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SCC HOLDINGS BERHAD

(Company No. 511477-A)
(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF 11,117,000 NEW ORDINARY SHARES OF RM0.50 EACH IN OUR COMPANY AT AN ISSUE PRICE OF RM0.78 PER ORDINARY SHARE PAYABLE IN FULL UPON APPLICATION COMPRISING:

- 2,000,000 NEW ORDINARY SHARES OF RM0.50 EACH RESERVED FOR APPLICATION BY THE PUBLIC;
- 4,300,000 NEW ORDINARY SHARES OF RM0.50 EACH RESERVED FOR APPLICATION BY OUR ELIGIBLE EMPLOYEES, BUSINESS ASSOCIATES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF OUR GROUP; AND
- 4,817,000 NEW ORDINARY SHARES OF RM0.50 EACH RESERVED FOR PLACEMENT TO IDENTIFIED INVESTORS

IN CONJUNCTION WITH OUR LISTING ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD

Adviser, Sponsor, Underwriter and Placement Agent



INVESTORS ARE ADVISED TO NOTE THAT COMPANIES LISTED ON THE ACE MARKET MAY BE OF HIGH INVESTMENT RISK. INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

THERE ARE CERTAIN RISK FACTORS WHICH INVESTORS SHOULD CONSIDER. TURN TO SECTION 4 FOR 'RISK FACTORS'.

THIS PROSPECTUS IS DATED 30 JUNE 2010

PROSPECTUS

RESPONSIBILITY STATEMENTS

OUR DIRECTORS AND PROMOTERS (AS DEFINED HEREIN) HAVE SEEN AND APPROVED THIS PROSPECTUS AND WE COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED HEREIN AND CONFIRM, AFTER HAVING MADE ALL REASONABLE ENQUIRIES, THAT TO THE BEST OF OUR KNOWLEDGE AND BELIEF, THERE IS NO FALSE OR MISLEADING STATEMENT OR OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT HEREIN FALSE OR MISLEADING.

ALLIANCE INVESTMENT BANK BERHAD, BEING OUR ADVISER, SPONSOR, 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 OUR PUBLIC ISSUE (AS DEFINED HEREIN).

STATEMENTS OF DISCLAIMER

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. THE REGISTRATION OF THIS PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE PUBLIC ISSUE OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE OR OPINION OR REPORT EXPRESSED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES BEING OFFERED FOR INVESTMENT.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON OUR PART AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT IN OUR COMPANY. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

APPROVAL HAS BEEN OBTAINED FROM BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") FOR THE LISTING OF AND QUOTATION FOR THE SECURITIES BEING OFFERED. ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE PUBLIC ISSUE, OUR COMPANY OR OUR SECURITIES.

BURSA SECURITIES IS NOT LIABLE FOR ANY NON-DISCLOSURE ON OUR PART AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

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

OTHER STATEMENTS

COMPANIES LISTED ON THE ACE MARKET MAY HAVE A LIMITED OPERATING HISTORY OR MAY NOT HAVE ANY PROFIT TRACK RECORD PRIOR TO LISTING. SUCH COMPANIES MAY BE OF HIGH INVESTMENT RISK. AS WITH ALL INVESTMENTS, YOU SHOULD BE AWARE OF ALL POTENTIAL RISKS IN INVESTING IN SUCH COMPANIES AND SHOULD MAKE THE DECISION TO INVEST AFTER GIVING DUE AND CAREFUL CONSIDERATION BY REFERRING TO AMONGST OTHERS, THIS PROSPECTUS, LATEST FINANCIAL STATEMENTS AND CORPORATE ANNOUNCEMENTS. YOU ARE STRONGLY RECOMMENDED TO SEEK ADVICE FROM A SECURITIES PROFESSIONAL AND/OR ADVISER.

OUR PUBLIC ISSUE IS AN EXEMPT TRANSACTION UNDER SECTION 213 OF THE CAPITAL MARKETS AND SERVICES ACT 2007 ("CMSA") AND IS THEREFORE NOT SUBJECT TO THE APPROVAL OF THE SC.

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CMSA.

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE ISSUE FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 236 OF THE CMSA, E.G. DIRECTORS AND ADVISERS, ARE RESPONSIBLE.

THIS PROSPECTUS IS PREPARED AND PUBLISHED SOLELY FOR OUR PUBLIC ISSUE IN MALAYSIA UNDER THE LAWS OF MALAYSIA. OUR SHARES ARE OFFERED IN MALAYSIA SOLELY BASED ON THE CONTENTS OF THIS PROSPECTUS. OUR COMPANY, PROMOTERS, ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT HAVE NOT AUTHORISED ANYONE TO PROVIDE YOU WITH INFORMATION WHICH IS NOT CONTAINED IN THIS PROSPECTUS.

THIS PROSPECTUS HAS NOT BEEN AND WILL NOT BE MADE TO COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR WITH OR BY ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA.

WE WILL NOT, PRIOR TO ACTING ON ANY ACCEPTANCE IN RESPECT OF OUR PUBLIC ISSUE, MAKE OR BE BOUND TO MAKE ANY ENQUIRY AS TO WHETHER YOU HAVE A REGISTERED ADDRESS IN MALAYSIA AND WILL NOT ACCEPT OR BE DEEMED TO ACCEPT ANY LIABILITY IN RELATION THERETO WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION THEREWITH.

IT SHALL BE YOUR SOLE RESPONSIBILITY, IF YOU ARE OR MAY BE SUBJECT TO THE LAWS OF ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA, TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER YOUR APPLICATION FOR OUR PUBLIC ISSUE WOULD RESULT IN THE CONTRAVENTION OF ANY LAW OF SUCH COUNTRY OR JURISDICTION.

FURTHER, IT SHALL ALSO BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR OUR PUBLIC ISSUE WOULD BE IN COMPLIANCE WITH THE TERMS OF THIS PROSPECTUS AND WOULD NOT BE IN CONTRAVENTION OF ANY LAW OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED TO. WE WILL FURTHER ASSUME THAT YOU HAVE ACCEPTED OUR PUBLIC ISSUE IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECTED ONLY TO THE LAWS OF MALAYSIA IN CONNECTION THEREWITH. HOWEVER, WE RESERVE THE RIGHT, IN OUR ABSOLUTE DISCRETION, TO TREAT ANY ACCEPTANCE AS INVALID IF WE BELIEVE THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

THE DISTRIBUTION OF THIS PROSPECTUS AND THE ACCOMPANYING DOCUMENTS ARE SUBJECT TO MALAYSIAN LAWS. OUR COMPANY, PROMOTERS, ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS (IN PRELIMINARY OR FINAL FORM) OUTSIDE MALAYSIA. OUR COMPANY, PROMOTERS, ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT HAVE NOT TAKEN ANY ACTION TO PERMIT A PUBLIC ISSUE OF OUR SHARES BASED ON THIS PROSPECTUS OR THE DISTRIBUTION OF THIS PROSPECTUS OUTSIDE MALAYSIA.

THIS PROSPECTUS MAY NOT BE USED FOR AN OFFER TO SELL OR AN INVITATION TO BUY OUR SHARES IN ANY JURISDICTION OR IN ANY CIRCUMSTANCE IN WHICH SUCH AN OFFER OR INVITATION IS NOT AUTHORISED OR IS UNLAWFUL. THIS PROSPECTUS SHALL ALSO NOT BE USED TO MAKE AN OFFER OF OR INVITATION TO BUY OUR SHARES TO ANY PERSON TO WHOM IT IS UNLAWFUL TO DO SO. OUR COMPANY, PROMOTERS, ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT REQUIRE YOU TO INFORM YOURSELF AND TO OBSERVE SUCH RESTRICTIONS.

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES'S WEBSITE AT www.bursamalaysia.com. THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME.

BUMIPUTERA EQUITY REQUIREMENT AND PUBLIC SHAREHOLDING SPREAD

PURSUANT TO THE LISTING REQUIREMENTS (AS DEFINED HEREIN) AND THE BUMIPUTERA EQUITY REQUIREMENT WHICH WAS ANNOUNCED ON 30 JUNE 2009, WE ARE REQUIRED TO ALLOCATE 12.5% OF OUR ENLARGED ISSUED AND PAID-UP SHARE CAPITAL TO MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY RECOGNISED BUMIPUTERA INVESTORS WITHIN ONE (1) YEAR AFTER ACHIEVING THE PROFIT RECORD REQUIRED FOR A LISTING ON THE MAIN MARKET OF BURSA SECURITIES OR FIVE (5) YEARS AFTER BEING LISTED ON THE ACE MARKET, WHICHEVER IS EARLIER.

IN COMPLIANCE WITH THE LISTING REQUIREMENTS, WE NEED TO HAVE AT LEAST 25% OF OUR ENLARGED ISSUED AND PAID-UP SHARE CAPITAL IN THE HANDS OF A MINIMUM 200 PUBLIC SHAREHOLDERS HOLDING NOT LESS THAN 100 SHARES EACH UPON ADMISSION TO THE ACE MARKET. WE EXPECT TO ACHIEVE THIS AT THE POINT OF LISTING (AS DEFINED HEREIN). HOWEVER, IN THE EVENT THAT THIS REQUIREMENT IS NOT MET PURSUANT TO OUR PUBLIC ISSUE, WE MAY NOT BE ALLOWED TO PROCEED WITH OUR LISTING. IN THIS EVENT, MONIES PAID IN RESPECT OF ALL APPLICATIONS WILL BE RETURNED IN FULL WITHOUT INTEREST.

INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for our entire enlarged issued and paid-up share capital on the ACE Market of Bursa Securities is set out below:

EVENT	TENTATIVE DATE / TIME
Opening of application for our Public Issue	30 June 2010 at 10.00 a.m.
Closing of application for our Public Issue	22 July 2010 at 5.00 p.m.
Balloting of applications	26 July 2010
Allotment of shares to successful applicants	30 July 2010
Listing on the ACE Market	3 August 2010

Our Directors, together with Alliance, may mutually decide at their absolute discretion to extend the date for the closing of applications to any later date or dates. If the date of closing of application is extended, the dates of balloting, allotment and listing would be extended accordingly. We will publish any extension of the date of closing of application in a widely circulated English and Bahasa Malaysia newspaper in Malaysia prior to the original closing date of application. **Late applications will not be accepted.**

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” in this Prospectus are to SCC Holdings Berhad, while references to “our Group” are to our Company and our subsidiary companies. References to “we”, “us”, “our” and “ourselves” are to our Company or our Group or any member of our Group, as the context requires. Unless the context otherwise requires, references to “Management” are to our Executive Directors and our Key Management and Key Technical Personnel as disclosed in this Prospectus and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

Certain abbreviations, acronyms and technical terms used are defined in the “Definitions” section of this Prospectus. Words denoting the singular shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include companies and corporations.

Unless otherwise stated, any reference to dates and times in this Prospectus shall be a reference to dates and times in Malaysia.

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

This Prospectus includes statistical data provided by our Management and various third parties and cites third party projections regarding growth and performance of the industries in which our Group operates. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus; provided that where no source is stated, it can be assumed that the information originates from us.

In particular, certain information in this Prospectus is extracted or derived from report(s) prepared by Protégé Associates Sdn Bhd and independent business and market research consulting firm. We believe that the statistical data and projections cited in this Prospectus are useful in helping you understand the major trends in the industries in which we operate. However, neither we nor our Adviser and Sponsor have independently verified these data. Neither we nor our Adviser and Sponsor make any representation as to the correctness, accuracy or completeness of such data, hence accordingly, you should not place undue reliance on the statistical data cited in this Prospectus. Similarly, third party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We give no assurance that the projected figures will be achieved and you should not place undue reliance on the third party projections cited in this Prospectus.

The information on our website or any website directly or indirectly linked to such website does not form part of this Prospectus and you should not rely on it.

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FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements, which include all statements other than those of historical facts including among others, those regarding our Group's financial position, business strategies, plans and objectives of our Management for future operations. Some of these statements can be identified by words that have a bias towards or are forward-looking such as "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond our Group's control that could cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. As such, we cannot assure you that the forward-looking statements in this Prospectus will be realised.

Such forward-looking statements are based on numerous assumptions regarding our Group's present and future business strategies and the environment in which our Group operates. Additional factors that could cause our Group's actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 4 - Risk Factors and Section 12 - Management Discussion and Analysis of Proforma Financial Condition, Results of Operations and Prospects of this Prospectus.

These forward-looking statements are based on information available to us as at the date of this Prospectus. We expressly disclaim any obligation or undertaking to release publicly any update or revision to any forward-looking statements contained in this Prospectus to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

You will be deemed to have read and understood the descriptions of the assumptions and uncertainties underlying the forward looking statements that are contained herein.

