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14 **REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION**  
*(Prepared for the inclusion in this Prospectus)*

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**25 JAN 2007**

The Board of Directors  
**Tejari Technologies Berhad**  
51-21-A Menara BHL Bank  
Jalan Sultan Ahmad Shah  
10050 Penang

51-21-F, Menara BHL Bank  
Jalan Sultan Ahmad Shah  
10050 Penang, Malaysia.

Tel 604-2276888  
Fax 604-2298118  
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Dear Sirs,

**TEJARI TECHNOLOGIES BERHAD**  
**PROFORMA CONSOLIDATED FINANCIAL INFORMATION**

We report on the Proforma Consolidated Income Statements for the past three financial years ended 30 November 2004 to 30 November 2006, Proforma Consolidated Balance Sheets as at 30 November 2006, Proforma Consolidated Cash Flow Statement for the financial year ended 30 November 2006 and Statement of Assets and Liabilities as at 30 November 2006 (collectively, "Proforma Consolidated Financial Information") of Tejari Technologies Berhad ("TTB") and its subsidiaries ("TTB Group"), together with the accompanying notes thereon which have been prepared for illustration purposes only, for which the Directors are solely responsible, as set out in the accompanying statement for inclusion in the Prospectus in connection with the public issue of 40,000,000 new ordinary shares of RM0.10 each at an issue price of RM0.28 per ordinary share pursuant to the listing of and quotation for TTB's entire enlarged issued and paid-up share capital on the MESDAQ Market of the Bursa Malaysia Securities Berhad.

It is our responsibility to form an opinion on the Proforma Consolidated Financial Information, as required by the Securities Commission Prospectus Guidelines in respect of Public Offerings.

Our work consisted primarily of comparing the unadjusted financial information with the source documents, considering the adjustments and discussing the Proforma Consolidated Financial Information with the directors of TTB. Our work involved no independent examination of the Proforma Consolidated Financial Information.

As the Proforma Consolidated Financial Information has been prepared for illustrative purposes only, such information may not, because of its nature, give a true picture of the actual financial position and results of TTB Group. Further, such information does not support to predict the future financial position and results of TTB Group

In our opinion:

- (a) the Proforma Consolidated Financial Information have been properly compiled on the basis stated which is consistent with the accounting policies normally adopted by TTB and its subsidiaries in their respective audited financial statement for the financial year ended 30 November 2006;
- (b) the financial statements used in the preparation of the Proforma Consolidated Financial Information have been properly prepared in accordance with the applicable MASB Approved Accounting Standards in Malaysia; and
- (c) the adjustments are appropriate for the purpose of the Proforma Consolidated Financial Information.

A member of UHY, an international association of independent accounting and consulting firms

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14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED  
FINANCIAL INFORMATION (Cont'd)

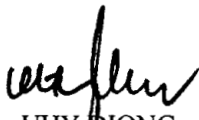
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**UHY** DIONG (AF 1411)  
Chartered Accountants

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This letter has been prepared solely for the purposes stated above, in connection with the  
aforementioned Listing Scheme. This letter is not to be reproduced, referred to in any other document,  
or relied upon or used for any other purpose without our prior written consent.

Yours faithfully



UHY DIONG  
AF-1411  
Chartered Accountants



KOAY THEAM HOCK  
2141/04/07 (J)  
Partner

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14 **REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**

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**TEJARI TECHNOLOGIES BERHAD**  
**(COMPANY NO.: 679361-D)**



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**PROFORMA CONSOLIDATED FINANCIAL INFORMATION**

**1. INTRODUCTION**

The Proforma Consolidated Financial Information, for which the Directors of Tejari Technologies Berhad ("TTB") are solely responsible, have been prepared for illustrative purposes only, for the purpose of inclusion in the Prospectus of TTB to be dated 16 FEB 2007 in connection with the listing scheme as referred to in Section 2 below and may not, because of its nature, give a true picture of the actual financial position and results of TTB and its subsidiaries ("TTB Group"). Further, such financial information does not purport to predict the future financial position and results of the Group. The Proforma Consolidated Financial Information of TTB Group covers the financial statements of TTB, consolidated financial statements of TTB Group and the consolidated financial statements of Tejari Sdn. Bhd. ("TSB") and its subsidiaries ("TSB Group"), namely Tejari Controls Sdn. Bhd. ("TCSB"), Tejari Controls (JB) Sdn. Bhd. ("TCJSB") and Tejari Hoseal Solutions Sdn. Bhd. ("THSSB") for the respective financial years/period under review.

**2. Listing Scheme**

In conjunction with the listing of TTB's shares on MESDAQ Market of the Bursa Securities, TTB undertakes the listing scheme as set out below, which involves the following:

**(i) Acquisition of TSB**

Pursuant to the conditional share sale agreement between TTB and the shareholders of TSB dated 26 January 2006, TTB acquired 2,407,500 ordinary shares of RM1.00 each in TSB, representing the entire issued and paid-up capital of TSB for a purchase consideration of RM12,299,998 satisfied entirely by the issue of 12,299,998 ordinary shares of RM1.00 each in TTB credited as fully paid.

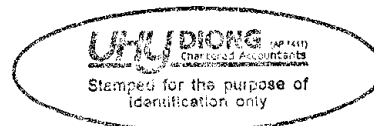
The purchase consideration was arrived at on a willing-buyer, willing-seller basis after taking into consideration the proforma consolidated audited net tangible assets as at 30 November 2005 of TSB of RM12,273,391 and its earnings potential. The acquisition of TSB was completed on 30 September 2006.

