

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTERS OF DREAMGATE CORPORATION BHD (COMPANY NO.: 603831-K) ("DCB" OR "THE COMPANY") AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF ALL INFORMATION CONTAINED HEREIN AND CONFIRM THAT, AFTER HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO FALSE AND/OR MISLEADING STATEMENTS OR OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT HEREIN FALSE AND/OR MISLEADING.

ASEAMBANKERS MALAYSIA BERHAD, BEING THE ADVISER, SPONSOR, MANAGING UNDERWRITER AND PLACEMENT AGENT ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE PLACEMENT AND PUBLIC ISSUE (AS HEREINAFTER DEFINED) AND IS SATISFIED THAT ANY INFORMATION AND DOCUMENTS PREPARED FOR INCLUSION IN THIS PROSPECTUS HAVE BEEN STATED BY THE DIRECTORS AFTER DUE AND CAREFUL ENQUIRY.

THE SECURITIES COMMISSION ("SC") AND THE KUALA LUMPUR STOCK EXCHANGE ("KLSE") HAVE APPROVED THE PLACEMENT AND PUBLIC ISSUE AND THE APPROVAL SHOULD NOT BE TAKEN TO INDICATE THAT THE SC AND KLSE RECOMMEND THE PLACEMENT AND PUBLIC ISSUE.

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF DCB AND ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS OR REPORTS EXPRESSED IN THIS PROSPECTUS. INVESTORS SHOULD RELY ON THEIR OWN EVALUATIONS TO ASSESS THE MERITS AND RISK OF THE INVESTMENTS. IN CONSIDERING THE INVESTMENT, INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THE KLSE SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF DCB AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS CORRECTNESS OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS. ADMISSION TO THE OFFICIAL LIST IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE PLACEMENT AND PUBLIC ISSUE, THE COMPANY OR OF ITS SECURITIES.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. A COPY OF THIS PROSPECTUS, TOGETHER WITH THE FORM OF APPLICATION, HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

CHARACTERISTICS OF THE MESDAQ MARKET OF KUALA LUMPUR STOCK EXCHANGE: -

INVESTORS SHOULD BE AWARE THAT MESDAQ IS A DISTINCT MARKET FROM THE MAIN AND SECOND BOARDS IN MANY RESPECTS. IN PARTICULAR, COMPANIES LISTED ON MESDAQ ARE SUBJECT TO DIFFERENT QUANTITATIVE AND QUALITATIVE REQUIREMENTS, WHICH HAVE BEEN PRIMARILY DESIGNED TO ACCOMMODATE HIGH-GROWTH AND/OR TECHNOLOGY COMPANIES. COMPANIES THAT ARE LISTED ON MESDAQ MAY NOT HAVE AN OPERATING HISTORY OR ANY PROFIT TRACK RECORD PRIOR TO LISTING. AS SUCH, WHILST POTENTIAL INVESTMENT RETURNS MAY BE RELATIVELY HIGH, COMPANIES LISTED ON MESDAQ MAY BE OF HIGHER INVESTMENT RISK. THE REGULATORY PHILOSOPHY UNDERLYING THE MESDAQ MARKET IS THAT THE MARKET SHOULD BE ALLOWED TO DETERMINE THE MERITS OF THE SECURITIES / INSTRUMENTS IN A PARTICULAR COMPANY. HENCE, AS WITH ALL INVESTMENTS, PROSPECTIVE INVESTORS SHOULD BE AWARE OF ALL POTENTIAL RISKS IN INVESTING IN SUCH COMPANIES AND SHOULD MAKE THE DECISION TO INVEST AFTER DUE AND CAREFUL CONSIDERATION BY REFERRING TO, AMONGST OTHERS, THE PROSPECTUS, LATEST FINANCIAL STATEMENTS AND CORPORATE ANNOUNCEMENTS. IN THIS RESPECT, ADVICE FROM A SECURITIES PROFESSIONAL / ADVISER IS STRONGLY RECOMMENDED.

THE PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM KLSE'S WEBSITE AT www.klse.com.my.

INDICATIVE TIMETABLE

EVENTS	DATE	DAY
OPENING OF APPLICATION FOR THE SHARE ISSUES :	19 DECEMBER 2003	FRIDAY
CLOSING OF APPLICATION FOR THE SHARE ISSUES :	29 DECEMBER 2003	MONDAY
TENTATIVE BALLOTING DATE OF APPLICATIONS FOR THE SHARE ISSUES :	2 JANUARY 2004	FRIDAY
TENTATIVE ALLOTMENT DATE :	8 JANUARY 2004	THURSDAY
TENTATIVE LISTING DATE :	13 JANUARY 2004	TUESDAY

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGE WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES. THE APPLICATION PERIOD WILL REMAIN OPEN UNTIL 5.00 PM ON 29 DECEMBER 2003 OR SUCH FURTHER PERIOD OR PERIODS AS THE DIRECTORS OF DCB TOGETHER WITH THE MANAGING UNDERWRITER IN THEIR ABSOLUTE DISCRETION MAY DECIDE. SHOULD THE APPLICATION PERIOD BE EXTENDED, THE DATES FOR THE BALLOTING AND ALLOTMENT OF THE PUBLIC ISSUE SHARES AND THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED AND FULLY PAID-UP SHARE CAPITAL OF DCB ON THE MESDAQ MARKET OF KLSE WOULD BE EXTENDED ACCORDINGLY. ANY EXTENSION OF THE APPLICATION PERIOD WILL BE NOTIFIED TO THE INVESTING PUBLIC VIA ANNOUNCEMENT IN WIDELY CIRCULATED ENGLISH AND BAHASA MALAYSIA NEWSPAPERS.