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DEFINITIONS

Unless otherwise defined or the context otherwise requires, the following definitions shall apply throughout this Prospectus:

ACE Market	:	ACE Market of Bursa Securities
Acquisition of Anitox Malaysia	:	Acquisition by SCC Holdings of the entire issued and paid-up share capital of Anitox Malaysia comprising 800,000 ordinary shares of RM1.00 each for a total purchase consideration of RM2,900,000, which was wholly satisfied by the issuance of 5,800,000 new Shares at an issue price of RM0.50 per Share
Acquisition of SCC Corporation	:	Acquisition by SCC Holdings of the entire issued and paid-up share capital of SCC Corporation comprising 2,920,548 ordinary shares of RM1.00 each for a total purchase consideration of RM12,900,000, which was wholly satisfied by the issuance of 25,800,000 new Shares at an issue price of RM0.50 per Share
Acquisitions	:	Acquisition of Anitox Malaysia and Acquisition of SCC Corporation, collectively
Act	:	Companies Act, 1965, as amended from time to time and any re-enactment thereof
ADA	:	Authorised Depository Agent
AHPD	:	Animal Health Products Division
Alliance or Adviser or Sponsor or Underwriter or Placement Agent	:	Alliance Investment Bank Berhad (21605-D)
AMP	:	Anitox Maxi-Mil Programme
Anitox Corporation	:	Anitox Corporation Inc.
Anitox Malaysia	:	Anitox (M) Sdn Bhd (213921-M), a wholly-owned subsidiary company of SCC Holdings
Application Form(s)	:	The printed application form(s) for the application of our Issue Shares accompanying this Prospectus
ATM(s)	:	Automated Teller Machine(s)
BTMH or Reporting Accountants	:	Baker Tilly Monteiro Heng (AF0117)
Board	:	Board of Directors of SCC Holdings
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-D)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CAGR	:	Compound Annual Growth Rate
CCM	:	Companies Commission of Malaysia
CDS	:	Central Depository System

DEFINITIONS (Cont'd)

CDS Account	:	An account established by Bursa Depository for a depositor for the recording of deposits or withdrawals of securities and for dealings in such securities by the depositor
Central Depositories Act	:	The Securities Industry (Central Depositories) Act, 1991, as amended from time to time and any re-enactment thereof
CMSA	:	Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
EPS	:	Earnings per share
ESA or Electronic Share Application	:	Application for our Issue Shares through a Participating Financial Institution's ATM
ETMS	:	Earnest Team Management System
EU	:	European Union
Excluded Parties	:	(i) Persons who are located in jurisdictions outside Malaysia in which acceptance under our Public Issue would result in the contravention of the laws of such jurisdiction (whether in the absence of any necessary consent and/or compliance with any registration of other legal requirements or for any other reason); or (ii) Persons who are, in the opinion of our Board (on the advice of its legal adviser), would be necessary or expedient to be excluded from participating in our Public Issue by reason of legal or regulatory requirements
F&B	:	Food and beverages
FSED	:	Food Service Equipment Division
FYE	:	Financial year ended/ending
GP	:	Gross profit
IMR Report	:	Independent Market Research Report titled 'Strategic Analysis of the Animal Feed Additives and Food Service Equipment Markets in Malaysia'
ISO	:	International Organisation for Standardisation
Issue Price	:	RM0.78 per Issue Share
Issue Share(s)	:	The 11,117,000 new SCC Holdings Shares, representing approximately 26% of our enlarged issued and paid-up share capital, to be issued pursuant to our Public Issue
Issuing House	:	Malaysian Issuing House Sdn Bhd (258345-X)
Listing	:	The admission to the Official List of Bursa Securities and the listing of and quotation for SCC Holdings' entire enlarged issued and paid-up share capital of RM21,378,500 comprising 42,757,000 Shares on the ACE Market
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities

DEFINITIONS (Cont'd)

Listing Scheme	:	Acquisitions, Public Issue and Listing collectively
LPD	:	31 May 2010, being the latest practicable date prior to the issuance of this Prospectus
Market Day	:	Any day between Monday and Friday (both days inclusive) which is not a public holiday and on which Bursa Securities is open for trading of securities
MITI	:	Ministry of International Trade and Industry
NA	:	Net assets
NBV	:	Net book value
Participating Institution(s)	Financial	: The participating financial institution(s) for the ESA as listed in Section 17 of this Prospectus
PAT	:	Profit after taxation
PBT	:	Profit before taxation
PE Multiple	:	Price-earnings multiple
Promoter(s)	:	Chee Long Sing @ Cher Hwee Seng, Cher Sew Seng and Goh Ah Heng @ Goh Keng Chin collectively
Prospectus	:	This prospectus dated 30 June 2010 in relation to our Public Issue
Protégé Associates	:	Protégé Associates Sdn Bhd (675767-H)
Public	:	All persons or members of the public but excluding directors of the SCC Holdings Group, its substantial shareholders and persons connected or associated with them (as defined in the Listing Requirements)
Public Issue	:	Public issue of our Issue Shares at the Issue Price, comprising the following: <ul style="list-style-type: none"> • 2,000,000 new Shares reserved for application by the public (save for Excluded Parties); • 4,300,000 new Shares reserved for application by our eligible employees, business associates and persons who have contributed to the success of our Group; and • 4,817,000 new Shares reserved for placement to identified investors
QMS	:	Quality Management System
RM and sen	:	Ringgit Malaysia and sen, respectively
SC	:	Securities Commission
SCC Corporation	:	SCC Corporation Sdn Bhd (17769-T), a wholly-owned subsidiary of SCC Holdings
SCC Holdings or Company	:	SCC Holdings Berhad (511477-A)
SCC Holdings Group or Group	:	SCC Holdings and its subsidiary companies, collectively

DEFINITIONS (Cont'd)

SCC Holdings Share(s) or Share(s)	:	Ordinary share(s) of RM0.50 each in SCC Holdings
SME	:	Small and medium enterprises
SMI	:	Small and medium industries
Sq. ft.	:	Square feet
TQM	:	Total Quality Management
Underwriting Agreement	:	The underwriting agreement dated 24 June 2010 made between the Company and the Underwriter for the underwriting of 2,000,000 Issue Shares
USA	:	United States of America
USD	:	United States Dollar

Technical References

Anthelmintics	:	An anti-parasitic against parasitic worms (helminths) that infect poultry animals
Antibiotic feed additive	:	A substance that is added to feed mixtures to kill bacteria or inhibit its growth in livestock
Antimicrobial feed additive	:	A substance that is normally used to eliminate or inhibit the growth of microorganisms such as bacteria in feeds
Anti-mould or antifungal feed additive or feed cleaner	:	A substance that is normally used to inhibit mould growth as well as the prevention of spore germination in feeds such that cleanliness of feed mixtures are preserved
Antococcidials	:	An anti-parasitic against coccidiosis which infects poultry animals
Aquaculture	:	Aquaculture refers to domesticated fish and seafood bred in freshwater, brackish water or marine locations
Enzymes	:	A pro-nutrient to improve digestion of nutrient, leading to better nutrition
Feed pelleting process	:	A process where feeds are compressed or moulded into the shape of a pellet
Immune stimulants / modulators	:	A substance that stimulates or activates the immune system of livestock
Microbials	:	A type of good bacteria that alter the intestine's microbial balance to prevent the proliferation of pathogenic bacteria such that the overall health and growth of livestock is improved
Mycotoxin	:	A secondary metabolite produced by fungus (including mushrooms, moulds and yeasts) that are capable of causing diseases and death in humans and animals
Natural growth promoter	:	A substance that comprises of various components such as organic acids, probiotics, prebiotics, synbiotics, phytobiotics and immune stimulants

DEFINITIONS (Cont'd)

- Non-antibiotic feed additive : A natural substance that is added to feed mixtures to improve the performance and health of livestock
- Organic acid compounds : A compound that maintains a low pH in the gastro-intestinal tract to inhibit pathogenic bacteria proliferation and aid digestion and nutrient absorption as well as for feed mixtures preservation
- Phytobiotics : A type of plant derived substances that are added to feed mixtures to improve the performance and health of livestock
- Prebiotics : A type of natural growth promoters that stimulate growth of bacteria in digestive systems and are often used to enhance the growth of probiotics
- Probiotics : A type of live microorganisms that are usually administered in certain amounts that are believed to be healthy to the host organism. The live microorganisms are used to inhibit competitive pathogenic bacteria inside the host's body from propagating
- Synbiotics : Supplements that contains both prebiotics and probiotics
- Toxin binder : A substance that locks itself to toxins that exist in feeds, preventing these toxins from entering into the bloodstream of livestock

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1. CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name/Designation	Address	Occupation	Nationality
Chee Long Sing @ Cher Hwee Seng (Executive Chairman)	3, Jalan Hujan Abu 3 Taman Overseas Union 58200 Kuala Lumpur Wilayah Persekutuan (KL)	Director	Malaysian
Cher Sew Seng (Managing Director)	No. 15B, Jalan Hujan Emas Satu Taman Overseas Union 58200 Kuala Lumpur Wilayah Persekutuan (KL)	Director	Malaysian
Goh Ah Heng @ Goh Keng Chin (Executive Director)	No. 12, Jalan 3/128A Taman Bukit Aman 58200 Kuala Lumpur Wilayah Persekutuan (KL)	Director	Malaysian
Soh Kian Teck (Executive Director)	28, Jalan 20/144A Taman Bukit Cheras 56000 Kuala Lumpur Wilayah Persekutuan (KL)	Director	Malaysian
Dato' Ismail bin Hamzah (Independent Non-Executive Director)	8, Jalan Setiabakti 10 Bukit Damansara 50490 Kuala Lumpur Wilayah Persekutuan (KL)	Director	Malaysian
Dr. Choong Tuck Yew (Independent Non-Executive Director)	4, Jalan 19/30 SEA Park 46300 Petaling Jaya Selangor Darul Ehsan	Director	Malaysian
Dr. Goy Hong Boon (Independent Non-Executive Director)	5, Jalan Bukit Desa 3 Taman Desa 58100 Kuala Lumpur Wilayah Persekutuan (KL)	Director	Malaysian
Cher Lip Chun (Alternate to Chee Long Sing @ Cher Hwee Seng)	3, Jalan Hujan Abu 3 Taman Overseas Union 58200 Kuala Lumpur Wilayah Persekutuan (KL)	Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Dr. Choong Tuck Yew	Chairman	Independent Non-Executive Director
Dato' Ismail bin Hamzah	Member	Independent Non-Executive Director
Dr. Goy Hong Boon	Member	Independent Non-Executive Director

1. CORPORATE DIRECTORY (Cont'd)

NOMINATION COMMITTEE

Name	Designation	Directorship
Dato' Ismail bin Hamzah	Chairman	Independent Non-Executive Director
Dr. Chong Tuck Yew	Member	Independent Non-Executive Director
Dr. Goy Hong Boon	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Dr. Chong Tuck Yew	Chairman	Independent Non-Executive Director
Dato' Ismail bin Hamzah	Member	Independent Non-Executive Director
Chee Long Sing @ Cher Hwee Seng	Member	Executive Chairman

COMPANY SECRETARIES

: Kok Ling Hua (LS000932)
 No. 1-2, (2nd Floor), Jalan 1/64A
 Off Jalan Ipoh
 50350 Kuala Lumpur
 Wilayah Persekutuan (KL)
 Tel: (603) 4041 4127

Wong Keo Rou (MAICSA 7021435)
 10-1, Jalan Sri Hartamas 8
 Sri Hartamas
 50480 Kuala Lumpur
 Wilayah Persekutuan (KL)
 Tel: (603) 6201 1120

REGISTERED OFFICE

: 10-1, Jalan Sri Hartamas 8
 Sri Hartamas
 50480 Kuala Lumpur
 Wilayah Persekutuan (KL)
 Tel: (603) 6201 1120
 Fax: (603) 6201 3121 / 6201 5959

HEAD OFFICE

: 19 & 21, Jalan Hujan
 Taman Overseas Union
 58200 Kuala Lumpur
 Wilayah Persekutuan (KL)
 Tel: (603) 7782 8384
 Fax: (603) 7781 8561
 E-mail address: sccholdings@scc.com.my
 Website: www.scc.com.my

AUDITORS AND REPORTING ACCOUNTANTS

: Baker Tilly Monteiro Heng (AF0117)
 Monteiro & Heng Chambers
 22, Jalan Tun Sambanthan 3
 50470 Kuala Lumpur
 Wilayah Persekutuan (KL)
 Tel: (603) 2274 8988