**(ii) Acquisition of TSB Subsidiary Companies**

Pursuant to the conditional share sale agreement between TTB and TSB dated 26 January 2006, TTB acquired the following shares from TSB:

- a) 1,250,000 ordinary shares of RM1.00 each in TCSB, representing the entire issued and paid-up capital of TCSB for a nominal purchase consideration of RM1 satisfied entirely by cash;
- b) 300,000 ordinary shares of RM1.00 each in TCJSB, representing the entire issued and paid-up capital of TCJSB for a nominal purchase consideration of RM1 satisfied entirely by cash; and
- c) 350,000 ordinary shares of RM1.00 each in THSSB, representing the entire issued and paid-up capital of THSSB for a nominal purchase consideration of RM1 satisfied entirely by cash.

The above acquisitions are an internal reorganisation of the group structure and a nominal purchase consideration was used. The acquisitions of TCSB, TCJSB and THSSB were completed on 2 October 2006.



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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**

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**TEJARI TECHNOLOGIES BERHAD  
(COMPANY NO.: 679361-D)**



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**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**

**2. Listing Scheme (Continued)**

**(iii) Transfer of Subscribers Shares**

Mr. Siew Yoke Lam and Ms. Chan Seok Lay has on 2 October 2006 transferred their 2 ordinary shares of RM1.00 each in TTB to Mr. Chan Ah Ba.

**(iv) Sub-Division of Shares**

TTB has on 2 October 2006 subdivided its shares par value of RM1.00 each into RM0.10 each ("Sub-division").

Upon completion of the Sub-division of Shares, the Company's issued and paid-up capital of RM12,300,000 comprising 12,300,000 ordinary shares of RM1.00 each were sub-divided into 123,000,000 TTB Shares.

**(v) Public Issue**

TTB will issue 40,000,000 new TTB Shares at the issue price of RM0.28 per ordinary share to individuals, companies, societies, co-operatives and institutions by way of private placement and public offer, subject to the terms and conditions of this Prospectus in conjunction with the listing of and quotation for TTB's enlarged issued and paid-up share capital of 163,000,000 ordinary shares of RM0.10 each on the MESDAQ Market of Bursa Securities.

Upon completion of the Public Issue, the issued and paid-up share capital of TTB will increase from RM12,300,000 comprising 123,000,000 TTB Shares to RM16,300,000 comprising 163,000,000 TTB Shares credited as fully paid-up.

**(vi) Listing**

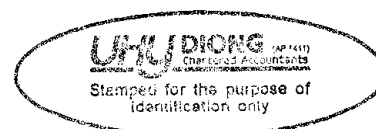
Upon completion of the Public Issue, the entire issued and paid-up share capital of TTB of RM16,300,000 comprising 163,000,000 of TTB Shares will be listed on the MESDAQ Market.

**(vii) Employee Share Option Scheme (ESOS)**

In conjunction with the Listing, TTB propose to implement an ESOS involving up to fifteen per centum (15%) of TTB's issued and paid-up share capital, to be issued pursuant to the options to be granted under the ESOS to the Directors and eligible employees of TTB Group.

The ESOS of up to the maximum of 24,450,000 ordinary shares of RM0.10 representing 15% of the 163,000,000 ordinary shares of RM0.10 each of the issued and paid-up share capital at an assumed exercise price of RM0.28 per ordinary share.

The ESOS includes the granting of Options to two (2) of the Non-Executive Directors who are entitled to the ESOS. Their maximum entitlement under the ESOS is 100,000 Options each.



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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**


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**TEJARI TECHNOLOGIES BERHAD**  
**(COMPANY NO.: 679361-D)**

**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**3. PROFORMA CONSOLIDATED INCOME STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 NOVEMBER 2004 TO 30 NOVEMBER 2006**

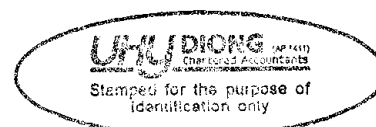
The following is a summary of proforma consolidated income statements for the past three (3) financial years ended 30 November 2004 to 30 November 2006 which have been prepared on the assumptions that the current structure of TTB Group had been in existence throughout the years/period under review.

	2004 RM'000	2005 RM'000	2006 RM'000
Revenue	14,278	16,796	20,948
Gross profit	6,240	8,495	9,319
Earnings before interest, depreciation, amortization, taxation and research and development expenses	2,710	4,384	4,721
Research and development expenses	(279)	(309)	(336)
Earnings before interest, depreciation, amortisation and taxation	2,431	4,075	4,385
Depreciation and amortisation	(428)	(514)	(712)
Interest expenses	(163)	(142)	(165)
Profit before taxation	1,840	3,419	3,508
Taxation	(511)	(405)	(148)
Profit after taxation	1,329	3,014	3,360
Proforma no. of shares ('000) <sup>N1</sup>	123,000	123,000	123,000
Gross Profit margin (%)	44%	51%	44%
Profit after taxation margin (%)	9%	18%	16%
Gross Earnings Per Share (sen) <sup>N2</sup>	1.5	2.8	2.9
Net Earnings Per Share (sen) <sup>N3</sup>	1.1	2.4	2.7

N1 Based on the enlarged share capital after the Acquisitions and Sub-Division of Shares but before the Public Issue.

N2 The proforma gross earnings per share has been calculated based on the profit before taxation and on the assumption that the issued and paid-up share capital of TTB of 123,000,000 shares had been in issue throughout the financial years/period under review.

N3 The proforma net earnings per share has been calculated based on the profit after taxation and on the assumption that the issued and paid-up share capital of TTB of 123,000,000 shares had been in issue throughout the financial years/period under review.