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DEFINITIONS

In this Prospectus, except where the context requires otherwise, the following abbreviations shall apply throughout:

“Acquisitions”	: Acquisition of DTSB, Acquisition of RGBSB and Acquisition of RGBL, collectively
“Acquisition of DTSB”	: Acquisition by DCB of 550,000 ordinary shares of RM1.00 each representing the entire issued and fully paid-up share capital of DTSB for a total purchase consideration of RM832,951 satisfied by the issuance of 8,329,500 new DCB Shares at approximately RM0.10 per DCB Share. Acquisition of DTSB was completed on 23 September 2003
“Acquisition of RGBSB”	: Acquisition by DCB of 1,000,000 ordinary shares of RM1.00 each representing the entire issued and fully paid-up share capital of RGBSB for a total purchase consideration of RM9,150,602 satisfied by the issuance of 91,500,400 new DCB Shares at approximately RM0.10 per DCB Share. Acquisition of RGBSB was completed on 23 September 2003
“Acquisition of RGBL”	: Acquisition by DCB of 1 ordinary share of USD1.00 each representing the entire issued and fully paid-up share capital of RGBL for a total purchase consideration of RM10,574,226 satisfied by the issuance of 105,742,080 new DCB Shares at approximately RM0.10 per DCB Share. Acquisition of RGBL was completed on 23 September 2003
“Acquisition Shares”	: The 205,571,980 new DCB Shares issued pursuant to the Acquisitions
“Act”	: The Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force
“AFTA”	: ASEAN Free Trade Area
“Approved Market Place”	: A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) Exemption (No. 2) Order 1998
“Aseambankers”	: Aseambankers Malaysia Berhad (15938-H)
“ASEAN”	: Association of South-East Asian Nations
“ATM”	: Automated Teller Machines
“Board” or “Directors”	: The Board of Directors of DCB
“CDS”	: Central Depository System
“Central Depositories Act”	: The Securities Industry (Central Depositories) Act, 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force
“Central Depository” or “MCD”	: Malaysian Central Depository Sdn Bhd (165570-W), a subsidiary of KLSE, or its successors in title

DEFINITIONS (Cont'd)

“DCB” or “the Company”	:	Dreamgate Corporation Bhd (603831-K)
“DCB Group” or “the Group”	:	DCB, its subsidiary companies and associated corporations
“DCB Share(s)”	:	Ordinary share(s) of RM0.10 each in DCB
“Deposited Security”	:	A security in the Company standing to the credit of a Securities Account of a Depositor subject to the provisions of the Central Depositories Act and the Rules
“Depositor”	:	A holder of a Securities Account
“DTSB”	:	Data Touch Sdn Bhd (305041-V), a wholly-owned subsidiary of DCB
“Electronic Share Application”	:	Application of the Issue Shares through a Participating Financial Institutions’ ATMs
“Eligible Directors and Employees”	:	Eligible directors and employees of DCB Group who are in service as at 31 July 2003
“EPS”	:	Earnings Per Share
“FIC”	:	Foreign Investment Committee
“FYE”	:	Financial Year Ended
“GDP”	:	Gross Domestic Product
“GJSB”	:	Gerak Juara Sdn Bhd (605400-T)
“Issue Price”	:	The price of RM0.50 per Issue Share
“Issue Shares”	:	New DCB Shares to be issued pursuant to the Placement and Public Issue
“IT”	:	Information technology
“KLSE” or “the Exchange”	:	Kuala Lumpur Stock Exchange (30632-P)
“Listing”	:	Admission to the Official List and listing of and quotation for the entire issued and fully paid-up share capital of DCB comprising 280,000,000 DCB Shares on the MESDAQ Market
“Listing Requirements”	:	The Listing Requirements of the KLSE for the MESDAQ Market
“Malaysian Public”	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
“Market Days”	:	Any day between Mondays and Fridays which is not a market holiday or public holiday
“MESDAQ Market”	:	MESDAQ Market of the KLSE
“MI”	:	Minority Interest
“MIDA”	:	Malaysian Industrial Development Authority
“MIDFCCS”	:	MIDF Consultancy And Corporate Services Sdn Bhd (11324-H)

DEFINITIONS (Cont'd)

“MITI”	:	Ministry of International Trade and Industry
“MOF”	:	Ministry of Finance
“MOP”	:	Macau SAR currency
“NTA”	:	Net Tangible Assets
“P”	:	Philippine Peso
“PAGCOR”	:	Philippine Amusement and Gaming Corporation
“Participating Financial Institution(s)”	:	Participating financial institution(s) for Electronic Share Application as listed in Section 17 of this Prospectus
“PAT”	:	Profit after taxation
“PBT”	:	Profit before taxation
“PE Multiple”	:	Price Earnings Multiple
“Placees”	:	Investors to be identified by Placement Agent
“Placement”	:	Placement of 63,000,000 new DCB Shares at the Issue Price to the Placees
“Placement Agreement”	:	The Placement Agreement entered into between DCB and Aseambankers on 28 November 2003 for the placement of 63,000,000 DCB Shares under the Placement pursuant to its Listing
“Placement Agent”	:	Aseambankers
“Placement Shares”	:	The 63,000,000 new DCB Shares, which are the subject of the Placement
“Promoters”	:	<div> <div> Chuah Poh Aun Datuk Chuah Kim Seah Chuah Kim Heng Chuah Kim Chiew GJSB </div> <div> (I/C No: 331026-02-5377) (I/C No: 530208-02-5679) (I/C No: 540702-02-5569) (I/C No: 630919-07-5769) </div> </div>
“Proposed Utilisation”	:	Proposed utilisation of proceeds as set out in Section 3.7 of this Prospectus
“Public Issue”	:	Public issue of 11,428,000 new DCB Shares to Eligible Directors and Employees and the public, subject to the terms and conditions of this Prospectus
“Public Issue Shares”	:	The 11,428,000 new DCB Shares which are the subject of the Public Issue
“Record of Depositors”	:	A record provided by the Central Depository to the Company under Chapter 24 of the Rules
“RGLB”	:	RGB Ltd (LL01868), a company incorporated pursuant to the Offshore Companies Act, 1990, a wholly-owned subsidiary of DCB