1. CORPORATE DIRECTORY (Cont'd)

- SOLICITORS** : Raja Darryl & Loh
18th Floor, Wisma Sime Darby
Jalan Raja Laut
50350 Kuala Lumpur
Wilayah Persekutuan (KL)
Tel: (603) 2694 9999
- INDEPENDENT MARKET RESEARCHER** : Protégé Associates Sdn Bhd (675767-H)
Suite C-06-06, Plaza Mont' Kiara
2, Jalan Kiara, Mont' Kiara
50480 Kuala Lumpur
Wilayah Persekutuan (KL)
Tel: (603) 6201 9301
- PRINCIPAL BANKERS** : Hong Leong Bank Berhad (97141-X)
Jalan Kelang Lama Branch
30-34 Jalan Awan Hijau
Taman Overseas Union
58200 Kuala Lumpur
Wilayah Persekutuan (KL)
Tel: (603) 79836611
- RHB Bank Berhad (6171-M)
Taman Overseas Union Branch
140 & 142, Jalan Mega Mendung
Bandar Complex, Batu 4 1/2, Jalan Kelang Lama
58200 Kuala Lumpur
Wilayah Persekutuan (KL)
Tel: (603) 7983 9863
- ISSUING HOUSE** : Malaysian Issuing House Sdn Bhd (258345-X)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Tel: (603) 7841 0000
- SHARE REGISTRAR** : ShareWorks Sdn Bhd (229948-U)
10-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)
Tel: (603) 6201 1120
- ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT** : Alliance Investment Bank Berhad (21605-D)
Level 3, Menara Multi-Purpose
Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
Wilayah Persekutuan (KL)
Tel: (603) 2692 7788
- LISTING SOUGHT** : ACE Market of Bursa Securities

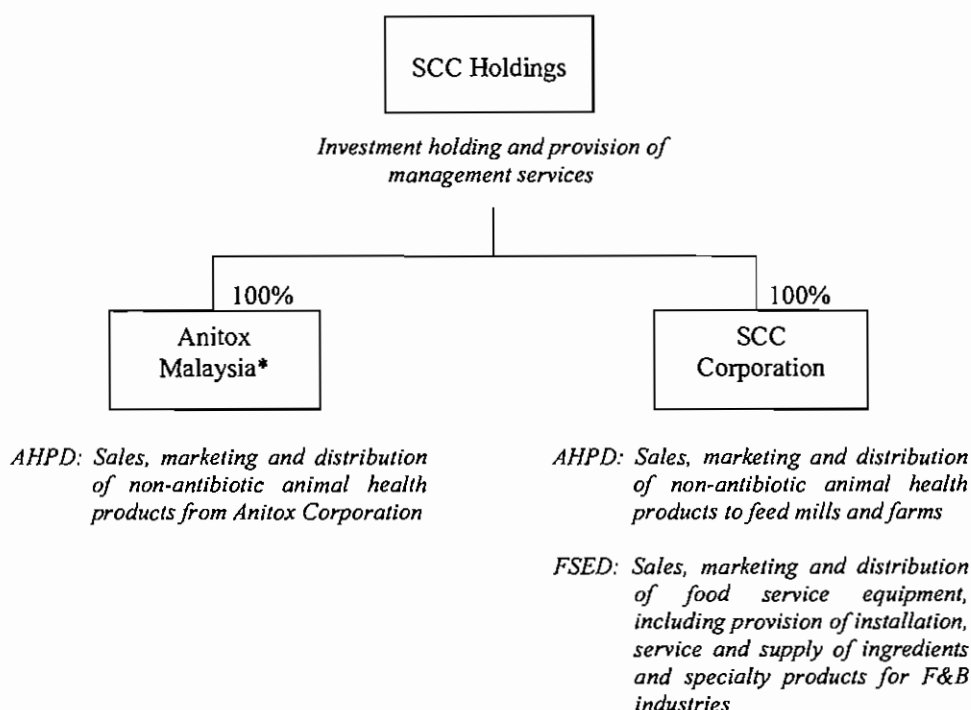
2. SUMMARY INFORMATION

THIS INFORMATION SUMMARY SETS OUT THE SALIENT INFORMATION CONTAINED IN THIS PROSPECTUS. YOU SHOULD READ AND UNDERSTAND THIS INFORMATION SUMMARY TOGETHER WITH THE FULL TEXT OF THIS PROSPECTUS BEFORE YOU DECIDE WHETHER TO INVEST IN OUR SHARES.

2.1 OUR HISTORY AND BUSINESS

Our Company was incorporated in Malaysia under the Act on 17 April 2000 as a private limited company under the name SCC Holdings Sdn Bhd and was subsequently converted into a public limited company on 15 January 2010 to facilitate our listing on the ACE Market.

On 24 June 2010, our Company completed the Acquisitions and formed the following group structure:



Note:

- * *Anitox Corporation does not have any interest in Anitox Malaysia other than as a supplier. Anitox Malaysia is so named for the purpose of sales, marketing and distribution of animal health products from Anitox Corporation. The 'Anitox' trademark, trade name and logo belong to Anitox Corporation. However, Anitox Corporation has granted a non-transferable and non-exclusive license to SCC Corporation to register Anitox Malaysia. Please refer Section 6.8.2 of this Prospectus for further details.*

SCC Corporation has been in the animal health product business for over 38 years and is a well known supplier of animal health products to many local livestock farms and feed millers, particularly those in the poultry and swine livestock industry. It was founded by Chee Long Sing @ Cher Hwee Seng, Cher Sew Seng and Goh Ah Heng @ Goh Keng Chin in 1972 under a partnership, Cheong Cheng Trading Co., when the agriculture sector was Malaysia's primary growth engine. In 1974, a private limited company, Syarikat Chang Cheng (M) Sdn Bhd, was formed to take over the business. It subsequently changed its name to SCC Corporation in 2000.

2. SUMMARY INFORMATION (Cont'd)

During the early days of its establishment, SCC Corporation mainly supplied antibiotic veterinary chemicals, supplements, premixes as well as growth promoters for livestock feeds, which were imported from China, to poultry and swine farms and feed millers in Malaysia under its AHPD. However, due to the limited choices of products from its Chinese suppliers coupled with inconsistent supplies, SCC Corporation began distributing products from other countries such as USA and South Korea since 1974.

When our Promoters became more aware of the benefits of non-antibiotic feed additives, we started distributing non-antibiotic feed additives from USA in 1974, in addition to antibiotic feed additives. With greater awareness that non-antibiotic 'clean feed' additives not only promotes healthier livestock, through elimination of mould, mycotoxin and bacteria from feed mixtures, but also results in safer meat, as some livestock farmers may not observe the necessary 'withdrawal period' for the elimination of antibiotic residuals in livestock which can be passed on to the end consumers when they consume such meat, our Promoters decided to promote and adopt their vision of '**Clean Feed → Healthy Livestock → Safe Food**'. In line with such vision, we started exclusively distributing non-antibiotic feed additives in 1990, whereby our AHPD business model is focused on the areas of clean feed solutions and other non-antibiotic animal feed additives.

Our AHPD products can be sold separately as well as through 'programmes' such as our 'clean feed' programmes. Our 'clean feed' programme is a type of dietary programme developed specifically for livestock where the ingredients include but are not limited to antimicrobial and anti-mould additives, in addition to the normal dietary requirements such as corn or soy. The inclusion of these ingredients not only provides for a natural and healthier growth of the livestock, but also allows farmers to enjoy a better return on their investments in the form of reduced mortality rate, improved feed conversion rate, reduced medication cost, improved egg and/or meat quality, increased growth rate and cleaner environment.

In 1978, SCC Corporation set up another division, FSED, when it ventured into the distribution of food service equipment, which is a distinct business as compared to AHPD. Our Promoters had earlier set up a fast food business so as to give the company's poultry farm customers ideas as to how they too can venture into the fast food industry to alleviate certain downstream distribution problems they were experiencing by reducing the role of middlemen. FSED benefited from our Promoters' foray into the fast food industry as demand for food service equipment increased when some of our poultry farm customers and the public ventured into the fast food business. As such, whilst our FSED business is not generally regarded as synergistic to our AHPD business, our Promoters' involvement in the fast food business had provided our Group with much needed insight into the different types of food service equipment and the industry.

Currently, our FSED supplies and distributes a wide range of food service equipment and supplies, e.g., rapid cooking ovens, pressure fryers and popcorn ingredients, that caters to the needs of various types of food operators and establishments. Due to our strong commitment, service and quality products, we have been supplying to some well-known hypermarkets, quick service restaurants, cafés and cinema chains.

In 1984, SCC Corporation began to market and distribute powder based vapour action anti-mould products for animal feeds and feed ingredients which are complementary to its core veterinary chemicals and feed supplements business. When more advanced liquid based antimicrobial additives, which employed specialised dispensing equipment, were introduced, SCC Corporation reorganised its antimicrobial business by incorporating a separate company, Anitox Malaysia, in 1991. Anitox Malaysia was incorporated to enable us to take a more focused approach to market and distribute the new liquid based antimicrobial additives.

Currently, our AHPD contributes 50.1% of our GP for the FYE 31 December 2009, whilst the remaining 49.9% is contributed by our FSED. Going forward, we intend to expand our AHPD by introducing 'green solutions' as set out in Section 6.6.2 of this Prospectus and expanding into the aquaculture market as detailed in Section 6.13 of this Prospectus.

2. SUMMARY INFORMATION *(Cont'd)*

Over the years, we have been the recipient of numerous awards for our outstanding and distinguished service to our clients and employees, with the most recent being the 'Golden Bull Award 2009' to SCC Corporation, our 2nd consecutive award, in recognition of our strive for excellence. The Golden Bull Award is organised by a leading local Chinese newspaper, Nanyang Siang Pau, which recognises the outstanding achievements of 100 Malaysian SMEs.

Our commitment to quality in our business practices and processes has also earned us certifications from international bodies, with the most recent being the ISO 9001:2008 accreditation by Lloyd's Register Quality Assurance Ltd for our QMS.

For the past three (3) FYE 31 December 2009, our proforma consolidated revenue increased from RM28.4 million in 2007 to RM34.0 million in 2009, whilst our proforma consolidated PAT increased from RM2.8 million in 2007 to RM4.9 million in 2009. We believe that our performance has been driven by our strong commitment to customers, our quality products and our competitive strengths as follows:

- (i) One-stop solution provider;
- (ii) Highly experienced and professional management team;
- (iii) Established business relationships and proven track record;
- (iv) Consistent supply;
- (v) Broad products offering; and
- (vi) Product differentiation.

Details of our history and business are set out in Sections 5 and 6 of this Prospectus respectively.

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2. SUMMARY INFORMATION (Cont'd)

2.2 PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL

Set out below is an information summary of shareholdings of our Promoters, substantial shareholders, Directors and key management and key technical personnel before and after our Public Issue. The information summary is extracted from and should be read in conjunction with Section 8 of this Prospectus.

2.2.1 Promoters and Substantial Shareholders

Name	Before Public Issue			After Public Issue		
	Direct No. of Shares held	Indirect No. of Shares held	% held	Direct No. of Shares held	Indirect No. of Shares held	% held
Promoters and substantial shareholders						
Chee Long Sing @ Cher Hwee Seng	9,299,016	42,421 ⁽¹⁾	29.39	9,299,016	42,421 ⁽¹⁾	21.75
Cher Sew Seng	5,878,136	-	18.58	5,878,136	125,000 ⁽²⁾	13.75
Goh Ah Heng @ Goh Keng Chin	4,078,923	-	12.89	4,078,923	-	9.54
Substantial shareholders						
Soh Kian Teck ⁽³⁾	1,782,284	-	5.63	1,782,284	-	4.17
Tee Meng Hock ⁽³⁾	1,590,113	-	5.03	1,590,113	-	3.72
Ong Gee Leng ⁽³⁾	1,943,471	-	6.14	1,943,471	-	4.55

Notes:

[^] Assuming all the pink form allocations are fully subscribed by our eligible employees

(1) Deemed interest by virtue of his direct shareholdings in Kumsan Enterprises (M) Sdn Bhd pursuant to Section 6A of the Act. Please refer to Sections 8.2.3 and 8.4.3 for details of his interests in Kumsan Enterprises (M) Sdn Bhd

(2) Deemed interest by virtue of his spouse, Sim Ah Choon's direct shareholdings in SCC Holdings, assuming she fully subscribes for her pink form allocation

(3) Ceases to be a substantial shareholder after our Public Issue

2. SUMMARY INFORMATION (Cont'd)

2.2.2 Directors

Save for the shareholdings of Chee Long Sing @ Cher Hwee Seng, Cher Sew Seng, Goh Ah Heng @ Goh Keng Chin and Soh Kian Teck which are set out in Section 2.2.1 above, the shareholdings of our other Directors in our Company before and after our Public Issue are as follows:

Name	Designation	Before Public Issue		After Public Issue	
		Direct No. of Shares held	Indirect No. of Shares held	Direct No. of Shares held	Indirect No. of Shares held
Dato' Ismail bin Hamzah	Independent Non-Executive Director	-	-	-	-
Dr. Choong Tuck Yew	Independent Non-Executive Director	-	-	-	-
Dr. Goy Hong Boon	Independent Non-Executive Director	-	-	-	-
Cher Lip Chun	Alternate Director	88,340	0.28	88,340	0.21

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2. SUMMARY INFORMATION (Cont'd)

2.2.3 Key Management and Key Technical Personnel

Save for the shareholdings of Soh Kian Teck and Cher Lip Chun which are set out in Section 2.2.1 and Section 2.2.2 above respectively, the shareholdings of our key management and key technical personnel before and after our Public Issue are as follows:

Name	Designation	Before Public Issue			After Public Issue		
		Direct No. of Shares held	Indirect No. of Shares held	% held	Direct No. of Shares held	Indirect No. of Shares held	% held
Goh Foi Tee	General Manager	67,721	-	0.21	317,721	-	0.74
Sim Ah Choon	Administration and Human Resource Manager	-	5,878,136 ⁽¹⁾	18.58	125,000	5,878,136 ⁽¹⁾	13.75
Chu Soo Meng	FSED Division Manager	6	*	-	180,006	-	0.42
Chia Ai Seng	AHPD Division Manager	-	-	-	250,000	-	0.58
Ng Saw Hua	Accounts Manager	-	-	-	20,000	-	0.05
Bea Poh Heng	Warehouse Manager	-	-	-	20,000	-	0.05
Cheah Wui Hong	Techno-Commercial Manager	-	-	-	15,000	-	0.04
Lee Mon Peng	Sales Manager	-	-	-	50,000	-	0.12

Notes:

[^] Assuming all the pink form allocations are fully subscribed by our eligible employees

* Less than 0.01

(1) Deemed interest by virtue of her spouse, Cher Sew Seng's direct shareholdings in SCC Holdings

2. SUMMARY INFORMATION *(Cont'd)*

2.3 FINANCIAL HIGHLIGHTS

2.3.1 Proforma Consolidated Income Statements

The following table sets out our proforma consolidated income statements for the past three (3) FYE 31 December 2007 to 2009, which have been prepared for illustrative purposes only based on the assumption that our current Group structure has been in existence throughout the financial years under review.