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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**


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**TEJARI TECHNOLOGIES BERHAD**  
(COMPANY NO.: 679361-D)

**UHY DIONG**  
Chartered Accountants

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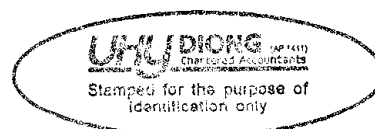
**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**3. PROFORMA CONSOLIDATED INCOME STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 NOVEMBER 2004 TO 30 NOVEMBER 2006 (CONTINUED)**
**3.1 Basis of preparation**

The Proforma Consolidated Income Statements are provided for illustrative purpose only and have been prepared:-

- (i) based on the audited financial statements of all the companies within TTB Group after making such adjustments considered necessary and on the assumption that TTB Group had been in existence throughout the years/period under review;
- (ii) in compliance with applicable approved accounting standards in Malaysia;
- (iii) based on the basis stated which is consistent with the accounting policies normally adopted by TTB Group in its audited financial statements for the financial year ended 30 November 2006;
- (iv) all significant inter-company transactions are eliminated on consolidation and the proforma TTB Group results reflect external transactions only;
- (v) the effective interest of TSB in the subsidiaries acquired during the years under review have been adjusted to reflect the effective interest of 100% as follows:

	FYE 2004		FYE 2005	
	Audited effective interest	After adjustments	Audited effective interest	After adjustments
	%	%	%	%
TCSB	84.40	100.00	90.00	100.00
TCJSB	78.40	100.00	80.00	100.00
THSSB	65.00	100.00	65.00	100.00

- (vi) there were no extraordinary or exceptional items included in the proforma consolidated income statements for the relevant years/period under review.



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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**

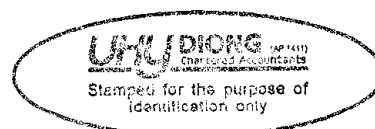

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**TEJARI TECHNOLOGIES BERHAD**  
**(COMPANY NO.: 679361-D)**

**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**3. PROFORMA CONSOLIDATED INCOME STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 NOVEMBER 2004 TO 30 NOVEMBER 2006 (CONTINUED)**
**3.2 Proforma adjustments – Financial year ended 30 November 2004**

	TTB RM'000	Audited TSB Group RM'000	Total RM'000	Proforma adjustments RM'000	Proforma TTB Group RM'000
Revenue	-	14,278	14,278		14,278
Gross profit	-	6,240	6,240		6,240
Earnings before interest, depreciation, amortisation, taxation and research and development expenses	-	2,710	2,710		2,710
Research and development expenses	-	(279)	(279)		(279)
Earnings before interest, depreciation, amortisation and taxation	-	2,431	2,431		2,431
Depreciation and amortisation	-	(428)	(428)		(428)
Interest expenses	-	(163)	(163)		(163)
Profit before taxation	-	1,840	1,840		1,840
Taxation	-	(511)	(511)		(511)
Profit after taxation	-	1,329	1,329		1,329
Minority interest	-	(291)	(291)	291 <sup>1</sup>	-
Net profit for the year	-	1,038	1,038		1,329

1. Adjustment for minority interest to reflect 100% effective interests of TSB in the subsidiaries acquired during the year/period under review as referred to in 3.1(v).



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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**

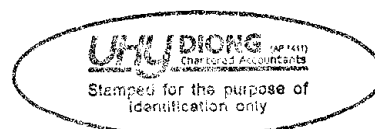

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**TEJARI TECHNOLOGIES BERHAD  
(COMPANY NO.: 679361-D)**

**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**3. PROFORMA CONSOLIDATED INCOME STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 NOVEMBER 2004 TO 30 NOVEMBER 2006 (CONTINUED)**
**3.3 Proforma adjustments – Financial year ended 30 November 2005**

	<u>Audited</u>		Total RM'000	Proforma adjustments RM'000	Proforma TTB Group RM'000
	TTB RM'000	TSB Group RM'000			
Revenue	122	16,742	16,864	(68) <sup>1</sup>	16,796
Gross profit	108	8,387	8,495		8,495
Earnings before interest, depreciation, amortisation, taxation and research and development expenses	80	4,304	4,384		4,384
Research and development expenses	-	(309)	(309)		(309)
Earnings before interest, depreciation, amortisation and taxation	80	3,995	4,075		4,075
Depreciation and amortisation	(2)	(512)	(514)		(514)
Interest expenses	-	(142)	(142)		(142)
Profit before taxation	78	3,341	3,419		3,419
Taxation	-	(405)	(405)		(405)
Profit after taxation	78	2,936	3,014		3,014
Minority interest	-	(121)	(121)	121 <sup>2</sup>	-
Net profit for the year	78	2,815	2,893		3,014

1. Elimination of inter company transactions between TTB and TSB Group.
2. Adjustment for minority interest to reflect 100% effective interests of TSB in the subsidiaries acquired during the years/period under review as referred to in 3.1(v).





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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**

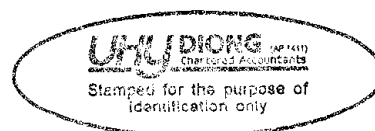

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**TEJARI TECHNOLOGIES BERHAD**  
**(COMPANY NO.: 679361-D)**

**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**3. PROFORMA CONSOLIDATED INCOME STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 NOVEMBER 2004 TO 30 NOVEMBER 2006 (CONTINUED)**
**3.4 Proforma adjustments – Financial year ended 30 November 2006**

	<u>Audited</u>		
	TTB Group RM'000	Proforma adjustments RM'000	Proforma TTB Group RM'000
Revenue	4,496	16,452	20,948
Gross profit	2,222	7,097	9,319
Earnings before interest, depreciation, amortisation, taxation and research and development expenses	1,429	3,292	4,721
Research and development expenses	(61)	(275)	(336)
Earnings before interest, depreciation, amortisation and taxation	1,368	3,017	4,385
Depreciation and amortisation	(182)	(530)	(712)
Interest expenses	(30)	(135)	(165)
Profit before taxation	1,156	2,352	3,508
Taxation	(121)	(27)	(148)
Profit after taxation	1,035		3,360
Minority interest	-		-
Net profit for the year	1,035		3,360

1. Adjustment for pre-acquisition profit of the subsidiary companies on the assumption that TTB Group had been in existence throughout the years/period under review.

