Kim Seah</li> </ul>	<ul style="list-style-type: none"> <li>Shareholder</li> </ul>	<ul style="list-style-type: none"> <li>55%</li> </ul>

## 9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (Cont'd)

Company	Interested Directors, Promoters, Substantial Shareholders and key management of DCB Group	Nature of Interest	Equity holdings (%)
Dreamgate (Malaysia) Sdn Bhd	<u>Promoter</u> <ul style="list-style-type: none"> <li>• Datuk Chuah Kim Seah</li> </ul> <u>Director</u> <ul style="list-style-type: none"> <li>• Lim Tow Boon</li> </ul>	<ul style="list-style-type: none"> <li>• Shareholder</li> </ul> <ul style="list-style-type: none"> <li>• Shareholder</li> </ul>	<ul style="list-style-type: none"> <li>• 90%</li> </ul> <ul style="list-style-type: none"> <li>• 10%</li> </ul>
Amity Engineering Sdn Bhd	<u>Promoter</u> <ul style="list-style-type: none"> <li>• Datuk Chuah Kim Seah</li> <li>• Chuah Kim Chiew</li> </ul> <u>Director</u> <ul style="list-style-type: none"> <li>• Lim Tow Boon</li> </ul>	<ul style="list-style-type: none"> <li>• Shareholder</li> <li>• Shareholder</li> </ul> <ul style="list-style-type: none"> <li>• Director</li> </ul>	<ul style="list-style-type: none"> <li>• 55%</li> <li>• 15%</li> </ul> <ul style="list-style-type: none"> <li>-</li> </ul>
Amity Energy Sdn Bhd	<u>Promoter</u> <ul style="list-style-type: none"> <li>• Datuk Chuah Kim Seah</li> </ul>	<ul style="list-style-type: none"> <li>• Shareholder</li> </ul>	<ul style="list-style-type: none"> <li>• 40%</li> </ul>
Manju Sdn Bhd	<u>Promoter</u> <ul style="list-style-type: none"> <li>• Datuk Chuah Kim Seah</li> <li>• Chuah Kim Chiew</li> </ul> <u>Director</u> <ul style="list-style-type: none"> <li>• Lim Tow Boon</li> </ul>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder</li> </ul> <ul style="list-style-type: none"> <li>• Director</li> </ul>	<ul style="list-style-type: none"> <li>-</li> <li>• 40%</li> </ul> <ul style="list-style-type: none"> <li>-</li> </ul>
Suneka Sdn Bhd	<u>Promoter</u> <ul style="list-style-type: none"> <li>• Datuk Chuah Kim Seah</li> <li>• Chuah Kim Chiew</li> </ul> <u>Director</u> <ul style="list-style-type: none"> <li>• Lim Tow Boon</li> </ul>	<ul style="list-style-type: none"> <li>• Director and shareholder</li> <li>• Shareholder</li> </ul> <ul style="list-style-type: none"> <li>• Director</li> </ul>	<ul style="list-style-type: none"> <li>• 50%</li> <li>• 25%</li> </ul> <ul style="list-style-type: none"> <li>-</li> </ul>

**9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (Cont'd)**

<b>Company</b>	<b>Interested Directors, Promoters, Substantial Shareholders and key management of DCB Group</b>	<b>Nature of Interest</b>	<b>Equity holdings (%)</b>
Harvard Management Consultants Sdn Bhd	<u>Promoter</u> <ul style="list-style-type: none"> <li>• Datuk Chuah Kim Seah</li> <li>• Chuah Kim Chiew</li> </ul> <u>Director</u> <ul style="list-style-type: none"> <li>• Lim Tow Boon</li> <li>• Wong Chee Fai</li> </ul>	<ul style="list-style-type: none"> <li>• Shareholder</li> <li>• Shareholder</li> <li>• Shareholder</li> <li>• Director</li> </ul>	<ul style="list-style-type: none"> <li>• 67%</li> <li>• <sup>(1)</sup></li> <li>• 33%</li> <li>-</li> </ul>
Sigma Gaming Technology Pte Ltd	<u>Promoter</u> <ul style="list-style-type: none"> <li>• Datuk Chuah Kim Seah</li> <li>• Chuah Kim Chiew</li> </ul> <u>Director</u> <ul style="list-style-type: none"> <li>• Lim Tow Boon</li> </ul>	<ul style="list-style-type: none"> <li>• Shareholder</li> <li>• Director</li> <li>• Director and shareholder</li> </ul>	<ul style="list-style-type: none"> <li>• 55%</li> <li>-</li> <li>• <sup>(1)</sup></li> </ul>
Chuah & Associates Tax Services Sdn Bhd	<u>Promoter</u> <ul style="list-style-type: none"> <li>• Datuk Chuah Kim Seah</li> </ul>	<ul style="list-style-type: none"> <li>• Director and shareholder</li> </ul>	<ul style="list-style-type: none"> <li>• 30%</li> </ul>