You should read this proforma consolidated income statements in conjunction with the accompanying notes and assumptions included in the Reporting Accountants' Letter on Proforma Consolidated Financial Information as set out in Section 11.4 of this Prospectus and the Accountants' Report as set out in Section 13 of this Prospectus.

	FYE 31 December		
	2007	2008	2009
	RM'000	RM'000	RM'000
Revenue	28,406	34,226	34,040
Cost of sales	(16,102)	(19,992)	(17,575)
Gross profit	12,304	14,234	16,465
Selling and distribution costs	(2,117)	(2,342)	(2,112)
Administration expenses	(5,897)	(7,126)	(7,002)
Other operating expenses	(386)	(583)	(566)
Other income	499	289	271
EBITDA	4,403	4,472	7,056
Depreciation	(399)	(434)	(476)
Interest expense	(206)	(212)	(66)
Interest income	41	154	116
PBT	3,839	3,980	6,630
Taxation	(1,063)	(1,141)	(1,730)
PAT	2,776	2,839	4,900
Gross profit margin (%)	43.31	41.59	48.37
PBT margin (%)	13.51	11.63	19.48
PAT margin (%)	9.77	8.29	14.39
No. of ordinary shares assumed to be in issue ('000)*	31,640	31,640	31,640
Gross EPS (RM)	0.12	0.12	0.21
Net EPS (RM)	0.09	0.09	0.15

Note:

* Based on the number of Shares in issue after the Acquisitions but before our Public Issue.

2. SUMMARY INFORMATION (Cont'd)

2.3.2 Proforma Consolidated Balance Sheets

The following table sets out our proforma consolidated balance sheets as at 31 December 2009, assuming that our Acquisitions, Public Issue and utilisation of proceeds had been effected as at that date, for illustrative purposes only, and should be read in conjunction with the notes and assumptions included in the Reporting Accountants' Letter on Proforma Consolidated Financial Information as set out in Section 11.4 of this Prospectus.

	Audited as at 31 December 2009 RM'000	Adjusted as at 31 December 2009 RM'000	(I) After Acquisitions RM'000	(II) After (I) and Public Issue RM'000	(III) After (II) and the utilisation of proceeds RM'000
Non-Current Assets					
Property, plant and equipment	-	-	4,561	4,561	9,361
Investment in marketable securities	-	-	24	24	24
Goodwill on consolidation	-	-	51	51	51
	-	-	4,636	4,636	9,436
Current Assets					
Inventories	-	-	2,151	2,151	2,151
Trade receivables	-	-	7,479	7,479	7,479
Other receivables, deposits and prepayment	152	152	906	906	906
Fixed deposits placed with licensed banks	-	-	5,417	5,417	5,417
Cash and bank balances	*	20	3,495	12,166	5,786
	152	172	19,448	28,119	21,739
Total Assets	152	172	24,084	32,755	31,175
Equity					
Share capital	*	20	15,820	21,378	21,378
Share premium	-	-	-	3,113	2,745
(Accumulated losses)/Retained earnings	(17)	(17)	6	6	(1,206)
	(17)	3	15,826	24,497	22,917
Non-Current Liabilities					
Hire purchase payables	-	-	33	33	33
Deferred taxation	-	-	110	110	110
	-	-	143	143	143
Current Liabilities					
Trade payables	-	-	283	283	283
Other payables, deposits and accruals	169	169	3,808	3,808	3,808
Bankers' acceptances	-	-	2,850	2,850	2,850
Hire purchase payables	-	-	201	201	201
Tax payable	-	-	973	973	973
	169	169	8,115	8,115	8,115

2. SUMMARY INFORMATION (Cont'd)

	Audited as at 31 December 2009 RM'000	Adjusted as at 31 December 2009 [^] RM'000	(I) After Acquisitions RM'000	(II) After (I) and Public Issue RM'000	(III) After (II) and the utilisation of proceeds RM'000
Total Liabilities	169	169	8,258	8,258	8,258
Total Equity and Liabilities	152	172	24,084	32,755	31,175
NA	(17)	3	15,826	24,497	22,917
NA per Share (RM)	(4,185.25)	0.08	0.50	0.57	0.54

Notes:

* *Negligible*

[^] *Adjusted to incorporate the issuance of 39,996 new Shares at an issue price of RM0.50 per Share subsequent to 31 December 2009*

2.4 DIVIDEND POLICY

Our Company presently does not have any formal dividend policy. Upon Listing, our Board intends to adopt a stable and sustainable dividend policy to allow our shareholders to participate in the profits of our Group while maintaining an optimal capital structure and ensuring sufficient funds for our future growth. In this regard, we envisage a dividend payout ratio of approximately 35% of our future net profits to our shareholders in each financial year.

Investors should take note that this dividend policy merely describes our present intention and shall not constitute legally binding statements in respect of our Company's future dividends, which are subject to our Board's absolute discretion.

Our ability to pay future dividends to our shareholders is subject to various factors including but not limited to our financial performance, cash flow requirements, availability of distributable reserves and capital expenditure plans.

As our Company is a holding company, our income and therefore, our ability to pay dividends is dependent upon the dividends and other distributions that we receive from our subsidiary companies. The payment of dividends or other distributions by our subsidiary companies will depend on their operation results, financial condition, capital expenditure plans, loan covenants and other factors that their respective board of directors deem relevant.

Detailed information on our dividend policy is set out in Section 12.5 of this Prospectus.

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2. SUMMARY INFORMATION (Cont'd)

2.5 SUMMARY OF OUR PUBLIC ISSUE

Public Issue Size : 11,117,000 Issue Shares, representing approximately 26.0% of our Company's enlarged issued and paid-up share capital, which will be allocated as follows:

- 2,000,000 new Shares reserved for application by the Public (save for Excluded Parties);
- 4,300,000 new Shares reserved for application by our eligible employees, business associates and persons who have contributed to the success of our Group;
- 4,817,000 new Shares reserved for placement to identified investors

Issue Price : RM0.78 per Issue Share

Utilisation of Proceeds : The gross proceeds amounting to RM8.7 million is intended to be utilised in the following manner:

	RM'000	%
Purpose		
Capital expenditure	2,000	23.1
Programme development expenditure	3,000	34.6
Working capital	2,291	26.4
Estimated listing expenses	1,380	15.9
Total gross proceeds	8,671	100.0

Total Enlarged Issued and Paid : RM21,378,500 comprising 42,757,000 Shares
Up Share Capital after Listing

Market Capitalisation Upon : RM33,350,460
Listing

Detailed information on our Public Issue and utilisation of proceeds are set out in Sections 3.3 and 3.6 respectively of this Prospectus.

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2. SUMMARY INFORMATION *(Cont'd)*

2.6 RISK FACTORS

Before investing in our Shares, you should carefully consider, along with other matters in this Prospectus, the risks and investment considerations as set out in Section 4 of this Prospectus (which may not be exhaustive), and are summarised below:

Risks relating to our business and industries:

AHPD

- Epidemics
- Competition
- Dependency on major suppliers
- Absence of long term contracts

FSED

- Competition
- Dependency on major suppliers
- Absence of long term contracts

Our Combined Businesses

- Dependency on Executive Directors, key management and key technical personnel
- Inventory management
- Shipping disruptions
- Dependency on local market
- Foreign exchange fluctuations
- Adequacy of insurance coverage
- Political, economic and regulatory considerations

Risks relating to investments in our Shares:

- Delay or abortion of our Listing
- No prior market for our Shares and possible volatility of our Share price
- Control by Promoters
- Dividend payments

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3. PARTICULARS OF OUR PUBLIC ISSUE

3.1 OUR PUBLIC ISSUE

Our Issue Shares will be offered at the Issue Price and shall be subject to the terms and conditions of this Prospectus and the Application Forms and upon acceptance, will be allocated in the following manner:

(i) **Public (“Public Tranche”)**

2,000,000 Issue Shares, representing approximately 4.68% of our enlarged issued and paid-up share capital, will be reserved for application by the Public (save for Excluded Parties) and allotted via balloting, of which at least 50% shall be set aside for Bumiputera investors, including individuals, companies, societies, co-operatives and institutions.

Any Issue Shares reserved under the Public Tranche which is not fully subscribed for by the Public (save for Excluded Parties) will be made available for subscription by our eligible employees, business associates and persons who have contribute to the success of our Group (save for Excluded Parties). Any remaining Issue Shares will subsequently be made available for subscription by the identified places under the Placement Tranche as described in Section 3.1 (iii) below and if undersubscribed, such Issue Shares will be subscribed by the Underwriter based on the terms of the Underwriting Agreement.

The salient terms of the Underwriting Agreement are set out in Section 3.8 of this Prospectus.

(ii) **Pink Form Allocation (“Pink Form Tranche”)**

In recognition of the contributions of our employees, business associates and persons who have contributed to the success of our Group, we have reserved 4,300,000 Issue Shares, representing approximately 10.05% of our enlarged issued and paid-up share capital, for their subscription, based on the following criteria as approved by our Board.

For eligible employees:

- Full time employees of at least eighteen (18) years old;
- Length of service;
- Designation; and
- Job performance.

For business associates and persons who have contributed to the success of our Group:

- Length of relationship; and
- Contribution and support to the growth of our Group.

Based on the above criteria, there are 57 employees and 30 business associates and persons who have contributed to the success of our Group who are eligible for the Pink Form Tranche.

The Issue Shares reserved under the Pink Form Tranche will not be underwritten as written irrevocable undertakings to subscribe for these Issue Shares have been procured from the respective eligible employees, business associates and persons who have contributed to the success of our Group.

3. PARTICULARS OF OUR PUBLIC ISSUE *(Cont'd)*

(iii) Private Placement (“Placement Tranche”)

4,817,000 Issue Shares, representing approximately 11.27% of our enlarged issued and paid-up share capital, have been reserved for private placement to identified investors.

The Issue Shares reserved under the Placement Tranche will not be underwritten as written irrevocable undertakings to subscribe for these Issue Shares have been procured from the respective identified investors.

The basis of allocation for our Issue Shares takes into account the desirability of distributing the Issue Shares to a reasonable number of applicants with a view of broadening our shareholders base to meet the public spread requirements and to establish a liquid and adequate market for our Shares.

There is no minimum subscription amount to be raised from our Public Issue as all our Issue Shares will either be underwritten by our Underwriter or subscribed by our eligible employees and business associates, and identified investors pursuant to their respective written irrevocable undertakings.

There is no over-allotment or ‘greenshoe’ option that will result in an increase in the amount of Issue Shares.

3.2 SHARE CAPITAL

	RM
<i>Authorised share capital</i>	
200,000,000 ordinary shares of RM0.50 each	100,000,000
<i>Issued and fully paid-up share capital as at the date of this Prospectus</i>	
31,640,000 ordinary shares of RM0.50 each	15,820,000
<i>To be issued and credited as fully paid-up pursuant to our Public Issue</i>	
11,117,000 new ordinary shares of RM0.50 each	5,558,500
<i>Enlarged issued and paid-up share capital upon Listing</i>	
42,757,000 ordinary shares of RM0.50 each	21,378,500
<i>Market capitalisation upon Listing</i>	33,350,460

We have only one (1) class of shares in our Company, namely ordinary shares of RM0.50 each. The Issue Shares will upon allotment rank *pari passu* in all respects with one another and all other existing issued and paid-up Shares, including voting rights and the rights to all dividends and other distributions that may be declared subsequent to the date of allotment of the Issue Shares.