DEFINITIONS (Cont'd)

“RGBML”	:	RGB (Macau) Limited (17273), a company incorporated in Macau SAR, a subsidiary of RGBL
“RGBSB”	:	RGB Sdn Bhd (157983-T), a wholly-owned subsidiary of DCB
“ROC”	:	Registrar of Companies, Malaysia
“Rules”	:	The Rules of the Central Depository or any statutory modification, amendment or re-enactment thereof for the time being in force
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“R&D”	:	Research and development
“SC”	:	Securities Commission
“SC Guidelines”	:	Policies and Guidelines on Issue/Offer of Securities of the SC or any statutory modification, amendment or re-enactment thereof for the time being in force
“Securities Account”	:	An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
“SGD”	:	Singapore Dollar
“Share Issues”	:	Placement and Public Issue, collectively
“Signet”	:	Signet Share Registration Services Sdn Bhd (506293-D)
“Star RGB”	:	Star RGB Corporation, a company incorporated in the Philippines, an associated corporation of RGBL
“Substantial Shareholders”	:	Datuk Chuah Kim Seah and GJSB, the substantial shareholders of DCB holding 5% or more of the entire issued and fully paid-up share capital of the Company
“Underwriting Agreement”	:	The Underwriting Agreement entered into between DCB and with the Underwriters on 20 November 2003 to underwrite 5,428,000 DCB Shares under the Public Issue
“USD”	:	United States Dollar
“Vendors of DTSB”	:	Datuk Chuah Kim Seah and Chuah Kim Chiew
“Vendors of RGBSB”	:	Chuah Poh Aun, Chuah Kim Heng, Chuah Kim Chiew and GJSB
“Vendors of RGBL”	:	Datuk Chuah Kim Seah

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include corporation, unless otherwise specified.

Any reference in this Prospectus to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of a day in this Prospectus shall be a reference to Malaysian time, unless otherwise stated.

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DREAMGATE CORPORATION BHD
 (Company No.: 603831-K)
 (Incorporated in Malaysia under the Companies Act, 1965)

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Name	Nationality	Address	Occupation	Designation
Chuah Poh Aun	Malaysian	835, Pekan Bahru Bukit Tengah 14000 Bukit Mertajam Pulau Pinang	Company Director	Non-Independent Non-Executive Director and Chairman
Datuk Chuah Kim Seah	Malaysian	835, Pekan Bahru Bukit Tengah 14000 Bukit Mertajam Pulau Pinang	Company Director	Managing Director
Chuah Kim Chiew	Malaysian	835, Pekan Bahru Bukit Tengah 14000 Bukit Mertajam Pulau Pinang	Company Director	Non-Independent Non-Executive Director
Mazlan Bin Ismail	Malaysian	1, Jalan Kikik Taman Inderawasih 13600 Prai Pulau Pinang	Company Director	Executive Director
Lim Tow Boon	Malaysian	3, Barrack Close 10450 Pulau Pinang	Company Director	Executive Director
Wong Chee Fai	Malaysian	3, Jalan 2/128A Taman Bukit Aman Jalan Kuchai Lama 58200 Kuala Lumpur	Company Director	Executive Director
Ooi Teng Chew	Malaysian	28-A Jesselton Crescent 10450 Pulau Pinang	Company Director	Independent Non- Executive Director
Chng Hee Kok	Singaporean	12, Mount Elizabeth #18-01 Elizabeth Towers Singapore 228511	Company Director	Independent Non- Executive Director

AUDIT COMMITTEE

Name	Designation	Directorship
Ooi Teng Chew	Chairman	Independent Non-Executive Director
Chng Hee Kok	Member	Independent Non-Executive Director
Datuk Chuah Kim Seah	Member	Managing Director
Mazlan Bin Ismail	Alternate member to Datuk Chuah Kim Seah	Executive Director

CORPORATE INFORMATION (Cont'd)

- Company Secretaries** : Lee Yap Kuan (MAICSA 7003482)
1B-15-13, Lorong Semarak Api 2
Bandar Baru Ayer Itam
11500 Pulau Pinang
- : Lee Peng Loon (LS 00405)
53 Jalan Deva Pada
10400 Pulau Pinang
- Registered Office** : 51-21-A, Menara BHL Bank
Jalan Sultan Ahmad Shah
10050 Pulau Pinang
- Tel: (604) 227 6888
- Fax: (604) 229 8118
- E-mail: corpnet@streamyx.com
- Management Office/ Head Office** : 8, Green Hall
10200 Pulau Pinang
- Tel: (604) 263 1111
- Fax: (604) 263 1188
- E-mail: dcb@dreamgatecorp.com
- Website** : www.dreamgatecorp.com
- Principal Bankers** : Malayan Banking Berhad (3813-K)
Suite 7-02, 7th Floor
Plaza MWE
No. 8 Farquhar Street
10200 Pulau Pinang
- : Maybank International (L) Ltd (900003A)
Level 16(B) Main Office Tower
Financial Park Labuan
Jalan Merdeka
87000 Wilayah Persekutuan Labuan
- : Hong Leong Bank Berhad (97141-X)
No 1 Light Street
Georgetown
10200 Pulau Pinang
- Auditors** : Ernst & Young (AF 0039)
Level 22, MWE Plaza
No 8, Lebuhr Farquhar
10200 Pulau Pinang
- : UHY Diong (AF 1411)
51-21-F, Menara BHL Bank
Jalan Sultan Ahmad Shah
10050 Pulau Pinang