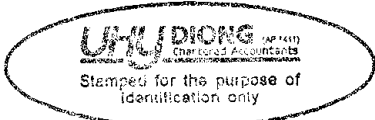


**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**
**TEJARI TECHNOLOGIES BERHAD  
(COMPANY NO.: 679361-D)**
**UHY DIONG**  
Chartered Accountants

**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**4. PROFORMA CONSOLIDATED BALANCE SHEETS OF TTB AS AT 30 NOVEMBER 2006**

The proforma consolidated balance sheets as at 30 November 2006 as set out below have been prepared to show the effects of the Listing on the assumption that it had been completed on 30 November 2006 and that TTB Group had been in existence throughout the years/period under review.

	Audited TTB Group as at 30 November 2006	Adjustment I	Proforma I	Adjustment II	Proforma II
	RM'000	RM'000	RM'000	RM'000	RM'000
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment	3,870	4,750	8,620		8,620
Other investments	120		120		120
	<u>3,990</u>		<u>8,740</u>		<u>8,740</u>
<b>CURRENT ASSETS</b>					
Inventories	7,374		7,374		7,374
Receivables, deposits and prepayments	8,173		8,173		8,173
Tax recoverable	158		158		158
Cash and bank balances	445	1,800	2,245	6,846	9,091
	<u>16,150</u>		<u>17,950</u>		<u>24,796</u>
<b>CURRENT LIABILITIES</b>					
Payables	2,213		2,213		2,213
Hire purchase payables	347	(48)	299		299
Bank borrowings	1,032	(1,032)	0		0
Taxation	19		19		19
	<u>3,611</u>		<u>2,531</u>		<u>2,531</u>
<b>NET CURRENT ASSETS</b>					
	<u>12,539</u>		<u>15,419</u>		<u>22,265</u>
	<u>16,529</u>		<u>24,159</u>		<u>31,005</u>
<b>SHARE CAPITAL</b>					
SHARE PREMIUM	12,300	4,000	16,300	2,445	18,745
RESERVE ON CONSOLIDATION	0	5,850	5,850	4,401	10,251
RETAINED PROFITS/ (ACCUMULATED LOSSES)	2,298		2,298		2,298
SHAREHOLDERS' EQUITY	1,113	(2,000)	(887)		(887)
	<u>15,711</u>		<u>23,561</u>		<u>30,407</u>
<b>NON-CURRENT LIABILITIES</b>					
Hire purchase payables	583		583		583
Term loan	220	(220)	0		0
Deferred taxation	15		15		15
	<u>818</u>		<u>598</u>		<u>598</u>
	<u>16,529</u>		<u>24,159</u>		<u>31,005</u>
Net tangible assets per share (RM)	<u>0.13</u>		<u>0.14</u>		<u>0.16</u>


  
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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**


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**TEJARI TECHNOLOGIES BERHAD**  
(COMPANY NO.: 679361-D)

**UHY** **DIONG**  
Chartered Accountants

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**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**3. PROFORMA CONSOLIDATED BALANCE SHEETS OF TTB AS AT 30 NOVEMBER 2006 (CONTINUED)**

The proforma consolidated balance sheets of TTB, for which the Directors of TTB are solely responsible, have been prepared for illustrative purpose based on accounting principles and bases consistent with those previously adopted in the preparation of the audited financial statements of TTB Group as at 30 November 2006 which have been prepared in accordance with the applicable MASB approved accounting standards in Malaysia and after making such adjustments that are considered necessary for Public Issue and ESOS had they been completed on that day, as follows:

**Adjustment I**

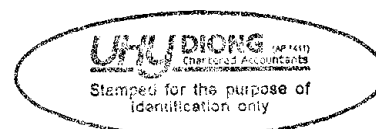
Adjustment I reflects the Public issue of 40,000,000 new shares at the issue price RM0.28 per ordinary share. The proceeds from the public issue of RM11,200,000 will be utilised as follows:

	RM'000	RM'000
<b>Capital expenditure</b>		
- expansion of factory building	2,650	
- purchase of machinery and equipment	<u>2,100</u>	
		4,750
<b>Working capital</b>		
- cash and bank balances		1,800
<b>Repayment of bank borrowings</b>		
- bank overdrafts	410	
- bankers' acceptances	423	
- term loan (current and non-current)	419	
- hire purchase payables (current)	<u>48</u>	
		1,300
<b>Operating expenses</b>		
- research and development expenditure	1,000	
- sales and marketing expenditure	<u>1,000</u>	
		2,000
<b>Estimated listing expenses</b>		1,350
		<u>11,200</u>

The purchase of machinery and equipment include the purchase of research and development equipment amounting to approximately RM240,000.

The research and development expenditure of RM1,000,000 is assumed to be immediate rather than over the 36 months from listing as per the expected time frame for utilisation. The sales and marketing expenditure of RM1,000,000 is assumed to be immediate rather than over the 12 months from listing as per the expected time frame for utilisation. These research and development expenditure and sales and marketing expenditure are expect to generate future revenue over the future financial years when they are incurred.

The estimated listing expenses of RM1,350,000 would be charged against the share premium account of TTB.