Subject to any special rights attached to any shares which we may issue in the future, our shareholders shall, in proportion to the capital paid-up on the Shares held by them, be entitled to share in the whole of the profits paid out by us as dividends and other distributions, and in the event of our liquidation, our shareholders shall be entitled to any surplus in proportion to the capital paid-up at the commencement of the liquidation, in accordance with our Articles of Association and the provisions of the Act.

3. PARTICULARS OF OUR PUBLIC ISSUE (Cont'd)

Each shareholder is entitled to vote at our general meetings in person or by proxy or by attorney and on a show of hands, every person present who is a shareholder or authorised representative or proxy or attorney of a shareholder shall have one (1) vote, and on a poll, every shareholder present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each Share held. A proxy may but need not be a member of our Company, or qualified legal practitioner, or an approved company auditor, or a person approved by CCM and the provisions of Section 149(1)(b) of the Act shall not apply to our Company.

3.3 PURPOSE OF OUR PUBLIC ISSUE

Our Promoters have, over the years, adopted a prudent management style whereby they are selective in their choice of customers and suppliers as they believe in delivering a consistent business performance with the objective of safeguarding shareholders' and employees' interests. As such, they have been slowly but steadily growing our Group's businesses, since our inception in 1972, mainly through capital injection by our existing shareholders and internally generated funds.

With the achievement of a PAT of RM2.8 million, RM2.8 million and RM4.9 million for the FYE 31 December 2007, 2008 and 2009 respectively, our Promoters, together with our key management and key technical personnel, now wish to spur our Group's growth, given our prospects as summarised in Section 6.13.2 of this Prospectus, through our future plans as detailed in Section 6.13.1 of this Prospectus.

In summary, the purpose of our Public Issue is:

- (i) To enable us to gain access to the capital market to raise funds for our future expansion and growth, both at the time of our Public Issue and later, through other future capital raisings;
- (ii) To provide an opportunity for investors and institutions, our eligible employees, business associates and persons who have contributed to the success of our Group to participate in the continuing growth of our Group;
- (iii) To enhance our stature and heighten our public profile as well as increase market awareness of our products and services so as to assist us in expanding our customer base; and
- (iv) To enable our Company to attract and retain able and qualified personnel through our profile as a listed company, thus allowing our Group to further expand our business prospects.

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3. PARTICULARS OF OUR PUBLIC ISSUE *(Cont'd)*

3.4 PRICING OF OUR ISSUE SHARES

The Issue Price was determined and agreed upon by us and Alliance, our Adviser, Sponsor, Underwriter and Placement Agent, after taking into account the prevailing market conditions and the following factors:

- (i) A net PE multiple of 5.0 times based on our Group's proforma net EPS of RM0.15, computed based on our Group's proforma PAT of RM4.9 million for the FYE 31 December 2009 and our issued and paid-up share capital after the Acquisitions but before our Public Issue of 31,640,000 Shares;
- (ii) Our proforma consolidated NA per share of RM0.50 per Share, computed based on our Group's proforma NA of RM15.8 million as at 31 December 2009 and our issued and paid-up share capital after the Acquisitions but before our Public Issue of 31,640,000 Shares;
- (iii) Our competitive strengths as described in Section 6.3 of this Prospectus; and
- (iv) Our future plans, strategies and prospects as described in Section 6.13 of this Prospectus.

You should note that the market price of our Shares upon and subsequent to our Listing is subject to the vagaries of market forces and other uncertainties, which may affect the price of our Shares being traded. You should bear in mind the risk factors set out in Section 4 of this Prospectus and form your own views on the valuation of our Issue Shares before deciding on whether to invest in our Shares.

3.5 DILUTION

Dilution is the amount by which the Issue Price to be paid by applicants for our Issue Shares exceeds our NA per share after the Public Issue as follows:

	RM
Issue Price	0.78
Proforma consolidated NA per share as at 31 December 2009 before our Public Issue	0.50
Increase in proforma consolidated NA per share contributed by new investors	0.04
Proforma consolidated NA per share after our Public Issue	0.54
Dilution in the proforma consolidated NA per share to new investors	0.24
Dilution in the proforma consolidated NA per share as a percentage of the Issue Price	31%

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3. PARTICULARS OF OUR PUBLIC ISSUE (Cont'd)

The following table summarises the total number of Shares received/to be received by our Directors, substantial shareholders, key management and key technical personnel or persons connected to them and the average cost per Share to them and to the new investors who subscribe for our Issue Shares pursuant to our Public Issue:

	No. of Shares Before Public Issue	No. of Shares From Public Issue [^]	Total Consideration RM	Average Cost Per Share RM
Directors, substantial shareholders, key management and key technical personnel or persons connected to them				
Chee Long Sing @ Cher Hwee Seng	9,299,016	-	4,649,508.00	0.50
Cher Sew Seng	5,878,136	-	2,939,068.00	0.50
Goh Ah Heng @ Goh Keng Chin	4,078,923	-	2,039,461.50	0.50
Soh Kian Teck	1,782,284	-	891,142.00	0.50
Cher Lip Chun	88,340	-	44,170.00	0.50
Goh Foi Tee	67,721	250,000	228,861	0.72
Sim Ah Choon	-	125,000	97,500	0.78
Chu Soo Meng	6	180,000	140,403	0.78
Chia Ai Seng	-	250,000	195,000	0.78
Ng Saw Hua	-	20,000	15,600	0.78
Bea Poh Heng	-	20,000	15,600	0.78
Cheah Wui Hong	-	15,000	11,700	0.78
Lee Mon Peng	-	50,000	39,000	0.78
Kumsan Enterprises (M) Sdn Bhd	42,421	-	21,210.50	0.50
Other investors				
New investors from Public Issue	-	10,207,000	7,961,460	0.78

Note:

[^] Assuming all the pink form allocations are fully subscribed by our eligible employees

3. PARTICULARS OF OUR PUBLIC ISSUE (Cont'd)

3.6 USE OF PROCEEDS

Based on the Issue Price, gross proceeds of RM8.7 million will be raised from our Public Issue. The proceeds shall accrue entirely to our Company, who will bear all expenses relating to the Listing, and are intended to be utilised in the following manner:

Purpose	RM'000	%	Expected Timeframe for Utilisation (From Listing Date)
(i) Capital expenditure ⁽¹⁾	2,000	23.1	Within 24 months
(ii) Programme development expenditure ⁽²⁾	3,000	34.6	Within 36 months
(iii) Working capital ⁽³⁾	2,291	26.4	Within 24 months
(iv) Estimated listing expenses ⁽⁴⁾	1,380	15.9	Upon Listing
Total gross proceeds	8,671	100.0	

Notes:

- (1) *We intend to allocate RM2.0 million to purchase new dispenser systems, which will mainly be used for our liquid AHPD products. The dispenser system is a precise liquid application unit which decants liquid AHPD product from a storage tank and applies it precisely at a manually preset amount to a mixer or conveyor via precision air atomized spray nozzles. The system has provisions to allow it to be controlled manually by plant operators or fully automated via material/product flow sensors. When automated, the sensors would start the system when material flows through a conveyor and stop automatically according to the presets. Our Group intends to acquire 20 and 50 units of big and small capacity dispenser systems respectively for approximately RM50,000 and RM20,000 per unit (inclusive of installation charges) respectively.*
- (2) *We intend to allocate RM3.0 million for our own facility centre, at a location to be identified, to enable us to amongst others, look into ways to improve our 'clean feed' programmes and our AMP as well as ways to improve feed mixtures, which will benefit our AHPD customers as well as enable us to penetrate new markets.*

Of the RM3.0 million earmarked for programme development expenditure, RM2.0 million will be utilised to acquire a suitable premise of approximately 3,000 square feet within the Kuala Lumpur or Selangor area for the facility centre.

The balance RM1.0 million will be utilised as follows:

- (i) Renovation costs of approximately RM0.2 million;*
- (ii) Computer hardware and software of approximately RM0.2 million;*
- (iii) Laboratory and other equipment of approximately RM0.4 million; and*
- (iv) Recruitment of technical and laboratory personnel for the facility centre of approximately RM0.2 million.*

We expect to set up the new facility centre and procure the equipment by 2013. The set-up of this new facility centre will not only cater to our business expansion but also increase our support level for our existing AHPD customers, thereby cementing our position as a solutions provider to them. Please refer to Section 6.6 of this Prospectus for further details on our programme development initiatives.

In the event that the actual programme development expenses are higher than budgeted, the difference will be financed through internally generated funds.

3. PARTICULARS OF OUR PUBLIC ISSUE (Cont'd)

- (3) *These proceeds will be utilised for our day-to-day operations to support our business, of which approximately 80%, amounting to RM1.8 million, will be used to pay our suppliers and/or purchase inventories in order for us to increase our inventory level to cater for our business expansion in the domestic and regional markets, whilst the balance will be used to pay salaries and other operating expenses.*

Of the RM1.8 million earmarked for payment to suppliers and/or purchase of inventories, approximately 60% and 10% will be utilised in relation to our expansion in the regional and aquaculture markets respectively, whilst the balance 30% will be utilised for our businesses in the existing domestic markets.

- (4) *The estimated expenses incidental to our Listing to be borne by our Company are as follows:*

	RM'000
<i>Professional fees</i>	900
<i>Fees to authorities and Issuing House</i>	150
<i>Underwriting, placement and brokerage fees</i>	66
<i>Printing and advertising fees</i>	150
<i>Miscellaneous</i>	114
<i>Total</i>	<u>1,380</u>

If the expenses are higher than anticipated, the deficit will be funded out of the portion allocated for working capital. Conversely, if the actual expenses are lower than budgeted, the excess will be utilised for working capital purpose.

Pending the eventual utilisation of the proceeds from our Public Issue for the above purposes, the proceeds will be placed in short-term deposits with licensed financial institutions or short-term money market instruments.

The proforma financial impact arising from the utilisation of proceeds on our consolidated balance sheets are set out in Section 11.2 of this Prospectus. In addition, we expect the utilisation of proceeds in the above manner will have a positive financial impact on our Group as the proceeds from our Public Issue will enable us to:

- (i) enhance our programme development initiatives, as detailed in Section 6.6 of this Prospectus, which will in turn help us expand our range of products and services offered as well as help us to penetrate new market segments;
- (ii) expand our business in the domestic and overseas markets, which in turn is expected to increase our Group's revenue and earnings;
- (iii) spur future expansion as a result of carrying out our future plans and strategies as set out in Section 6.13 of this Prospectus; and
- (iv) strengthen our liquidity and cash flow position via an increase in our working capital.

3.7 BROKERAGE, UNDERWRITING COMMISSION AND PLACEMENT FEE

Brokerage

Brokerage relating to our Issue Shares made available for application by the Public is payable by us at the rate of one percent (1%) of the Issue Price, in respect of successful applications bearing the stamp of Alliance, a participating organisation of Bursa Securities, a member of the Association of Banks in Malaysia, a member of the Malaysian Investment Banking Association or the Issuing House.

3. PARTICULARS OF OUR PUBLIC ISSUE *(Cont'd)*

Underwriting commission

Alliance, as our Underwriter, has agreed to underwrite 2,000,000 Issue Shares, which is reserved for application by the Public as set out in Section 3.1 of this Prospectus. Underwriting commission is payable by us to our Underwriter at the rate 2.0% of the total value of the underwritten Shares at the Issue Price.

Placement fee

Alliance will arrange for the placement of 4,817,000 Issue Shares at the rate of between 0.5% and 2.0% of the value of the Issue Shares based on the Issue Price.

3.8 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

We have entered into an underwriting agreement with Alliance on 24 June 2010 ("Underwriting Agreement") to underwrite 2,000,000 Issue Shares as set out in Section 3.1 of this Prospectus. The following salient terms are reproduced from the Underwriting Agreement. The terms and numbering references used in this section shall have the respective meanings and numbering references as ascribed thereto in the Underwriting Agreement.