*Notes*

- (1) *Negligible*
- (2) *Deemed interested through his wife, Tok Moi*
- (3) *Deemed interested through his wife, Datin Tan Soon Kim who is a director and shareholder*

**9.1.3 Transactions that are Unusual in their Nature or Conditions**

To the best knowledge and belief of the Directors, they are not aware of any transactions that are unusual in their nature or conditions, involving goods, services, tangible or intangible assets, to which DCB Group was a party in respect of the past one (1) financial year and the subsequent financial period thereof, immediately preceding the date of this Prospectus.



## 9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (Cont'd)

### 9.1.4 Conflicts of Interest in Similar Business

Save as disclosed below, none of the Directors, Promoters, Substantial Shareholders and key management staff of the DCB Group have any interest, direct or indirect in any business carrying on a similar trade as the DCB Group:

- (a) **Chuah Poh Aun**, Promoter and Non-Independent Non-Executive Director and Chairman of DCB, is the sole proprietor of Chuah Poh Aun Amusements Co.
- (b) **Datuk Chuah Kim Seah**, Substantial Shareholder, Promoter and Managing Director of DCB, is:
- (i) the shareholder and director of Magna Eden Sdn Bhd;
  - (ii) the shareholder and director of Standard RGB Pte Ltd;
  - (iii) the shareholder of Sigma Gaming Technology Pte Ltd; and
  - (iv) the shareholder of Great World Inc., who in turn is the shareholder of both Poipet Investment Limited and Grand Harvest Pte Ltd, all incorporated pursuant to the Offshore Companies' Act, 1990.
- (c) **Chuah Kim Heng**, Promoter, is the sole proprietor of Chuah Amusement Sales & Service.
- (d) **Chuah Kim Chiew**, Promoter and Non-Independent Non-Executive Director of DCB, is:
- (i) the shareholder and director of Standard RGB Pte Ltd; and
  - (ii) the director of Sigma Gaming Technology Pte Ltd.
- (e) **Lim Tow Boon**, Executive Director of DCB, is:
- (i) the shareholder and director of Magna Eden Sdn Bhd;
  - (ii) the shareholder and director of Standard RGB Pte Ltd; and
  - (iii) the shareholder and director of Sigma Gaming Technology Pte Ltd.

Further details of these corporations are as tabulated below:

Company	Board of Directors / Sole Proprietor	Principal activities	Nature of transaction	Terms of transaction
Chuah Poh Aun Amusements Co	<ul style="list-style-type: none"> <li>• Chuah Poh Aun</li> </ul>	Dealing in gaming machines	None	Not applicable
Chuah Amusement Sales & Service	<ul style="list-style-type: none"> <li>• Chuah Kim Heng</li> </ul>	Sales and marketing of amusement machines	None	Not applicable
Magna Eden Sdn Bhd	<ul style="list-style-type: none"> <li>• Datuk Chuah Kim Seah</li> <li>• Lim Tow Boon</li> <li>• See Pei Shih</li> </ul>	Investment holding	None	Not applicable

**9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (Cont'd)**

Company	Board of Directors / Sole Proprietor	Principal activities	Nature of transaction	Terms of transaction
Standard RGB Pte Ltd	<ul style="list-style-type: none"> <li>Datuk Chuah Kim Seah</li> <li>Chuah Kim Chiew</li> <li>Lim Tow Boon</li> <li>Huang Tzu Lian</li> </ul>	Sales and marketing, provision of technical support and maintenance of gaming and amusement machines to clubs and associations in Singapore and an operator of amusement machines	Distribution of gaming and amusement machines and parts for the DCB Group in Singapore	Arms length
Sigma Gaming Technology Pte Ltd	<ul style="list-style-type: none"> <li>Huang Tzu Lian</li> <li>Chuah Kim Chiew</li> <li>Lim Tow Boon</li> </ul>	Sales and marketing of gaming machines and parts in Singapore	Distribution of gaming machines and parts for the DCB Group in Singapore	Arms length
Great World Inc	<ul style="list-style-type: none"> <li>Teng Whye Lok</li> <li>Teow Peng Hee</li> <li>Suedy Suwendy</li> <li>McCully Derek Adrian</li> </ul>	Investment holding	None	Not applicable
Poipet Investment Limited	<ul style="list-style-type: none"> <li>Teng Whye Lok</li> <li>Teow Peng Hee</li> </ul>	Management of gaming and amusement machines overseas	None	Not applicable
Grand Harvest Pte Ltd	<ul style="list-style-type: none"> <li>Teng Whye Lok</li> <li>Teow Peng Hee</li> <li>Suedy Suwendy</li> <li>McCully Derek Adrian</li> <li>Lim Gin Chuan</li> <li>Teoh Ean Hooi</li> <li>Kee Eng Leong</li> </ul>	Management of gaming and amusement machines overseas	None	Not applicable