CORPORATE INFORMATION (Cont'd)

Reporting Accountants	: UHY Diong (AF 1411) 51-21-F, Menara BHL Bank Jalan Sultan Ahmad Shah 10050 Pulau Pinang
Solicitors for the Listing	: Raslan Loong Serlah, Level 3A Menara John Hancock 6 Jalan Gelenggang Damansara Heights 50490 Kuala Lumpur
Issuing House	: MIDF Consultancy And Corporate Services Sdn Bhd (11324-H) Tingkat 12, Bangunan MIDF 195A Jalan Tun Razak 50400 Kuala Lumpur
Share Registrar	: Signet Share Registration Services Sdn Bhd (506293- D) 11 th Floor, Tower Block Kompleks Antarabangsa Jalan Sultan Ismail 50250 Kuala Lumpur
Adviser, Sponsor, Managing Underwriter and Placement Agent	: Aseambankers Malaysia Berhad (15938-H) 33 rd Floor, Menara Maybank 100, Jalan Tun Perak 50050 Kuala Lumpur
Underwriters	: Mayban Securities Sendirian Berhad (165630-M) Level 8, MaybanLife Tower Dataran Maybank No 1, Jalan Maarof 59000 Kuala Lumpur
	: Hwang-DBS Securities Berhad (14389-U) Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60 Green Hall 10200 Penang
	: MIDF Sisma Securities Sdn Bhd (423833-U) 17 th & 18 th Floor, Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur
Independent Valuers	: C H Williams Talhar & Wong Sdn Bhd (18149-U) 35, Green Hall PO Box 1161 10850 Pulau Pinang
	: CB Richard Ellis (Pte) Ltd 6 Battery Road #32-01 Singapore 049909

CORPORATE INFORMATION (Cont'd)

**Independent Business and Market
Research Consultants** : Vital Factor Consulting Sdn Bhd (266797-T)
75C & 77C Jalan SS22/19
Damansara Jaya
47400 Petaling Jaya
Selangor Darul Ehsan

Listing Sought : MESDAQ Market of the KLSE

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1. SUMMARY INFORMATION

The summary information set out below is derived from this Prospectus and should be read in conjunction with the full text of this Prospectus. Investors should read and understand the whole Prospectus prior to deciding whether or not to invest in the shares of the Company.

1.1 History and Business Activities

DCB, an investment holding company, was incorporated in Malaysia under the Act on 16 January 2003 to undertake the Listing.

Its subsidiaries and associated corporations are mostly involved in various aspects of technology, manufacturing, technical support and management of gaming and amusement machines, provision of technical services to gaming establishments, clubs and resorts in gaming and amusement equipment and machinery as well as rental of properties.

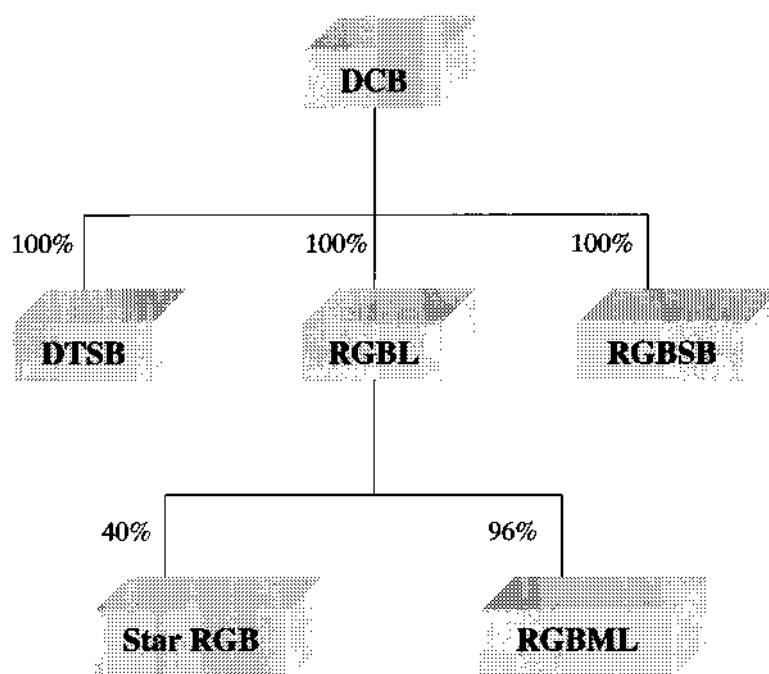
The subsidiary companies and associated corporations of DCB are as follows:

Name of Subsidiaries	Date/ Place of Incorporation	Issued and Fully Paid-Up Share Capital	Effective Equity Interest (%)	Business Activities
RGBSB	4.12.1986 (Malaysia)	RM1,000,000	100	Manufacturing, refurbishment, technical support and maintenance and sales and marketing of gaming and amusement machines and equipment, and sales and marketing of security surveillance products and systems for local and overseas markets
RGBL	6.1.1999 (Malaysia)	USD1	100	Sales and marketing, technical support and management of gaming and amusement machines and equipment mainly for the overseas markets
DTSB	18.6.1994 (Malaysia)	RM550,000	100	Renting of properties
<i><u>Subsidiary of RGBL</u></i>				
RGBML	12.8.2003 (Macau SAR)	MOP25,000	96	Sales and marketing, technical support and management of gaming and amusement machines and equipment mainly for Macau SAR and regional markets
<i><u>Associated corporation of RGBL</u></i>				
Star RGB	26.11.2001 (Philippines)	P5,000,000	40	Marketing and administrative office

1. SUMMARY INFORMATION (Cont'd)

Detailed information on the history and business activities of the DCB Group are further set out in Section 5 of this Prospectus.

The corporate structure of the Group after the Acquisitions is illustrated below:

**1.2 Promoters, Substantial Shareholders, Directors and Key Management****1.2.1 Promoters**

The shareholdings of the Promoters after the Share Issues are as follows:

Name	Nationality / Place of Incorporation	No. of DCB Shares Held After Share Issues			
		Direct	%	Indirect	%
Chuah Poh Aun ⁽¹⁾	Malaysian	30,915 ⁽³⁾	(2)	-	-
Datuk Chuah Kim Seah	Malaysian	109,906,830	39.25	-	-
Chuah Kim Heng	Malaysian	2,742,175	0.98	-	-
Chuah Kim Chiew	Malaysian	8,921,398	3.19	-	-
GJSB	Malaysia	84,000,662	30.00	-	-

Notes:

⁽¹⁾ Chuah Poh Aun is the father of Datuk Chuah Kim Seah, Chuah Kim Heng and Chuah Kim Chiew

⁽²⁾ Negligible

1. SUMMARY INFORMATION (Cont'd)

⁽³⁾ *Shareholding of Chuah Poh Aun includes 30,000 DCB Shares based on the assumption that he subscribes to his full entitlement pursuant to the allocation of shares to the Eligible Directors and Employees under the Public Issue*

1.2.2 Substantial Shareholders

The shareholdings of the Substantial Shareholders after the Share Issues are as follows:

Name	Nationality / Place of Incorporation	No. of DCB Shares Held After Share Issues			
		Direct	%	Indirect	%
Datuk Chuah Kim Seah	Malaysian	109,906,830	39.25	-	-
GJSB	Malaysia	84,000,662	30.00	-	-
Mazlan Bin Ismail	Malaysian	-	-	84,000,662 ⁽¹⁾	30.00 ⁽¹⁾
Ahmad Anwar Bin Mohd Nor	Malaysian	-	-	84,000,662 ⁽¹⁾	30.00 ⁽¹⁾

Notes:

⁽¹⁾ *Deemed interested via their substantial shareholding in GJSB*

1.2.3 Directors

The shareholdings of the Directors after the Share Issues are as follows:

Name	Designation	Nationality	No. of DCB Shares Held After Share Issues			
			Direct	%	Indirect	%
Chuah Poh Aun ⁽¹⁾	Non-Independent Non-Executive Director and Chairman	Malaysian	30,915 ⁽⁴⁾	⁽²⁾	-	-
Datuk Chuah Kim Seah	Managing Director	Malaysian	109,906,830	39.25	-	-
Chuah Kim Chiew	Non-Independent Non-Executive Director	Malaysian	8,921,398	3.19	-	-
Mazlan Bin Ismail	Executive Director	Malaysian	-	-	84,000,662 ⁽³⁾	30.00 ⁽³⁾
Lim Tow Boon	Executive Director	Malaysian	2,900,000 ⁽⁵⁾	1.04	-	-
Wong Chee Fai	Executive Director	Malaysian	1,400,000 ⁽⁵⁾	0.50	-	-
Ooi Teng Chew	Independent, Non-Executive Director	Malaysian	-	-	-	-
Chng Hee Kok	Independent Non-Executive Director	Singaporean	-	-	-	-

1. SUMMARY INFORMATION (Cont'd)*Notes:*

- (1) *Chuah Poh Aun is the father of Datuk Chuah Kim Seah and Chuah Kim Chiew*
- (2) *Negligible*
- (3) *Deemed interested via his substantial shareholding in GJSB*
- (4) *Shareholding of Chuah Poh Aun includes 30,000 DCB Shares based on the assumption that he subscribes to his full entitlement pursuant to the allocation of shares to the Eligible Directors and Employees under the Public Issue*
- (5) *Shareholdings of Lim Tow Boon and Wong Chee Fai are based on the assumption that they subscribe to their respective full entitlements pursuant to the allocation of shares to the Eligible Directors and Employees under the Public Issue*

1.2.4 Key Management

The shareholdings of the key management of the Group after the Share Issues are as follows:

Name	Designation	Nationality	No. of DCB Shares Held After Share Issues			
			Direct	%	Indirect	%
Datuk Chuah Kim Seah	Managing Director	Malaysian	109,906,830	39.25	-	-
Mazlan Bin Ismail	Executive Director	Malaysian	-	-	84,000,662 ⁽¹⁾	30.00 ⁽¹⁾
Lim Tow Boon	Executive Director	Malaysian	2,900,000 ⁽³⁾	1.04	-	-
Wong Chee Fai	Executive Director	Malaysian	1,400,000 ⁽³⁾	0.50	-	-
Lee Yap Kuan	Corporate Secretary cum Administrative Manager	Malaysian	49,700	(2)	-	-
Teh Mun Hui	Finance Manager	Malaysian	53,700	(2)	-	-
Linda Chong Lay Lin	Technical Support and Management Manager	Malaysian	63,300	(2)	-	-
Chuah Kee Yong	Technical Sales and Services cum R&D Manager	Malaysian	53,900	(2)	-	-
Khaw Chai Huat	Technical Support and Services cum Factory Manager	Malaysian	58,000	(2)	-	-
Cheong Ming Suan	Parts and Customers Service Manager	Malaysian	63,300	(2)	-	-
Tan Hui Eng	Logistics Manager	Malaysian	49,700	(2)	-	-

Notes

- (1) *Deemed interested via his substantial shareholding in GJSB*

1. SUMMARY INFORMATION (Cont'd)

(2) *Negligible and based on the assumption that the relevant management individuals subscribe to their respective full entitlements pursuant to the allocation of shares to the Eligible Directors and Employees under the Public Issue*

(3) *Shareholdings of Lim Tow Boon and Wong Chee Fai are based on the assumption that they subscribe to their respective full entitlements pursuant to the allocation of shares to the Eligible Directors and Employees under the Public Issue*

Detailed information on the Promoters, Substantial Shareholders and Directors, as well as the key management is set out in Section 6 of this Prospectus.

1.3 Financial Highlights

The following table sets out the summary of the proforma revenue and profit records of the DCB Group for the past five (5) FYE 31 December 2002 and the financial period for the six (6) months ended 30 June 2003.

This summary has been extracted from the Accountants' Report as set out in Section 12 of this Prospectus and prepared based on the assumption that DCB has been in existence since 1998.

The proforma consolidated results have been prepared for illustrative purposes and should be read in conjunction with the accompanying notes and assumptions thereto as included in the Accountants' Report.

	FYE 31 December					1 January 2003 to 30 June 2003
	1998	1999	2000	2001	2002	2003
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	32,228	35,368	33,791	51,549	42,658	36,619
Profit before interest, depreciation and taxation	5,799	6,196	3,779	11,090	12,601	8,397
Depreciation	(329)	(352)	(701)	(1,943)	(2,405)	(1,377)
Interest expense	(566)	(475)	(421)	(360)	(324)	(74)
PBT	4,904	5,369	2,657	8,787	9,872	6,946
Taxation	16	(901)	(145)	(378)	(425)	(896)
PAT	4,920	4,468	2,512	8,409	9,447	6,050
MI	-	-	-	-	-	-
PAT and MI	4,920	4,468	2,512	8,409	9,447	6,050
Number of ordinary shares in issue ('000) *	205,572	205,572	205,572	205,572	205,572	205,572
Gross EPS (sen) ^	2.39	2.61	1.29	4.27	4.80	3.38
Net EPS (sen) ~	2.39	2.17	1.22	4.09	4.60	2.94

1. SUMMARY INFORMATION (Cont'd)*Notes:*

- (1) *RGBSB's financial statements with FYE 31 January 1999 to 31 January 2002 and financial period from 1 February 2002 to 31 December 2002 were deemed consolidated as FYE 31 December in the proforma historical consolidated financial results of DCB for FYE 31 December 1998 to 31 December 2002.*
- (2) *RGBL's financial statements for the financial period/years ended 31 December 1999 to 31 December 2002 and financial period ended 30 June 2003 which were denominated in USD Dollar were converted at a rate of USD1:RM3.80 in the proforma historical consolidated financial results of DCB for the FYE 31 December 1999 to 31 December 2002 and for the financial period from 1 January 2003 to 30 June 2003.*
- (3) *There were no extraordinary and exceptional items for all the years/ period under review.*
- * *The number of ordinary shares in issue refers to the number of ordinary shares issued after the Acquisitions but before the completion of Share Issues.*
- ^ *The Gross EPS has been calculated by dividing the PBT by the number of shares in issue in the respective years.*
- ~ *The Net EPS has been calculated by dividing the PAT by the number of shares in issue in the respective years.*

Please refer to Sections 11 and 12 for more details of the proforma consolidated financial results of DCB for the past five (5) FYE 31 December 2002 and the financial period for the six (6) months ended 30 June 2003.

DCB was incorporated on 16 January 2003 and hence its first set of audited financial statements was issued for the financial period from the date of its incorporation to 30 June 2003. The Reporting Accountants were the auditors of DCB since the date of its incorporation. The Reporting Accountants are not the auditors of RGBSB since the date of its incorporation. The Reporting Accountants were appointed auditors for DTSB for the FYE 31 December 2002 and the financial period for the six (6) months ended 30 June 2003. Accordingly the financial statements of RGBSB since the date of its incorporation and the financial statements of DTSB from the date of its incorporation to the FYE 31 December 2001 were audited by other audit firms. RGBL was incorporated in Labuan and is not required to produce annual audited financial statements. The audited financial statements of RGBL from the date of incorporation to the FYE 31 December 2002 and the financial period for the six (6) months ended 30 June 2003 are prepared for the purpose of this Prospectus by the Reporting Accountants.

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1. SUMMARY INFORMATION (Cont'd)**1.4 Summary of Proforma Consolidated Balance Sheets of DCB as at 30 June 2003**

The following is a summary of the proforma consolidated balance sheets of DCB as at 30 June 2003, prepared for illustration purposes only to show the effect of the Acquisitions and Share Issues as well as estimated listing expenses on the assumption that the transactions were completed on 30 June 2003.