8. TERMINATION

8.1 *Notwithstanding anything herein contained, the Sole Underwriter may by notice in writing to the Company given at any time before the Closing Date, terminate, cancel or withdraw its commitment to underwrite the Underwritten Shares if:*

8.1.1 *there is any breach by the Company of any of the representations, warranties or undertakings contained in Clause 3, which is not capable of remedy or, if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to the Company to the satisfaction of the Sole Underwriter, or by the Closing Date, whichever is earlier; or*

8.1.2 *there is withholding of information which is required to be disclosed to the Sole Underwriter pursuant to this Agreement, and if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to the Company, which, in the opinion of the Sole Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of the Group, the success of the Initial Public Offering, or the distribution or sale of the Issue Shares; or*

8.1.3 *there shall have occurred, happened or come into effect any of the following circumstances:*

(a) *any material change, or any development involving a prospective change, in national or international monetary, financial, economic or political conditions or the occurrence of any combination of any of the foregoing;*

(b) *any new law, regulation, directive, policy or ruling or any material change in law, regulation, directive, policy or ruling in any jurisdiction or any change in the interpretation or application thereof by any court or other competent authority which would prohibit or impede the obligations of the Sole Underwriter or any event or series of events beyond the reasonable control of the Sole Underwriter;*

3. PARTICULARS OF OUR PUBLIC ISSUE (Cont'd)

- (c) *any material and adverse change to the business or financial condition of the Company or the Group;*
- (d) *approval for the Initial Public Offering is withdrawn, modified and/or subject to terms and conditions not acceptable to the Sole Underwriter;*

which would have or can reasonably be expected to have, a material adverse effect on the success of the Initial Public Offering, or the distribution or sale of the Issue Shares, or which has or is likely to have the effect of making any material part of this Agreement incapable of performance in accordance with its terms; or

8.1.4 *there is failure on the part of the Company to perform any of its obligations herein contained; or*

8.1.5 *if the Closing Date is more than two (2) calendar months from the date of this Agreement or any later date as the Company and the Sole Underwriter may mutually agree upon, this Agreement will automatically lapse without the requirement for any notice in writing to be given to such effect and the Sole Underwriter will be released and discharged from its obligations.*

8.2 *Subject to prior consultation with the Company, the Sole Underwriter may by notice in writing to the Company given at any time before the Closing Date, terminate, cancel or withdraw its commitment to underwrite the Underwritten Shares if any of the following occurs:*

8.2.1 *there is a material change in any law, regulation, directive, policy or ruling in any jurisdiction which seriously affects or will seriously affect the business or financial condition of the Company and/or any company in the Group;*

8.2.2 *the FTSE Bursa Malaysia Kuala Lumpur Composite Index falls below 1,000 points and remains below 1,000 points for three (3) consecutive Market Days; or*

8.2.3 *the imposition of any moratorium, suspension or material restriction on trading in all securities generally on Bursa Securities for three (3) or more consecutive Market Days.*

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4. RISK FACTORS

NOTWITHSTANDING THE PROSPECTS OF OUR GROUP AS OUTLINED IN THIS PROSPECTUS, YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS (WHICH MAY NOT BE EXHAUSTIVE) THAT MAY HAVE A SIGNIFICANT IMPACT ON OUR FUTURE PERFORMANCE, IN ADDITION TO OTHER INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS BEFORE INVESTING IN OUR SHARES.

If you are in any doubt as to the information contained in this section, you should consult your stockbroker, bank manager, solicitors, accountants or other professional adviser.

4.1 RISKS RELATING TO OUR BUSINESS AND INDUSTRIES

4.1.1 AHPD

(i) Epidemics

The animal health product market is highly dependent on the development of the livestock industry, particularly the poultry and swine livestock which are the major components of our local livestock industry. The threat of diseases such as the H5N1 avian influenza scares in 2004 and 2006, and the Nipah virus outbreak in 1998 affected the supply and demand for poultry and swine respectively during the relevant periods. As such, the recurrence of these or other new diseases could have similar effects on livestock demand and supply as well as the demand for animal feed additives.

However, Malaysia has proven its capability in containing the proliferation of such diseases and the production value of poultry products in Malaysia has been increasing for the past ten (10) years. In addition, we have plans to expand our geographical reach, which would broaden our overseas market and enhance our financial performance whilst reducing our dependence on a particular country and the risk of our products to the local epidemics. However, there can be no assurance that such epidemics can be contained or eliminated entirely and will not have a material adverse effect on our business and financial performance.

(ii) Competition

The Malaysian animal feed additives market is highly competitive with approximately 50-60 market players, particularly in the antibiotic feed additives segment. In line with global trends towards cleaner and greener livestock production, larger animal feed additives players are expanding their product portfolios to include more innovative non-antibiotic feed additives while others are gradually shifting away from antibiotic feed additives, i.e. the larger animal feed additives players are carrying more non-antibiotic feed additives as part of their product portfolio that still includes antibiotic feed additives while others are making a gradual but complete shift to distributing only non-antibiotic feed additives.

(Source: IMR Report by Protégé Associates)

Our Group seeks to limit this risk by capturing the existing market share for antibiotic feed additives, through increasing awareness of livestock farmers on the benefits of non-antibiotic feed additives, maintaining our right to distribute our principals' products and our competitive strengths. In addition, we are also increasing our programme development initiatives to introduce new feed programmes to feed millers and livestock farmers to achieve greater benefits for them as illustrated in Section 6.6.2 of this Prospectus as well as improve existing feed programmes in order for our customers to enjoy the full benefits of our products.

Nonetheless, any change to the competitive environment may have a material adverse effect on our business and financial performance.

4. RISK FACTORS (Cont'd)

(iii) Dependency on major suppliers

Our major AHPD suppliers collectively contributed to 95.3%, 95.3% and 94.3% of AHPD's total purchases for the FYE 31 December 2007 to 2009 respectively, of which purchases from Anitox Corporation constituted 70.0%, 65.8% and 62.5% of our total AHPD purchases for the respective years.

Whilst there is no guarantee that our major AHPD suppliers will continue supplying us with the required products in the quantity or quality which we expect in future or are able to maintain their competitive pricing, we have had good business relationships with the majority of them for more than ten (10) years and have not encountered any major problem in our past dealings with them. In addition, we also constantly identify and diversify our major AHPD supplier base and establishing good business relationships with other suppliers.

Nonetheless, our dependency on our major AHPD suppliers, in particular Anitox Corporation, still exposes us to the risk of potential adverse effects on our business and financial performance.

(iv) Absence of long term contracts

We are reliant on our AHPD customers for their continued orders in the absence of any formal long term contracts as it is a common industry practice for our AHPD customers to purchase their animal health products on a regular basis based on their indicated consumption rate. Thus, our AHPD sales, to a certain extent, are dependant on our major AHPD customers, who collectively contributed to 26.9%, 22.8% and 13.4% of our total AHPD sales for the FYE 31 December 2007 to 2009 respectively.

However, we have established good business relationships with our major AHPD customers, who have been our customers for more than ten (10) years. We have been successful in retaining our AHPD customers due to our commitment in providing quality products and services. In addition, we have a diversified AHPD clientele base of approximately 130 customers for the FYE 31 December 2009.

Nonetheless, there can be no assurance that our business relationships with our major AHPD customers will not be affected or the loss of any of our major AHPD customers will not have an adverse impact on our business and financial performance.

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4. RISK FACTORS (Cont'd)

4.1.2 FSED**(i) Competition**

Most of the market players within Malaysia's food service equipment market are importers and distributors of major international equipment brands but the importance of the minority of local manufacturers cannot be dismissed as they provide superior value for many key segments of the local food service industry, such as hawker stalls, food courts and canteens.

However, international food service establishments – including quick service restaurant chains – choose to use tried and tested, globally-recognised brands of food service equipment instead of locally manufactured comparables for consistency of kitchen processes and quality of end-product. In addition, potential customers usually prefer reliable and reputable food service equipment market players that possess established market reputation and carry established equipment brands.

(Source: IMR Report by Protégé Associates)

Our Group also seeks to limit this risk by maintaining good business relationships with our major FSED suppliers and/or principals. Nonetheless, there is no assurance that we will not be affected by competition and/or are able to maintain our market share in the food service equipment market.

(ii) Dependency on major suppliers

Our major FSED suppliers, who are also our principals, collectively contributed to 34.6%, 41.9% and 41.3% of FSED's total purchases for the FYE 31 December 2007 to 2009 respectively.

Whilst there is no guarantee that our principals will continue to appoint us as their distributors or that our major FSED suppliers will continue supplying us with our required products in the quantity or quality which we expect in future or are able to maintain their competitive pricing, we have had good business relationships with them for more than twenty (20) years and have not encountered any major problem in our past dealings with them. In addition, we have also diversified our FSED supplier base and established good business relationships with other suppliers.

Nonetheless, our dependency on our principals and/or major FSED suppliers still exposes us to the risk of potential adverse effects on our business and financial performance.

(iii) Absence of long term contracts

We are reliant on our FSED customers for continued orders in the absence of any formal long term contracts as it is a common industry practice for our FSED customers to purchase food service equipment and/or supplies based on purchase orders as and when the need arises. Thus, our FSED sales may be affected in the event of a failure in relationship with any of our major FSED customers, who collectively contributed to 32.9%, 28.8% and 37.6% of our total FSED sales for the FYE 31 December 2007 to 2009 respectively.

However, we have good business relationships with our major FSED customers, with the majority of them having been our customers for more than ten (10) years. We have been successful in retaining our FSED customers due to our commitment in providing quality products and services. In addition, we also have a diversified clientele base of approximately 538 customers for the FYE 31 December 2009.

Nonetheless, there can be no assurance that our business relationships with our major FSED customers will not be affected or the loss of any of our major FSED customers will not have an adverse impact on our business and financial performance.

4. RISK FACTORS (Cont'd)

4.1.3 Our Combined Businesses**(i) Dependency on Executive Directors, key management and key technical personnel**

Our present success and achievements are largely attributable to the concerted efforts and invaluable knowledge and experience of our Executive Directors, key management and key technical personnel who are familiar with our business and understand our customers' needs and requirements. As such, any loss of our key personnel without suitable and timely replacement could have a material adverse impact on our business and continuing ability to compete effectively.

We have good working relationships with our key management and key technical personnel, with the majority of them having been in our employment for more than ten (10) years. In recognition that our employees are vital to our growth, productivity and operational effectiveness, we have implemented a TQM to build strong and cohesive teams within our organisation as well as made concerted efforts to identify and groom middle management in all key areas as an integral part of our management succession plan. The plan also includes offering a competitive remuneration package and providing training and career development opportunities for our employees in all key functions of our operations. We also endeavour to maintain a conducive working environment for our employees.

Further, in conjunction with our Listing, we have allocated a portion of our Public Issue Shares to eligible employees, which include our key management and key technical personnel. Should these employees subscribe for our Shares, they will also become stakeholders in our Company and may therefore be motivated to strive even harder for our Group's success.

Nonetheless, there can be no assurance that we will be able to continue to identify, recruit, develop and retain an adequate number of highly experienced and motivated key management and key technical personnel.

(ii) Inventory management

We review our inventories on a periodic basis or as and when the need arises to write off slow moving inventories, such as outdated models of FSED equipment, demonstration FSED equipment and undelivered customer specified FSED equipment, as well as FSED supplies or animal health products that are close to expiry. Whilst FSED equipment are not perishable goods, we face difficulties in selling those outdated models, demonstration equipment and undelivered customer specified models.

We recognise the importance of having a high inventory turnover for prudent financial management purposes. However, we also face incidences of outdated equipment design or customers not taking up those models that have been specifically purchased for their requirements. Nonetheless, we need to maintain a sufficient inventory level to ensure timely deliveries to our customers. Therefore, in order to minimise the incidences of customers not taking up those equipment which have been specifically purchased for their requirements, we require a higher deposit or upfront payment. In addition, we continue to upgrade our inventory control process to mitigate material inventories write off.

(iii) Shipping disruptions

As the majority of our products are imported, directly or indirectly, from overseas, there is reliance on marine transportation for this purpose. Hence, we are subject to shipping disruptions that may arise as a result of weather conditions, political turmoil, pirate attacks, social unrest, port strikes, oil spills, delayed or lost shipments, which may have an adverse impact on our business. However, we always ensure that all our products are adequately insured to minimise any potential cost or liability. In addition, we generally hold one (1) – three (3) months of inventories on hand to maintain a sustainable level of inventories to ensure timely deliveries to our customers. Nonetheless, any major fluctuation in charter and freight rates may have a substantial impact on our cost. If we are unable to pass on the increase in such costs to our customers, our profitability may be adversely affected.

4. RISK FACTORS (Cont'd)

(iv) Dependency on local market

Based on the FYE 31 December 2009, more than 98% of our Group revenue was contributed from the local market. Although there is dependency on sales to the local market, we have taken steps to diversify our reach by trying to expand into other countries to ensure a continuous growth in sales and revenue stream in the future. Our Group plans to further expand our presence in our existing regional markets such as Indonesia and Brunei as well as expand into new regional markets such as Vietnam and Cambodia. Nonetheless, there is no assurance that any future change to the economic climate in the local and overseas markets will not materially affect our business and financial performance.

(v) Foreign exchange fluctuations

The majority of our purchases are made in USD whilst the majority of our sales are denominated in RM. As such, any unfavourable movement in the USD against the RM will have an impact on our financial performance. To minimise the impact of the foreign exchange on our product cost, we would reflect the prevailing exchange rate in our selling prices for back-to-back orders, where possible. In addition, we have also minimised our foreign exchange gain or loss through our Group's relatively short trade payables turnover period of 10-22 days for the past three (3) FYE 31 December 2009.