Additional details of the interested Promoters' shareholdings in the abovementioned corporations are as follows:

Company	Interested Promoters of DCB	Equity holdings of Promoters (%)
Chuah Poh Aun Amusements Co	<ul style="list-style-type: none"> <li>Chuah Poh Aun</li> </ul>	<ul style="list-style-type: none"> <li>100%</li> </ul>
Chuah Amusement Sales & Service	<ul style="list-style-type: none"> <li>Chuah Kim Heng</li> </ul>	<ul style="list-style-type: none"> <li>100%</li> </ul>
Magna Eden Sdn Bhd	<ul style="list-style-type: none"> <li>Datuk Chuah Kim Seah</li> </ul>	<ul style="list-style-type: none"> <li>4%</li> </ul>
Standard RGB Pte Ltd	<ul style="list-style-type: none"> <li>Datuk Chuah Kim Seah</li> <li>Chuah Kim Chiew</li> </ul>	<ul style="list-style-type: none"> <li>50%</li> <li>50%</li> </ul>
Sigma Gaming Technology Pte Ltd	<ul style="list-style-type: none"> <li>Datuk Chuah Kim Seah</li> </ul>	<ul style="list-style-type: none"> <li>55%</li> </ul>
Great World Inc <sup>(1)</sup>	<ul style="list-style-type: none"> <li>Datuk Chuah Kim Seah</li> </ul>	<ul style="list-style-type: none"> <li>55%</li> </ul>

**9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (Cont'd)**

*Note:*

<sup>(1)</sup> *None of the Promoters have a direct interest in Poipet Investment Limited and Grand Harvest Pte Ltd*

To the best of the knowledge of the Directors, the relationship between the DCB Group and the above corporations do not result in any material conflicts of interest as these corporations do not compete directly with the existing business of the Group due to the following reasons:

- a. Chuah Poh Aun Amusements Co possesses a license granted by MOF to deal in gaming machines but is currently dormant;
- b. Chuah Amusement Sales & Service is in the business of sales and marketing of solely amusement machines;
- c. Standard RGB Pte Ltd and Sigma Gaming Technology Pte Ltd are operating in Singapore, a geographically segregated market which is distinct from the market of DCB Group; and
- d. Magna Eden Sdn Bhd and Great World Inc are investment holding companies, whereas Poipet Investment Limited and Grand Harvest Pte Ltd are in the business of operating gaming and amusement centres; both being business activities in which DCB Group is not involved in.

Chuah Poh Aun Amusements Co, Chuah Amusement Sales & Service, Magna Eden Sdn Bhd, Great World Inc, Poipet Investment Limited and Grand Harvest Pte Ltd have no related party transactions with DCB Group, whereas the related party transactions between Standard RGB Pte Ltd and Sigma Gaming Technology Pte Ltd with the DCB Group are available on arms length basis and on terms not more favourable to the related parties than those generally available to the public.

**9.1.5 Loans (including Guarantees of Any Kind) Made by DCB Group to the Related Parties**

Save as disclosed in Section 9.1.2 above, as at the date of this Prospectus, there are no outstanding loans (including guarantees of any kind) made by DCB Group to its related parties.

**9.2 Declaration of Advisers**

Save as disclosed below, there are no conflicts of interest between DCB Group and Aseambankers:

<b>Facilities</b>	<b>Approved Amount</b>	<b>Amount drawdown as at 8 December 2003</b>
<b>Malayan Banking Berhad</b>		
Overdraft	RM1,600,000	RM750,500
Trade facilities	RM10,000,000	RM1,300,000
Bankers' Guarantee	RM22,000	-
<b>Malayan International (L) Ltd</b>		
Trade facilities	USD1,000,000	-

Messrs Raslan Loong has given their confirmation that there are no existing or potential conflicts of interest in its capacity as the Solicitors for the Listing.

Messrs UHY Diong has given their confirmation that there are no existing or potential conflicts of interest in their capacity as Reporting Accountant and Auditor for the Listing.

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**9. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST (Cont'd)**

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Messrs Ernst & Young has given their confirmation that there are no existing or potential conflicts of interest in their capacity as Auditor for the Listing.