The proforma consolidated Balance Sheet have been extracted from and should be read in conjunction with the accompanying notes and assumptions included in the proforma consolidated balance sheets set out in Section 11.7 of this Prospectus.

	The Company As at 30 June 2003 RM'000	The Group Proforma (1) After Acquisition RM'000	The Group Proforma (2) After (1) and Placement RM'000	The Group Proforma (3) After (2), Public Issue and Proceeds Utilisation RM'000
NON-CURRENT ASSETS				
Property, plant and equipment	-	15,417	15,417	40,417
Investments	-	99	99	99
CURRENT ASSETS				
Inventories	-	7,861	7,861	7,861
Trade receivables	-	7,578	7,578	7,578
Other receivables and deposits	447	6,415	6,415	6,415
Tax refundable	-	9	9	9
Fixed deposits with licensed banks	-	10,392	10,392	10,392
Cash and bank balances	*	4,335	35,835	13,549
	<u>447</u>	<u>36,590</u>	<u>68,090</u>	<u>45,804</u>
CURRENT LIABILITIES				
Trade payables	-	11,004	11,004	11,004
Other payables and accruals	447	11,304	11,304	11,304
Bank overdrafts (secured)	-	2,389	2,389	2,389
Term loans (secured)	-	16	16	16
Taxation	-	443	443	443
	<u>447</u>	<u>25,156</u>	<u>25,156</u>	<u>25,156</u>
NET CURRENT ASSETS	<u>*</u>	<u>11,434</u>	<u>42,934</u>	<u>20,648</u>
	<u>*</u>	<u>26,950</u>	<u>58,450</u>	<u>61,164</u>
SHARE CAPITAL	<u>*</u>	<u>20,557</u>	<u>26,857</u>	<u>28,000</u>
SHARE PREMIUM	<u>-</u>	<u>1</u>	<u>25,201</u>	<u>26,772</u>
RETAINED PROFITS	<u>-</u>	<u>5,975</u>	<u>5,975</u>	<u>5,975</u>
SHAREHOLDERS' EQUITY	<u>*</u>	<u>26,533</u>	<u>58,033</u>	<u>60,747</u>
NON-CURRENT LIABILITIES				
Term loans	-	70	70	70
Deferred taxation	-	347	347	347
	<u>*</u>	<u>26,950</u>	<u>58,450</u>	<u>61,164</u>
* This represents RM2				
Net tangible assets per share (RM)	0.10	0.13	0.22	0.22

1. SUMMARY INFORMATION *(Cont'd)*

1.5 Audit Qualifications for the Past Five (5) FYE 31 December 2002 and the Financial Period for the Six (6) Months Ended 30 June 2003

The audited financial statements of DCB and its subsidiaries were not subject to any qualifications throughout the relevant years / period under review.

1.6 Summary of Material Risk Factors

An investment in the shares listed on the MESDAQ Market involves a number of risks, some of which, including market, industry, liquidity, credit, operations, legal and regulatory risks, could be substantial and are inherent in the business of the Group. Investors should rely on their own evaluations and to carefully consider the following risk factors (which may not be exhaustive), before subscribing to any of the Issue Shares, which are subject to this Prospectus.

The risk factors that should be considered include, but are not limited to the following:

Risks relating to the Issue Shares

- (i) There has been no prior market for DCB Shares;
- (ii) Delay in or abortion of the Listing; and
- (iii) Control by the Promoters and Substantial Shareholders.

Risks relating to DCB

- (i) DCB Group is subject to certain business risks;
- (ii) The performance of the DCB Group is subject to the overall economic, political, legislative, business and credit conditions both domestically and internationally;
- (iii) The Group has, to a certain extent, a dependency on key management personnel;
- (iv) DCB Group is subject to risks in relation to computer system disruption;
- (v) DCB Group is subject to risk of breakout of fire and other emergency;
- (vi) The Group is exposed to risks of inadequate insurance coverage on assets;
- (vii) The Group's success is dependent on its ability to protect its trade secrets and intellectual properties;
- (viii) The continued performance of the Group is subject to risks of revocation and non-renewal of its licences; and
- (ix) The implementation of AFTA as well as the presence of low cost countries creates intensive competition for DCB Group.

Risks in relation to future information

- (i) Forward-looking statements.

The DCB Group has taken certain actions to mitigate certain risks highlighted above, where possible. Detailed commentary of the risk factors and the mitigating efforts is set out in Sections 4 and 5 of this Prospectus. Investors are advised to carefully consider the risk factors, together with other information contained in this Prospectus before subscribing to any of the Issue Shares, which are the subject of this Prospectus.

1. SUMMARY INFORMATION (Cont'd)**1.7 Principal Statistics of the Issue Price**

The following statistics relating to the Listing are derived from the full text of this Prospectus in Section 3 and should be read in conjunction with the text.

(i) Authorised and Issued Share Capital

	RM
<i>Authorised</i>	
500,000,000 DCB Shares	<u>50,000,000</u>
<i>Issued and Fully paid-up</i>	
20 DCB Shares	2
205,571,980 new DCB Shares issued pursuant to the Acquisitions	20,557,198
63,000,000 new DCB Shares to be issued pursuant to the Placement	6,300,000
11,428,000 new DCB Shares to be issued pursuant to the Public Issue	1,142,800
	<u>28,000,000</u>

(ii) Issue Price

Issue Price	RM0.50
-------------	--------

1.8 Proforma Group NTA as at 30 June 2003

	Proforma Group NTA RM'000	NTA per DCB Share RM
After adjusting for the Acquisitions, Placement, Public Issue and Proposed Utilisation ⁽¹⁾	60,747	0.22

⁽¹⁾ After deducting estimated listing expenses of RM3.0 million. Please refer to Section 3.7 for details on the estimated listing expenses.