As part of our strategy moving forward, we plan to further expand our presence in our existing regional markets as well as expand into new regional markets. As such, we may face higher exposures to foreign exchange fluctuations. To mitigate this risk, we will denominate our overseas sales in USD, where possible, and maintain a foreign currency account to facilitate the deposit of our revenue in USD to pay for some of our USD denominated purchases, which will provide some hedging against any foreign exchange rate fluctuations.

(vi) Adequacy of insurance coverage

We believe that our offices, warehouses and inventories are adequately insured against unforeseen events such as fire, loss of money, burglary and personal accidents. We are aware of the consequences arising from inadequate insurance coverage that could have an adverse material impact on our business. To mitigate such risk, we constantly review and monitor the adequacy of insurance coverage for our assets.

While we have taken the necessary steps to ensure that our assets are adequately covered by insurance, there can be no assurance that the insurance coverage would be adequate for the replacement cost of our assets as well as its related consequential costs.

(vii) Political, economic and regulatory considerations

Any slowdown in the global or local economy may affect purchasing decisions, which may lead to reduction in purchases or a switch to other substitute products. Such shifts in market demand may materially impact the overall demand for our products and in turn adversely affect our financial performance.

Changes in the political and legislative landscape of Malaysia may also materially affect our financial prospects. Of note is the Feed Act 2009 which recently came into force on 1 January 2010. The Feed Act 2009 seeks to regulate feed quality by controlling the manufacture, import, sale and use of animal feed and feed additives as a means to ensure that animal welfare is preserved and the resulting animal products are safe for human consumption. As one of the major provisions of the Feed Act 2009 is to limit the use of antibiotics and hormones, we do not believe that the Feed Act 2009 will have a material adverse impact on our business and financial performance as the legislation does not prohibit our Group to sell, market and distribute feed additives.

4. RISK FACTORS (Cont'd)

Pursuant to the Feed Act 2009, our Group has to obtain a license issued by the Feed Board for the importation and distribution of feed additives. However, as at the LPD, the Feed Board has yet to take in applications for or issue licenses under the Feed Act 2009. Our Group will endeavour to apply for a Feed Act 2009 licence when the Feed Board starts issuing such licences.

We have not in the past experienced any major disruptions to our businesses which are directly attributable to the adverse political, economic and regulatory conditions in which we operate in. However, there is no assurance that any occurrence of adverse political, economic and regulatory conditions in the future will not have any material effect on our Group.

4.2 RISKS RELATING TO INVESTMENT IN OUR SHARES**(i) Delay or abortion of our Listing**

Our Listing may be potentially delayed or aborted in the event of the following:

- (a) our Underwriter exercising its rights pursuant to the Underwriting Agreement to discharge itself from its obligations; or
- (b) we are unable to meet the public spread requirement of at least 25% of our enlarged issued and paid-up share capital to be held by a minimum of 200 public shareholders holding not less than 100 Shares each, at the time of Listing.

We expect to meet the public shareholding requirement at the point of Listing by allocating the Issue Shares applied for by the Public to the required number of public shareholders during the balloting process. However, in the event that we are unable to meet the said requirement, monies paid in respect of any application accepted will be returned to you without interest.

(ii) No prior market for our Shares and possible volatility of our Share price

There is no prior market for our Shares. Accordingly, there can be no assurance that an active market for our Shares will develop upon our Listing or if developed, that such market will be sustained. In addition, our Shares could trade at prices that may be lower than the Issue Price depending on many factors, some of which are not within our control and may be unrelated or disproportionate to our operating results. These include, amongst others, prevailing economic and financial conditions in Malaysia, the depth and liquidity of the market for our Shares and investors' individual perceptions of our Group.

(iii) Control by Promoters

Upon Listing, our Promoters will collectively hold 45.43% of our enlarged issued and paid-up share capital. Depending on how they choose to vote and because of their shareholdings, our Promoters will generally be expected to have significant influence the outcome of certain matters requiring the vote of our shareholders, unless they are required to abstain from voting by law and/or as required by the relevant authorities.

Nevertheless, as a step towards good corporate governance, we have appointed three (3) Independent Non-Executive Directors and set up an Audit Committee to ensure that, *inter-alia*, any future transactions involving related parties are entered into at arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to our minority shareholders.

4. RISK FACTORS (Cont'd)

(iv) Dividend payments

Our Company, an investment holding company, derives its income mainly from dividends received from our subsidiary companies. Hence, our ability to pay future dividends and our ability to sustain our dividend policy in the future are largely dependent on the performance of our subsidiary companies. In determining the size of any dividend recommendation, we will also take into consideration a number of factors, including but not limited to our financial performance, cash flow requirements, debt servicing and financing commitments, future expansion plans, loan covenants and compliance with regulatory requirements.

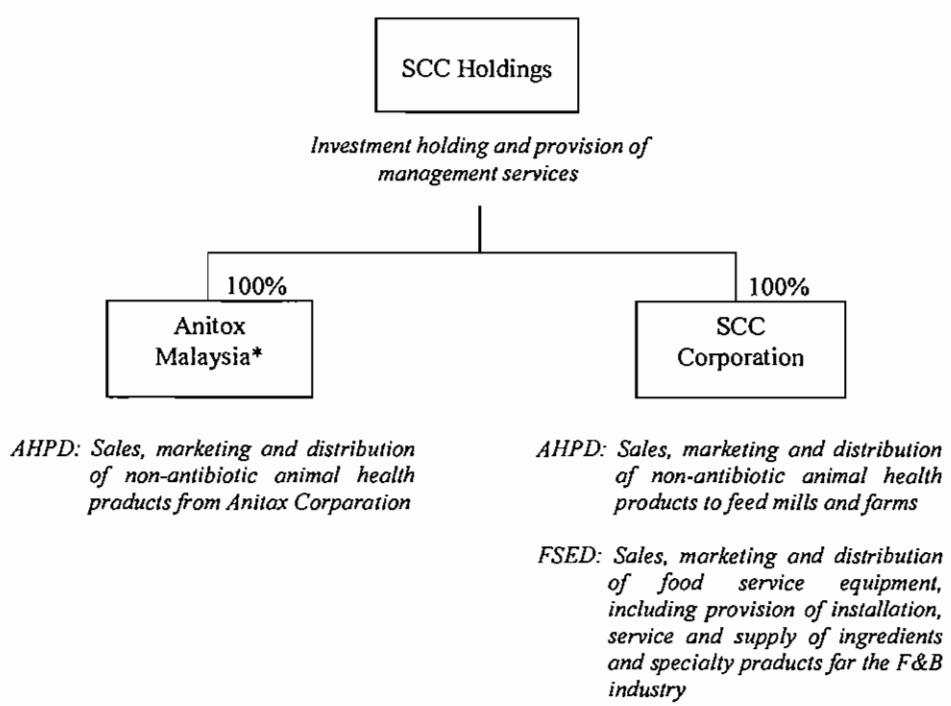
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5. INFORMATION ON OUR GROUP

5.1 OUR HISTORY

Our Company was incorporated in Malaysia under the Act on 17 April 2000 as a private limited company under the name SCC Holdings Sdn Bhd and was subsequently converted into a public limited company on 15 January 2010 to facilitate our listing on the ACE Market.

On 24 June 2010, our Company completed the Acquisitions and formed the following group structure:



Note:

* *Anitox Corporation does not have any interest in Anitox Malaysia other than as a supplier. Anitox Malaysia is so named for the purpose of sales, marketing and distribution of animal health products from Anitox Corporation. The 'Anitox' trademark, trade name and logo belong to Anitox Corporation. However, Anitox Corporation has granted a non-transferable and non-exclusive license to SCC Corporation to register Anitox Malaysia. Please refer Section 6.8.2 of this Prospectus for further details.*

SCC Corporation has been in the animal health product business for over 38 years and is a well known supplier of animal health products to many local livestock farms and feed millers, particularly those in the poultry and swine livestock industry. It was founded by Chee Long Sing @ Cher Hwee Seng, Cher Sew Seng and Goh Ah Heng @ Goh Keng Chin in 1972 under a partnership, Cheong Cheng Trading Co., when the agriculture sector was Malaysia's primary growth engine. In 1974, a private limited company, Syarikat Chang Cheng (M) Sdn Bhd, was formed to take over the business. It subsequently changed its name to SCC Corporation in 2000.

During the early days of its establishment, SCC Corporation mainly supplied antibiotic veterinary chemicals, supplements, premixes as well as growth promoters for livestock feeds, which were imported from China, to poultry and swine farms and feed millers in Malaysia under its AHPD. However, due to the limited choices of products from its Chinese suppliers coupled with inconsistent supplies, SCC Corporation began distributing products from other countries such as USA and South Korea since 1974.

5. INFORMATION ON OUR GROUP (Cont'd)

When our Promoters became more aware of the benefits of non-antibiotic feed additives, we started distributing non-antibiotic feed additives from USA in 1974, in addition to antibiotic feed additives. With greater awareness that non-antibiotic 'clean feed' additives not only promotes healthier livestock, through elimination of mould, mycotoxin and bacteria from feed mixtures, but also results in safer meat, as some livestock farmers may not observe the necessary 'withdrawal period' for the elimination of antibiotic residuals in livestock which can be passed on to the end consumers when they consume such meat, our Promoters decided to promote and adopt their vision of '**Clean Feed → Healthy Livestock → Safe Food**'. In line with such vision, we started exclusively distributing non-antibiotic feed additives in 1990, whereby, our AHPD business model is focused on the areas of clean feed solutions and other non-antibiotic animal feed additives.

Our AHPD products can be sold separately as well as through 'programmes' such as our 'clean feed' programmes. Our 'clean feed' programme is a type of dietary programme developed specifically for livestock where the ingredients include but are not limited to antimicrobial and anti-mould additives, in addition to the normal dietary requirements such as corn or soy. The inclusion of these ingredients not only provides for a natural and healthier growth of the livestock, but also allows farmers to enjoy a better return on their investments in the form of reduced mortality rate, improved feed conversion rate, reduced medication cost, improved egg and/or meat quality, increased growth rate and cleaner environment.

In 1978, SCC Corporation set up another division, FSED, when it ventured into the distribution of food service equipment, which is a distinct business as compared to AHPD. Our Promoters had earlier set up a fast food business so as to give the company's poultry farm customers ideas as to how they too can venture into the fast food industry to alleviate certain downstream distribution problems they were experiencing by reducing the role of middlemen. FSED benefited from our Promoters' foray into the fast food industry as demand for food service equipment increased when some of our poultry farm customers and the public ventured into the fast food business. As such, whilst our FSED business is not generally regarded as synergistic to our AHPD business, our Promoters' involvement in the fast food business had provided our Group with much needed insight into the different types of food service equipment and the industry.

Currently, our FSED supplies and distributes a wide range of food service equipment and supplies, e.g., rapid cooking ovens, pressure fryers and popcorn ingredients, that caters to the needs of various types of food operators and establishments. Due to our strong commitment, service and quality products, we have been supplying to some well-known hypermarkets, quick service restaurants, cafés and cinema chains.

In 1984, SCC Corporation began to market and distribute powder based vapour action anti-mould products for animal feeds and feed ingredients which are complementary to its core veterinary chemicals and feed supplements business. When more advanced liquid based antimicrobial additives, which employed specialised dispensing equipment, were introduced, SCC Corporation reorganised its antimicrobial business by incorporating a separate company, Anitox Malaysia, in 1991. Anitox Malaysia was incorporated to enable us to take a more focused approach to market and distribute the new liquid based antimicrobial additives.

Currently, our AHPD contributes 50.1% of our GP for the FYE 31 December 2009, whilst the remaining 49.9% is contributed by our FSED. Going forward, we intend to expand our AHPD by introducing 'green solutions' as set out in Section 6.6.2 of this Prospectus and expanding into the aquaculture market as detailed in Section 6.13 of this Prospectus.

Over the years, we have been the recipient of numerous awards for our outstanding and distinguished service to our clients and employees, with the most recent being the 'Golden Bull Award 2009' to SCC Corporation, our 2nd consecutive award, in recognition of our strive for excellence. The Golden Bull Award is organised by a leading local Chinese newspaper, Nanyang Siang Pau, which recognises the outstanding achievements of 100 Malaysian SMEs.

5. INFORMATION ON OUR GROUP (Cont'd)

Our commitment to quality in our business practices and processes has also earned us certifications from international bodies, with the most recent being the ISO 9001:2008 accreditation by Lloyd's Register Quality Assurance Ltd for our QMS.

Details of our business and key achievements and milestones are set out in Sections 6 and 5.6 of this Prospectus respectively.