Vital Factor Consulting Sdn Bhd has given its confirmation that there are no existing or potential conflicts of interest in its capacity as the Independent Business and Market Research Consultant in relation to the Listing.

Messrs C H Williams Talhar & Wong Sdn Bhd and Messrs CB Richard Ellis (Pte) Ltd have given their confirmation that there are no existing or potential conflicts of interest in their capacity as the Valuers in relation to the Listing.

**9.3 Changes in Shareholders and Shareholdings for the Past Three (3) Years**

Save as disclosed in Sections 5.2 and 5.3 of this Prospectus, there are no changes to the shareholders and shareholdings of DCB since the date of incorporation.

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## 10. OTHER INFORMATION ON DCB (Cont'd)

Type	Issued By	Latest Issue Date	Latest Renewal Period	Salient conditions imposed	Status of compliance
				<p>Condition in paragraph 7 of the letter:</p> <ul style="list-style-type: none"> <li>- RGSB has to issue a report 6 months from the date of issuance of this licence and the report has to state the achievements of the project.</li> </ul> <p>Conditions in Annexure A of the MITI licence</p> <ul style="list-style-type: none"> <li>i) At least 80% of the RGSB's shares to be held by Malaysian citizens and at least 30% of the shares to be reserved. MITI's approval is required for the sale of RGSB's shares.</li> <li>ii) Company to train Malaysian citizens in order that technology transfer and skills flow to all levels.</li> <li>iii) Company to complete the project subject to the aforementioned conditions in accordance with the laws and regulations in Malaysia</li> </ul>	<p>Met</p> <p>Met</p> <p>Continuous compliance</p> <p>Met</p>
<p>Manufacturing Licence.</p> <p>Licence No. A013690 Serial No. A021440</p> <p>Products: Video game, jackpots, flipper machines &amp; billiard tables.</p>	<p>MITI (pursuant to Industrial Coordination Act, 1975)</p>	<p>28 June 2003.</p> <p>MITI had on 28 June 2003 issued a new manufacturing licence as a consequence of the change of RGSB's factory site address to No. 2017, Solok Perusahaan 3, Kawasan Perusahaan Prai, 13600 Prai, Pulau Pinang</p>		<ul style="list-style-type: none"> <li>i) At least 80% of the RGSB's shares to be held by Malaysian citizens and at least 30% of the shares to be reserved. MITI's approval is required for the sale of RGSB's shares.</li> <li>ii) Company to train Malaysian citizens in order that technology transfer and skills flow to all levels.</li> </ul>	<p>Met</p> <p>Continuous compliance</p>



## 10. OTHER INFORMATION ON DCB (Cont'd)

Type	Issued By	Latest Issue Date	Latest Renewal Period	Salient conditions imposed	Status of compliance
				<p>The licensee shall submit its report and statement to MOF within two weeks of the 31 March, 30 June, 30 September and 31 December of each year, showing:</p> <ul style="list-style-type: none"> <li>- the number of gaming machines in possession on that date;</li> <li>- the number of gaming machines sold during the quarter preceding that date; and</li> <li>- registration numbers of all gaming machines sold and the names and addresses of purchasers.</li> </ul>	Continuous compliance
				<ul style="list-style-type: none"> <li>- Application for renewal must be made in the prescribed form not less than 30 days prior to its expiry.</li> </ul>	Met
				<p>Appendix B Registered Premises:</p> <ol style="list-style-type: none"> <li>1. No. 8, Green Hall, 10200 Penang (For trading in gaming machines)</li> </ol>	Met
				<ol style="list-style-type: none"> <li>2. No. 27, Green Hall, 10200 Penang (Repair and storage of gaming machines)</li> </ol>	Met



**10. OTHER INFORMATION ON DCB (Cont'd)**

Type	Issued By	Latest Issue Date	Latest Renewal Period	Salient conditions imposed	Status of compliance
				3. No 2017, Solok Perusahaan 3, Kawasan Perusahaan Prai, 13600 Pulau Pinang (For repair and storage of gaming machines).	Met. The company has obtained a letter of no objection on 10 March 2003 from MOF in respect of its slot machines assembly/manufacturing operations in Malaysia.
				4. 10 <sup>th</sup> Floor, UBN Tower, No. 10, Jalan P.Ramlee, 50250 Kuala Lumpur (For storage and display of gaming machines).	Met

**10.2 Transactions in the Acquisitions of Properties**

There were no acquisitions of properties by the DCB Group during the two (2) years preceding the date of this Prospectus.