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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**


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**TEJARI TECHNOLOGIES BERHAD**  
**(COMPANY NO.: 679361-D)**

**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**4. PROFORMA CONSOLIDATED BALANCE SHEETS OF TTb AS AT 30 NOVEMBER 2006 (CONTINUED)**
**Adjustment II**

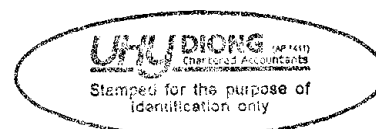
Adjustment II reflects the full exercise of options to be granted under the ESOS as follows:

Options under ESOS up to the maximum of 24,450,000 ordinary shares of RM0.10 each representing 15% of the 163,000,000 ordinary shares of RM0.10 each of the issued and paid-up share capital at an assumed exercise price of RM0.28 per ordinary share.

**Effect on shareholders funds**

The effects of the above proforma adjustments on TTb's shareholders' funds are as follows:

	Number of ordinary shares '000	Share capital RM'000	Share premium RM'000	Reserve on consolidation RM'000	Retained earnings/ (Accumulated losses) RM'000
Audited as at 30 November 2006	123,000	12,300	0	2,298	1,113
Public Issue	40,000	4,000	7,200	0	0
	163,000	16,300	7,200	2,298	1,113
Less : Estimated listing expenses and utilisation of proceeds	0	0	(1,350)	0	(2,000)
Proforma I	163,000	16,300	5,850	2,298	(887)
ESOS	24,450	2,445	4,401	0	0
Proforma II	187,450	18,745	10,251	2,298	(887)



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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**


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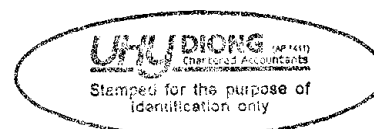
**TEJARI TECHNOLOGIES BERHAD**  
**(COMPANY NO.: 679361-D)**

**5. PROFORMA CONSOLIDATED CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2006**

The proforma consolidated cash flow statement for the financial year ended 30 November 2006 has been prepared, solely for illustrative purposes, to show the cash flow of the TTB Group had the TTB Group been in existence during the financial year presented.

	RM'000
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	
Profit before taxation for the financial year	1,508
Adjustments for:	
Allowance for doubtful debts	201
Bad debts written off	37
Depreciation	712
Property, plant and equipment written off	3
Loss on disposal of property, plant and equipment	1
Gain on disposal of property, plant and equipment	(46)
Interest income	(#)
Interest expense	165
Operating profit before working capital changes	<u>2,581</u>
Inventories	8
Receivables, deposits and prepayments	(2,077)
Payables	3
Cash generated from operations	<u>515</u>
Interest received	#
Interest paid	(166)
Net taxation paid	(334)
Net cash flow from operating activities	<u>15</u>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>	
Proceeds from disposal of property, plant and equipment	50
Purchase of property, plant and equipment (Note a)	(5,993)
Net cash flow from investing activities	<u>(5,943)</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>	
Proceeds from Public Issue	9,850
Proceeds from full exercise of ESOS	6,846
Net repayment of bank borrowings	(670)
Net repayment of term loan	(600)
Repayment of hire purchase payables	(389)
Net cash flow from financing activities	<u>15,037</u>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>9,109</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR</b>	<b>(18)</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR (Note b)</b>	<b><u>9,091</u></b>

# Less than RM1,000.00



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14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

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TEJARI TECHNOLOGIES BERHAD  
(COMPANY NO.: 679361-D)

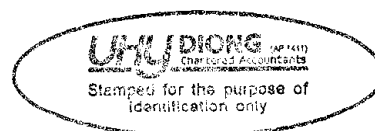
**UHY** DIONG  
Chartered Accountants

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PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

5. PROFORMA CONSOLIDATED CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2006 (CONTINUED)

	RM'000
<b>(a) Purchase of property, plant and equipment:</b>	
- financed by hire purchase arrangement	585
- financed by cash	5,993
- additions during the financial year	<u>6,578</u>
 <b>(b) Analysis of cash and cash equivalents:</b>	
- cash and bank balances	<u>9,091</u>

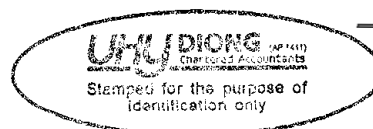


**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**
**TEJARI TECHNOLOGIES BERHAD  
(COMPANY NO.: 679361-D)**
**UHY DIONG**  
Chartered Accountants

**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**6. PROFORMA STATEMENT OF ASSETS AND LIABILITIES AS AT 30 NOVEMBER 2006**

The proforma statement of assets and liabilities of the TTB Group, for which the Directors of TTB are solely responsible, have been prepared for illustrative purpose based on accounting principles and bases consistent with those previously adopted in the preparation of the audited financial statements of TTB group as at 30 November 2006 which have been prepared in accordance with the applicable MASB approved accounting standards in Malaysia and to show the effects of the transactions described in Adjustment I and Adjustment II as referred to in the proforma consolidated balance sheets on the assumption that the respective transactions have been completed on 30 November 2006 and should be read in conjunction with the notes thereon.

	NOTE	TTB Group RM'000
<b>NON-CURRENT ASSETS</b>		
Property, plant and equipment	a	8,620
Investments	b	120
		<u>8,740</u>
<b>CURRENT ASSETS</b>		
Inventories	c	7,374
Receivables, deposits and prepayments	d	8,173
Tax recoverable		158
Cash and bank balances		9,091
		<u>24,796</u>
<b>CURRENT LIABILITIES</b>		
Payables	e	2,213
Hire purchase payables	f	299
Taxation		19
		<u>2,531</u>
<b>NET CURRENT ASSETS</b>		
		<u>22,265</u>
		<u>31,005</u>
<b>SHARE CAPITAL</b>		
	i	18,745
<b>SHARE PREMIUM</b>		
		10,251
<b>RESERVE ON CONSOLIDATION</b>		
		2,298
<b>ACCUMULATED LOSSES</b>		
		(887)
<b>SHAREHOLDERS' EQUITY</b>		
		<u>30,407</u>
<b>NON-CURRENT LIABILITIES</b>		
Hire purchase payables	f	583
Deferred taxation	j	15
		<u>598</u>
		<u>31,005</u>