The Group's revenue and operating results are difficult to forecast and could be adversely affected by many factors, the details of which are contained in Section 4: Risk Factors. As such, the forecast of the Group is not disclosed in this Prospectus.

1.9 Dividend forecast

The Board does not intend to declare any dividends for the financial year ending 31 December 2004. The Board has full discretion to propose any future dividend payment as and when deemed necessary depending on the future performance of the Group.

1. SUMMARY INFORMATION (Cont'd)**1.10 Basis of Arriving at the Issue Price**

The Issue Price was determined and agreed upon by the Company, Aseambankers and Underwriters based on various factors including the following:

- (a) The qualitative and quantitative factors as set out in Sections 4, 5, 6, 7, 11 and 14 of this Prospectus including the future plans and prospects of the Group; and
- (b) The proforma consolidated NTA per share of DCB as at 30 June 2003 (after adjusting for the Share Issues).

1.11 Proposed Utilisation

The total gross proceeds of RM37,214,000 from the Share Issues shall accrue entirely to DCB and will be utilised as follows:

Details	TOTAL RM '000
1. Purchase of plant and machinery	4,000
2. R & D	5,000
3. Overseas expansion	15,000
4. Regional Trade Mark Registration	1,000
5. Advertising, promotion and branding	3,000
6. Listing expenses	3,000
7. Working capital	6,214
Total Proceeds	37,214

DCB shall bear all expenses such as brokerage, placement fees, underwriting commission and registration fee relating to the Share Issues together with all other expenses and fees incidental to the Listing estimated at RM3 million.

Details of the Proposed Utilisation are set out in Section 3.7 of this Prospectus.

1.12 Technology and R&D**(a) Technology**

The Group currently utilises IT in its products and services development and to deliver its services. Some of the technologies utilised by the Group are as follows:

(i) Programming Languages

- 1. Visual Studio;
- 2. Visual Basic;
- 3. Visual C++;
- 4. C/ C++;
- 5. OpenGL;
- 6. HTML (Hyper Text Mark-up Language); and
- 7. XTML (Extended Text Mark-up Language).

(ii) Operating System

- 1. Windows based operating system;
- 2. Windows CE.Net & Windows XP Embedded; and
- 3. Dos Operating System.

1. SUMMARY INFORMATION (Cont'd)

(iii) Telecommunication Protocol and Platforms

1. Transmission Control Protocol (TCP)/Internet Protocol (IP);
2. Ethernet for Local Area Network;
3. Broadband Wireless;
4. RS 232 C;
5. RS 485; and
6. RS 422.

(iv) Other Development Tools and Equipment

1. MacroMedia MX;
2. Adobe PhotoShop;
3. Partner – J M10 SH4 with GCCSH-14P;
4. Industrial PCs; and
5. M-Systems 'Disk on Chip'.

These technologies are primarily used in the customisation and development of software as well as for networking purposes.

Please refer to Section 5 of this Prospectus for further information.

(b) R&D

The R&D division of the DCB Group is responsible for functions such as designing, prototyping and testing of products and services. Currently, most of the R&D activities are focused on software and networks services.

Detailed information on the R&D activities of the DCB Group is as set out in Section 5 of this Prospectus.

1.13 Working Capital, Material Litigation, Borrowings, Material Capital Commitments and Material Contingent Liabilities

(a) Working Capital

The Board is of the opinion that after taking into account the funds generated from its existing operations, the banking facilities available and the net proceeds from the Share Issues, DCB Group will have sufficient working capital for a period of twelve (12) months from the date of the issuance of this Prospectus.

(b) Material Litigation

As at 8 December 2003 (being the latest practicable date prior to the date of this Prospectus), the Group is presently not engaged in any litigation whether as plaintiff or defendant which has a material effect on the financial position of the Group, and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of the Group.

(c) Borrowings

Save for the short term loan of RM6,215,116 and the long term loan of RM61,842, all of which are interest bearing, as at 8 December 2003 (being the latest practicable date at which such amount could be calculated prior to the date of this Prospectus), the DCB Group does not have any other borrowings, indebtedness in the form of borrowings, including bank overdraft, liabilities under acceptances and hire purchase.

1. SUMMARY INFORMATION (Cont'd)

There is no default in payment of either interest nor principal sum in respect of any borrowings throughout the past one (1) financial year and the subsequent financial period thereof immediately preceding the date of this Prospectus.

(d) Material Capital Commitments for Capital Expenditure

Save for the contracted capital commitment by RGBL amounting to RM7,500,000 for the purchase of gaming machines, equipment and system, as at 8 December 2003 (being the latest practicable date at which such amount could be calculated prior to the date of this Prospectus), there are no material commitments for capital expenditure incurred or known to be incurred by the DCB Group, which may have a substantial impact on the results or the financial position of the Group.

(e) Material Contingent Liabilities

Save as disclosed below, as at 8 December 2003 (being the latest practicable date at which such amount could be calculated prior to the date of this Prospectus), the DCB Group does not have any other material contingent liabilities.

- (i) A corporate guarantee amounting to RM582,239 given to Orix Leasing Malaysia Berhad for a leasing facility granted to RGB Games Sdn Bhd by RGBSB; and
- (ii) RGBSB had given an undertaking to Mpumalanga Gaming Board, South Africa, on 26 November 1998 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, RGBSB 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.

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