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## 10. OTHER INFORMATION ON DCB (Cont'd)

## 10.3 Information on Landed Properties Owned by the DCB Group

The following sets out the details of the properties owned by RGBSB.

Particulars of Property	Owner	Age (Years)	Tenure / Expiry	Existing Use	Land Area	Built up Area	Audited Net Book Value/Cost @ 30 June 2003 RM	Market Value as Appraised by Valuer RM	Revaluation Surplus / (Deficit) RM	Date of Valuation	Status of Certificate of Fitness or Occupational Certificate
Intermediate factory unit on level 8 of a 9 storey building 65, Sims Avenue, #08-04 Yi Xiu Factory Building, Singapore (Strata Lot U18283W (formerly Lot 5833/077) of Mukim 24, District of Kallang, Singapore) Restriction in interests : nil Encumbrances : Mortgaged to Overseas-Chinese Banking Corporation Limited on 16 February 1994	RGBSB	20	Freehold	Office cum factory	-	113 square metres	687,000	694,400 <sup>(1)</sup>	(7,000)	30 December 2002	Certificate of Fitness obtained on 28 January 1983

## 10. OTHER INFORMATION ON DCB (Cont'd)

Particulars of Property	Owner	Age (Years)	Tenure / Expiry	Existing Use	Land Area square metres	Built up Area square metres	Audited Net Value/Cost @ 30 June 2003 RM	Market Value as Appraised by Valuer RM	Revaluation Surplus / (Deficit) RM	Date of Valuation	Status of Certificate of Fitness or Occupational Certificate
Single storey semi-detached factory building which comprises an office section and a factory section at its rear and a guardhouse	RGBSB	29	99-year lease expiring on 12 December 2074	Factory	1,784,2374 square metres	1,035.03 square metres	1,669,000	1,600,000 <sup>(2)</sup>	69,000	31 December 2002	Occupational Certificate obtained on 8 September 2003
No. 2017, Solok Perusahaan 3, Kawasan Perusahaan Perai, 13600 Perai, Pulau Pinang (P.T. No. 48, HS(D) No. 38496 (Formerly HS (D) No. 145), Mukim 1, Seberang Perai Tengah, Pulau Pinang)											
Restriction in interests : The property shall not be transferred, charged, leased, sub-leased or otherwise in any manner dealt with or disposed of without the written sanction of the state authority.											
Encumbrances : Charged to Hong Leong Bank Berhad on 29 December 1997											
<b>Total</b>							<b>2,356,000</b>	<b>2,294,000</b>	<b>62,000</b>		

Note:

<sup>(1)</sup> Market value as at 30 December 2002<sup>(2)</sup> Market Value as at 31 December 2002

**10. OTHER INFORMATION ON DCB (Cont'd)**

A summary of the land and building owned by DTSB is set out below:

Location	Owner	Age (Years)	Tenure / Expiry	Existing Use	Land Area square metres	Built up Area square metres	Audited Net Book Value/ Cost @ 30 June 2003 RM	Market Value as Appraised by Valuer RM	Revaluation Surplus RM	Date of Valuation	Status of Certificate of Fitness or Occupational Certificate
Commercial four-storey office block erected on a freehold land. No. 8, Green Hall, 10020 Penang. (Erected on Lot Nos. 59, 348, 349, 350, 518 and 520, Section 19, Town of Georgetown, North East District, Penang comprising Grant Nos. 11653, 40011, 40012, 40013, 37461 and 37463 respectively) Restriction in interests : nil Encumbrances : Charged to OCBC Bank (Malaysia) Berhad (all lots) on 7 September 1995 Part of the land was leased to Lembaga Letrik Negara Tanah Melayu for 30 years expiring 31 August 2011 (Lot 520)	DTSB	24	In perpetuity	Office	603.29 square metres	2,387.16 square metres	3,679,000	3,700,000 <sup>(1)</sup>	21,000	31 December 2002	Occupational Certificate obtained on January 1979. Alterations and improvements have been carried out mainly to the first, second and third floor. Planning approval was given on 24 April 2003 to rectify these alterations and to add an additional floor. The related building plan has been submitted.
<b>Total</b>							<b>3,679,000</b>	<b>3,700,000</b>	<b>21,000</b>		

Note:

(1) Market value as at 31 December 2002

The valuations were carried out based on the comparison, investment and cost methods of valuation. To the best of the knowledge of the Directors, there are no breach of any land-use conditions on the abovesaid properties.

The SC vide its letter dated 17 July 2003 had approved the incorporation of the revaluation surplus of RGSB and DTSB, which amounted to RM23,286 and RM248,708 respectively, (based on the audited Net Book Value as at 31 December 2002) into the consolidated financial statements of DCB Group.