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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**


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TEJARI TECHNOLOGIES BERHAD  
(COMPANY NO.: 679361-D)

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Chartered Accountants

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**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**6. PROFORMA STATEMENT OF ASSETS AND LIABILITIES AS AT 30 SEPTEMBER 2006 (CONTINUED)**
**a. PROPERTY, PLANT AND EQUIPMENT**

Net book value	Audited TTB Group RM'000	Proforma adjustments RM'000	Proforma TTB Group RM'000
Freehold buildings	1,042	2,650	3,692
Furniture and fittings	77		77
Office equipment	224		224
Motor vehicles	597		597
Plant and machinery	1,930	2,100	4,030
	<u>3,870</u>		<u>8,620</u>

As at 30 November 2006, the freehold buildings that have been pledged as security for banking facilities are as follows:

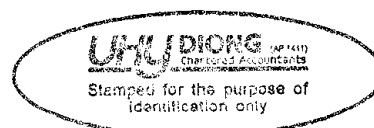
Net book value	Audited/Proforma TTB Group RM'000
Freehold buildings	<u>864</u>

As at 30 November 2006, the net book value of property, plant and equipment acquired under hire purchase arrangements are as follows:

Net book value	Audited/Proforma TTB Group RM'000
Motor vehicles	597
Plant and machinery	630
	<u>1,227</u>

**b. INVESTMENTS**

At cost	Audited/Proforma TTB Group RM'000
Transferable club memberships	90
Unquoted shares in Malaysia	30
	<u>120</u>


  
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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**


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**TEJARI TECHNOLOGIES BERHAD**  
(COMPANY NO.: 679361-D)

**UHY DIONG**  
Chartered Accountants

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**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**6. PROFORMA STATEMENT OF ASSETS AND LIABILITIES AS AT 30 NOVEMBER 2006 (CONTINUED)**
**c. INVENTORIES**

	<b>Audited/Proforma TTB Group RM'000</b>
<b>At cost</b>	
Raw materials	4,234
Trading merchandise	2,922
Work-in-progress	218
	<u>7,374</u>

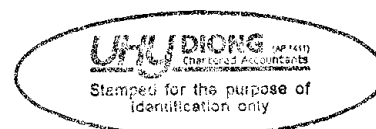
**d. RECEIVABLES, DEPOSITS AND PREPAYMENTS**

	<b>Audited/Proforma TTB Group RM'000</b>
Trade receivables	7,356
Less: Allowance for doubtful debts	(254)
	<u>7,102</u>
Non-trade receivables	44
Deposits	62
Prepayments	965
	<u>8,173</u>

The credit terms of trade receivables given by the Group vary from 0 to 120 days.

The foreign currency exposure of trade receivables is as follows:

	<b>Audited/Proforma TTB Group RM'000</b>
US Dollar	<u>86</u>



**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**
**TEJARI TECHNOLOGIES BERHAD  
(COMPANY NO.: 679361-D)**
**UHY DIONG**  
Chartered Accountants

**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**6. PROFORMA STATEMENT OF ASSETS AND LIABILITIES AS AT 30 NOVEMBER 2006 (CONTINUED)**
**e. PAYABLES**

	Audited/Proforma TTB Group RM'000
Trade payables	2,061
Non-trade payables	10
Accruals	141
Deposit received	1
	<u>2,213</u>

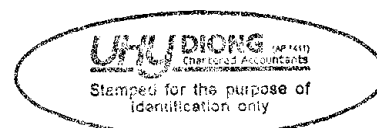
The credit terms of trade payables granted to the Group range from 30 to 120 days.

The foreign currency exposure of trade payables of the Group is as follows:

	Audited/Proforma TTB Group RM'000
Euro	51
Singapore Dollar	1,391
US Dollar	<u>79</u>

**f. HIRE PURCHASE PAYABLES**

	Audited TTB Group RM'000	Proforma adjustments RM'000	Proforma TTB Group RM'000
Present value of hire purchase liabilities:			
- not later than 1 year	347	(48)	299
- later than 1 year and not later than 5 years	583		583
	<u>930</u>		<u>882</u>
Hire purchase liabilities:			
Minimum hire purchase repayments			
- not later than 1 year	391	(48)	343
- later than 1 year and not later than 5 years	625		625
	<u>1,016</u>		<u>968</u>
Future finance charges on hire purchase	(86)		(86)
Present value of hire purchase	<u>930</u>		<u>882</u>
Representing hire purchase liabilities:			
- current	347		299
- non-current	583		583
	<u>930</u>		<u>882</u>


  
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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**


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**TEJARI TECHNOLOGIES BERHAD**  
(COMPANY NO.: 679361-D)

**UHY DIONG**  
Chartered Accountants

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**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**

**6. PROFORMA STATEMENT OF ASSETS AND LIABILITIES AS AT 30 NOVEMBER 2006 (CONTINUED)**

**f. HIRE PURCHASE PAYABLES (CONTINUED)**

Hire purchase payables are subject to fixed interest rates ranging from 2.45% to 5.50% per annum.

The Group's hire purchase payables are secured by the financial institutions charge over the assets under hire purchase arrangement.

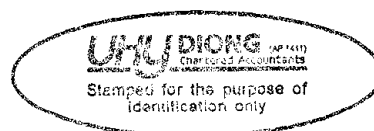
**g. BANK BORROWINGS**

	Audited TTB Group RM'000	Proforma adjustments RM'000	Proforma TTB Group RM'000
<b>Secured</b>			
Bank overdrafts	410	(410)	0
Bankers' acceptance	423	(423)	0
Term loan (Note 6.h)	199	(199)	0
	<u>1,032</u>		<u>0</u>

As at 30 November 2006, the bank borrowings are secured by legal charge over the Group's freehold buildings as referred to in Note 6.a.

The effective interest rates at 30 November 2006 for borrowings are as follows:

	Audited TTB Group 2006 %
Bank overdrafts	8.25 to 9.25
Bankers' acceptance	4.05 to 5.52
Term loan	<u>5.00</u>



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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**


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**TEJARI TECHNOLOGIES BERHAD**  
**(COMPANY NO.: 679361-D)**



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**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**6. PROFORMA STATEMENT OF ASSETS AND LIABILITIES AS AT 30 NOVEMBER 2006 (CONTINUED)**
**h. TERM LOAN**

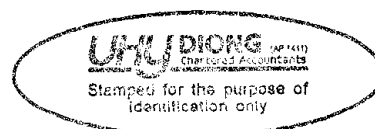
	Audited TTB Group RM'000	Proforma adjustments RM'000	Proforma TTB Group RM'000
<b>Secured</b>			
Representing term loan:			
- current (Note 6.g)	199	(199)	0
- non-current	220	(220)	0
	<u>419</u>		<u>0</u>
Maturity of term loan:			
- not later than 1 year	199	(199)	0
- later than 1 year and not later 5 years	220	(220)	0
	<u>419</u>		<u>0</u>

**i. SHARE CAPITAL**

	Audited/Proforma TTB Group RM'000
<b>Authorised</b>	
250,000,000 ordinary shares of RM0.10 each	<u>25,000</u>
<b>Issued and fully paid</b>	
At beginning of the financial year	#
Pursuant to the TSB acquisition	12,300
Pursuant to the Public Issue	4,000
Pursuant to the full exercise of ESOS	<u>2,445</u>
At end of the financial period	<u>18,745</u>

\* On 30 September 2006, the authorised and issued and paid-up share capital was increased to RM25,000,000 consisting of 25,000,000 ordinary shares of RM1 each and RM12,300,000 consisting of 12,300,000 ordinary shares of RM1 each respectively. On 2 October 2006, the Company subdivided its shares par value of RM1.00 each into RM0.10 each.

# 2 ordinary shares at RM1 each.



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**14 REPORTING ACCOUNTANTS' LETTER ON THE PROFORMA CONSOLIDATED FINANCIAL INFORMATION (Cont'd)**


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**TEJARI TECHNOLOGIES BERHAD**  
(COMPANY NO.: 679361-D)

**UHY DIONG**  
Chartered Accountants

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**PROFORMA CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)**
**6. PROFORMA STATEMENT OF ASSETS AND LIABILITIES AS AT 30 NOVEMBER 2006 (CONTINUED)**
**j. DEFERRED TAXATION**

	<b>Audited/Proforma TTB Group RM'000</b>
At beginning of the financial year	0
On acquisition of subsidiary companies	8
Recognised in the income statement:	
- property, plant and equipment	7
- overprovision in respect of prior years	(#)
At end of the financial year	<u>15</u>
<b>Subject to income tax:</b>	
<b>Deferred tax liabilities (before offsetting)</b>	
Property, plant and equipment	32
Offsetting	(17)
Deferred tax liabilities (after offsetting)	<u>15</u>
<b>Deferred tax asset (before offsetting)</b>	
Property, plant and equipment	17
Offsetting	(17)
Deferred tax asset (after offsetting)	<u>0</u>

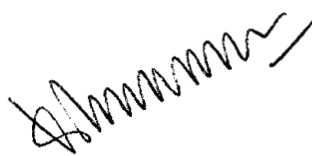
**k. CAPITAL COMMITMENTS**

	<b>Audited/Proforma TTB Group RM'000</b>
<b>Capital expenditure</b>	
Approved and contracted for:	
Property, plant and equipment	<u>2,820</u>

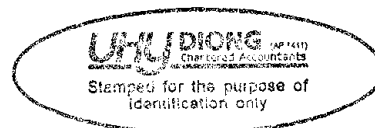
Signed on behalf of the  
Board of Directors of Tejari Technologies Berhad



Chan Ah Ba  
Executive Chairman



Ooi Chai Huat  
Managing Director



15 VALUATION CERTIFICATE

15.1 LETTER FROM VALUER:

25 JAN 2007

The Board of Directors  
**Tejari Technologies Berhad**  
51-21-A, Menara BHL  
Jalan Sultan Ahmad Shah  
10050 Pulau Pinang

Dear Sir,

***VALUATION CERTIFICATE FOR PROPERTY OF TEJARI TECHNOLOGIES BERHAD AND ITS SUBSIDIARIES***

This letter has been prepared for the purpose of inclusion in this Prospectus. In accordance with the instructions of the Board of Directors of Tejari Technologies Berhad, we have valued the abovementioned property vide our valuation report bearing the following references:

- (a) VPG-SC-3/42/2006 dated on 28<sup>th</sup> March, 2006. The Market Value of the subject property is RM2,800,000.

The valuation was prepared in conformity with the Guidelines on Asset Valuation Issued by the Securities Commission and the Malaysian Valuation Standards prescribed by the Board of Valuers, Appraisers and Estate Agents.

The basis of valuation adopted is the Market Value which defined as "the estimated amount for which a property should exchange on the date of valuation between a willing seller and a willing buyer in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion".

Brief descriptions of the subject properties are disclosed in Schedule 1 herein.

There have been no breaches of land use conditions, violations of building by-laws for buildings and/or extensions of buildings.

In drawing up this Valuation Certificate, we have verified the following documents:

- (a) Licences and permits;  
(b) Land/building leases  
(c) Letters from the relevant authorities



(Property Valuation Services)

**Perunding Harta Tanah Antarabangsa • International Property Consultants**

Zaki H. Said JP, BSc (London) FISM, Wong Yin Fook BSc (London), MISM, ARICS, Chou Yee Seng BSc (S'pore), MISM, Bock Chek Hai FISM, FRICS, IRRV, Tajul Ariffin Mohd Idris MBS (Dublin), Adv. Dip. Est. Mgt. (UITM), MISM, Jacob Lim Hoong Teong MBA (UK), MISM, ARICS, Ganesh Chinnappan B. Surv. (Hons) Prop. Mgt., MISM, Lim Lian Hong B. Land Econ. (UK), FISM, Ho Sek Chuen Assoc. Dip. Valuation (Aust.), MISM, Michael Geh Thuan Peng B. Bs (Valuation & Land Econ.), FISM, Joseph Chai Thiam Hee BSc (Hons), MISM, ARICS, Azmi Omar BSc (Hons) Land Mgt. (Reading), MISM, Ramli Osman ADK, MBA (Edith Cowan), BSc (Hons) Land Mgt (Reading), FISM, Stephen Ng Kho Vui MISM.

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15 VALUATION CERTIFICATE (Cont'd)

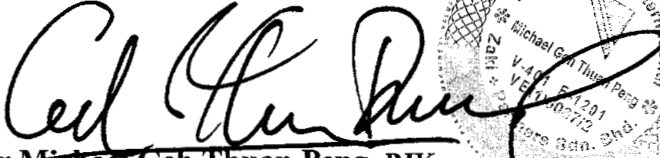
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International Zaki + Partners Sdn. Bhd.

- (d) Planning/layout approval including any material or onerous conditions attached to such consents.
- (e) Agreements such as joint venture, sale and purchase etc.
- (f) Tenancy agreements.
- (g) Title deeds.
- (h) Certificate of Fitness/occupancy letter

This valuation does not take into consideration of any plants and machinery that may be present at the properties.

Yours faithfully,  
for and on behalf of  
**RAINE & HORNE INTERNATIONAL**  
**ZAKI + PARTNERS SDN. BHD.**

  
Sr **Michael Geh Thuan Peng, PJK**  
**FISM, CFP**  
**B. Business, Valuation & Land Economics, Australia**  
**Registered Valuer V-401**



15 VALUATION CERTIFICATE (Cont'd)



SCHEDULE 1

NO/	IDENTIFICATION	GENERAL DESCRIPTION	MARKET VALUE
1.	<p><b>Location</b></p> <p>Lot Nos: 667 &amp; 668, Jalan Sungai Juru, Juru Industrial Estate, Bukit Mertajam, Pulau Pinang (herein referred as properties under valuation) are located within the Juru Industrial Estate.</p> <p>The subject properties are situated at approximately 2.3 kilometres by road to the south east from Highway Auto-City.</p> <p>The subject properties are accessible by Jalan Tok Kangar, Jalan Juru and finally onto Jalan Sungai Juru.</p> <p>The subject properties are sited on the right side of Jalan Sungai Juru.</p> <p><b>Legal Description</b></p> <p>H. S. (D) No: 42626, Lot No: 3880 and H. S. (M) No: 1492, Lot No: 3886, Mukim 13, Daerah Seberang Perai Tengah, Pulau Pinang.</p> <p><b>Registered Proprietor</b></p> <p>ACME Resource Sdn. Bhd.</p> <p><b>Tenure</b></p> <p>Freehold</p>	<p><b>Site</b></p> <p>Erected on the site is a unit of single storey workshop building with bearing address as Lot Nos: 667 &amp; 668, Jalan Sungai Juru, Juru Industrial Estate, Bukit Mertajam, Pulau Pinang is held under H. S. (D) No: 42626, Lot No: 3880 and H. S. (M) No: 1492, Lot No: 3886, Mukim 13, Daerah Seberang Perai Tengah, Pulau Pinang respectively.</p> <p>They are two (2) adjoining lots.</p> <p>Lot No: 3880 can be described as rectangular in shape whilst Lot No: 3886 is trapezoidal in shape. Both lots are flat in terrain and lies slightly higher than with the frontage road.</p> <p>The front boundaries are demarcated by chain link fencing together with a chain link gate and an automatic sliding metal gate installed at its main entrance. The side boundaries are demarcated with chain link fencing while the rear boundaries are demarcated with brickwall and metal sheet.</p> <p>The total land area of the subject properties are as follows:-</p> <p>Lot 3880: 6,186 square metres</p> <p>Lot 3886: 2,956 square metres</p> <p>Total : 9,142 square metres</p> <p>=====</p> <p>(or approximately 98,403.57 square feet)</p> <p><b>Building</b></p> <p>Framework : Reinforced concrete.</p> <p>Roof : Metal deck roofing.</p> <p>Wall : Metal sheet wall.</p> <p>Doors : Main, rear and side entrance – Metal Sliding Internal – Aluminium framed glass panel/software sliding and metal flush</p> <p><b>Building Areas</b></p> <p>The total built-up area of the subject property is 1,749.78 square metres or approximately 18,834.40 square feet.</p> <p><b>Planning</b></p> <p>The subject site presently zoned for industrial used.</p>	<p><b>Market Value</b></p> <p>RM2,800,000</p> <p><b>Date of Inspection</b></p> <p>28<sup>th</sup> March, 2006</p> <p><b>Method of Valuation</b></p> <p>In arriving at the Market Value of the subject property, we have adopted as our main approach, the Comparison Method of Valuation.</p> <p>In addition to the foregoing approach, we have also adopted the Cost Approach in this Valuation exercise.</p>