5.2 SHARE CAPITAL

The present authorised share capital of our Company is RM100,000,000 comprising 200,000,000 ordinary shares of RM0.50 each, of which RM15,820,000 comprising 31,640,000 Shares are issued and fully paid-up. Upon completion of our Public Issue, our issued and paid-up share capital will be increased to RM21,378,500 comprising 42,757,000 Shares. The changes in our issued and paid-up share capital since our incorporation are as follows:

Date of Allotment	No. of Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
17.04.2000	2	1.00	Subscribers' shares	2
17.12.2009	4	0.50	Subdivision of shares on the basis of 1 ordinary share of RM1.00 each into 2 ordinary shares of RM0.50 each	2
27.01.2010	16	0.50	Cash	10
26.03.2010	39,980	0.50	Cash*	20,000
24.06.2010	31,600,000	0.50	Shares issued as consideration for the Acquisitions	15,820,000

Note:

* Allotment of ordinary shares of RM0.50 each to Chee Long Sing @ Cher Hwee Seng and Cher Sew Seng which were fully satisfied by cash for the purpose of strengthening our shareholders' funds prior to our Listing

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in our Company. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

5. INFORMATION ON OUR GROUP (Cont'd)

5.3 SUBSIDIARY COMPANIES

5.3.1 Anitox Malaysia

(i) History and Business

Anitox Malaysia was incorporated in Malaysia under the Act on 15 March 1991 as a private limited company under its present name. It began operations in 1991 and is principally involved in the sales, marketing and distribution of non-antibiotic animal health products from Anitox Corporation.

(ii) Share Capital

Anitox Malaysia's present authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which RM800,000 comprising 800,000 ordinary shares of RM1.00 each are issued and credited as fully paid-up. The changes in the issued and paid-up share capital of Anitox Malaysia since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
15.03.1991	2	1.00	Subscribers' shares	2
23.03.1992	99,998	1.00	Cash	100,000
23.10.1993	100,000	1.00	Cash - rights issue	200,000
03.04.1997	200,000	1.00	Cash - rights issue	400,000
28.06.2003	400,000	1.00	Cash - rights issue	800,000

As at the date of this Prospectus, there are no outstanding warrants, options, convertible securities or uncalled capital in Anitox Malaysia. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

(iii) Shareholders and Directors

Anitox Malaysia is a wholly-owned subsidiary company of SCC Holdings and its Directors are Chee Long Sing @ Cher Hwee Seng, Cher Sew Seng and Goh Ah Heng @ Goh Keng Chin.

(iv) Subsidiary and Associated Companies

Anitox Malaysia does not have any subsidiary or associated company.

5. INFORMATION ON OUR GROUP (Cont'd)

5.3.2 SCC Corporation

(i) History and Business

SCC Corporation was incorporated in Malaysia under the Act on 15 March 1974 as a private limited company under the name of Syarikat Chang Cheng (M) Sdn Bhd and began its operations in the same year. On 25 February 2000, the Company changed its name to SCC Corporation Sdn Bhd. It is principally involved in the following:

- Sales, marketing and distribution of non-antibiotic animal health products to feed mills and farms; and
- Sales, marketing and distribution of food service equipment, including provision of installation, service and supply of ingredients and specialty products for the F&B industry.

(ii) Share Capital

SCC Corporation's present authorised share capital is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which RM2,920,548 comprising 2,920,548 ordinary shares of RM1.00 each are issued and credited as fully paid up. The changes in the issued and paid-up share capital of SCC Corporation since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
15.03.1974	6	1.00	Subscribers' shares	6
10.10.1974	169,994	1.00	Cash	170,000
26.12.1976	56,672	1.00	Cash - rights issue	226,672
19.11.1979	113,336	1.00	Cash	340,008
09.02.1980	84,167	1.00	Cash - rights issue	424,175
30.03.1981	29,169	1.00	Cash - rights issue	453,344
04.06.1982	18,865	1.00	Cash - rights issue	472,209
04.06.1982	90,668	1.00	Bonus issue	562,877
06.08.1982	25,334	1.00	Cash - rights issue	588,211
29.06.1991	107,158	1.00	Cash - rights issue	695,369
21.12.1993	278,147	1.00	Cash - rights issue	973,516
15.08.1996	486,758	1.00	Cash - rights issue	1,460,274
13.11.2000	730,137	1.00	Cash - rights issue	2,190,411
07.10.2003	730,137	1.00	Cash - rights issue	2,920,548

As at the date of this Prospectus, there are no outstanding warrants, options, convertible securities or uncalled capital in SCC Corporation. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment

5. INFORMATION ON OUR GROUP (Cont'd)

(iii) Shareholders and Directors

SCC Corporation is a wholly-owned subsidiary company of SCC Holdings and its Directors are Chee Long Sing @ Cher Hwee Seng, Cher Sew Seng, Goh Ah Heng @ Goh Keng Chin and Cher Lip Chun (alternate to Chee Long Sing @ Cher Hwee Seng).

(iv) Subsidiary and Associated Companies

SCC Corporation does not have any subsidiary or associated company.

5.4 LISTING SCHEME

In conjunction with and as an integral part of our Listing, we have undertaken and will undertake the following exercises, which encompass:

5.4.1 Acquisitions

Anitox Malaysia

Pursuant to the Share Purchase Agreement dated 1 April 2010 entered into between our Company and the vendors of Anitox Malaysia, our Company has acquired Anitox Malaysia's entire issued and paid-up share capital of RM800,000 comprising 800,000 ordinary shares of RM1.00 each for a total purchase consideration of RM2,900,000, which was wholly satisfied by the issuance of 5,800,000 new Shares at an issue price of RM0.50 per Share.

The vendors of Anitox Malaysia and their respective equity interests acquired by SCC Holdings and the number of new Shares that were issued to them pursuant to the Acquisition of Anitox Malaysia are set out as follows:

Vendors of Anitox Malaysia	Numbers of Anitox Shares Acquired By SCC Holdings	% of Issued And Paid-Up Share Capital	Purchase Consideration RM	No of Shares Issued
Chee Long Sing @ Cher Hwee Seng	240,000	30.00	870,000.00	1,740,000
Cher Sew Seng	240,000	30.00	870,000.00	1,740,000
Goh Ah Heng @ Goh Keng Chin	240,000	30.00	870,000.00	1,740,000
Soh Kian Teck	80,000	10.00	290,000.00	580,000
	800,000	100.00	2,900,000.00	5,800,000

The purchase consideration of RM2,900,000 was arrived at on a willing-buyer willing-seller basis based on the audited NA of Anitox Malaysia as at 31 December 2009 of RM2,923,913.

5. INFORMATION ON OUR GROUP *(Cont'd)*

SCC Corporation

Pursuant to the Share Purchase Agreement dated 1 April 2010 entered into between our Company and the vendors of SCC Corporation, our Company has acquired SCC Corporation's entire issued and paid-up share capital of RM2,920,548 comprising 2,920,548 ordinary shares of RM1.00 each for a total purchase consideration of RM12,900,000, which was wholly satisfied by the issuance of 25,800,000 new Shares at an issue price of RM0.50 per Share.

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5. INFORMATION ON OUR GROUP (Cont'd)

The vendors of SCC Corporation and their respective equity interests acquired by SCC Holdings and the number of new Shares that were issued to them pursuant to the Acquisition of SCC Corporation are set out as follows:

Vendors of SCC Corporation*	Numbers of SCC Corporation Shares Acquired By SCC Holdings	% of Issued And Paid-Up Share Capital	Purchase Consideration RM	No. of Shares Issued
Chee Long Sing @ Cher Hwee Seng	853,414	29.22	3,769,512.00	7,539,024
Cher Sew Seng	466,172	15.96	2,059,072.00	4,118,144
Goh Ah Heng @ Goh Keng Chin	264,765	9.07	1,169,461.50	2,338,923
Soh Kian Teck	136,098	4.66	601,142.00	1,202,284
Lin Chai Chin	96,000	3.29	424,030.00	848,060
Ng Kuen Hiang Holdings Pte Ltd	96,000	3.29	424,030.00	848,060
Ng Song Kim	48,000	1.64	212,015.00	424,030
Ma Huak Huang	40,500	1.39	178,887.50	357,775
Lee Hock Seng	28,501	0.98	125,888.50	251,777
Chern Boon Seng	22,960	0.79	101,414.00	202,828
Cha Saok Wang	12,000	0.41	53,003.50	106,007
Tan Jong Gik	9,601	0.33	42,407.50	84,815
Goh Foi Tee	7,666	0.26	33,860.50	67,721
Ch'ng Boon Hoe	3,066	0.10	13,542.50	27,085
Cher Lip Chun	10,000	0.34	44,170.00	88,340
Kumsan Enterprises (M) Sdn Bhd	4,802	0.16	21,210.50	42,421
Lew Wai Kit	111,305	3.81	491,632.00	983,264
Tee Meng Hock	180,000	6.16	795,056.00	1,590,112
Chu Sou Taik	155,683	5.33	687,648.50	1,375,297
Ong Gee Leng	220,000	7.53	971,735.50	1,943,471
Koh Kim Loon	154,015	5.27	680,281.00	1,360,562
	2,920,548	100.00	12,900,000.00	25,800,000

5. INFORMATION ON OUR GROUP (Cont'd)

Note:

- * *Other than the interests of certain of our Directors and key personnel, namely Chee Long Sing @ Cher Hwee Seng, Cher Sew Seng, Goh Ah Heng @ Goh Keng Chin, Soh Kian Teck, Cher Lip Chun and Goh Foi Tee as well as Kumsan Enterprises (M) Sdn Bhd, a company in which Chee Long Sing @ Cher Hwee Seng is a director and substantial shareholder, the other vendors of SCC Corporation have no interest in SCC Corporation other than as passive investors. These vendors have been invited by our Promoters to invest in SCC Corporation since its inception in 1974 to meet its funding requirements over time and to share in the growth of the company.*

The purchase consideration of RM12,900,000 was arrived at on a willing-buyer willing-seller basis based on the audited NA of SCC Corporation as at 31 December 2009 of RM12,848,437.

The Acquisitions were completed on 24 June 2010.

5.4.2 Public Issue

In conjunction with our Listing, we will undertake a public issue of 11,117,000 new Shares, representing approximately 26.0% of our enlarged issued and paid-up share capital at the Issue Price to be allocated in the following manner:

(i) Public

2,000,000 Issue Shares, representing approximately 4.68% of our enlarged issued and paid-up share capital, have been reserved for application by the Public (save for Excluded Parties), of which at least 50% shall be set aside for Bumiputera investors including individuals, companies, societies, co-operatives and institutions;

(ii) Eligible employees, business associates and persons who have contributed to the success of our Group

4,300,000 Issue Shares, representing approximately 10.05% of our enlarged issued and paid-up share capital, have been reserved for application by our eligible employees, business associates and persons who have contributed to the success of our Group; and

(iii) Private placement

4,817,000 Issue Shares, representing approximately 11.27% of our enlarged issued and paid-up share capital, have been reserved for placement to identified investors.

The Issue Shares shall rank *pari passu* in all respects with our existing issued and paid-up Shares, including voting rights and the rights to all dividends and other distributions that may be declared subsequent to the date of allotment thereof.

5.4.3 Listing on Bursa Securities

Bursa Securities had on 22 June 2010, approved-in-principle the admission of our Company to its Official List and the listing of and quotation for our entire enlarged issued and paid-up share capital of RM21,378,500 comprising 42,757,000 Shares on the ACE Market. The listing of and quotation for our Shares will commence immediately two market days after Bursa Securities receives the necessary documents specified in their approval-in-principle letter.

5. INFORMATION ON OUR GROUP *(Cont'd)*

5.5 CAPITAL EXPENDITURE AND DIVESTITURES

Save for the Acquisitions and as disclosed below, our Company has not incurred any other material capital expenditures and divestitures (including interests in other companies), since the beginning of our Group's last three (3) financial years up to the LPD:

	FYE 31 December			Up to LPD
	2007	2008	2009	
	RM'000	RM'000	RM'000	RM'000
Expenditures				
Purchase of motor vehicles	688	-	279	-
Extension and/or renovation of existing properties	-	-	362	-
Total expenditures	688	-	641	-

There are no material expenditures or divestitures currently in progress, within or outside Malaysia.

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5. INFORMATION ON OUR GROUP (Cont'd)

5.6 KEY ACHIEVEMENTS AND MILESTONES

Our key achievements and milestones since inception are as follows:

Year	Key Achievements and milestones
2004	Innovative Human Capital Development Award by JT Frank Academy Sdn Bhd <ul style="list-style-type: none"> - In recognition of our commitment to human capital development within our organisation through the launch of our TQM programme known as the ETMS, which includes skills, tools, management techniques and other knowledge management for our long term growth
2005	Outstanding Animal Health Providers Award (1 st time) by AMB Exhibitions Sdn Bhd
2005	SME Business of the Year Award by SMI & SME Worldwide Network <ul style="list-style-type: none"> - This award was organised with the objective of promoting Malaysian-incorporated companies to the Asia Pacific region, provide an image and profile boost while at the same time, provide business networking opportunities locally and globally for participating companies - The criteria for this award include being highly recommended by the organisers, business organisations, associations, professional bodies and the endorsement by a non-participating company
2008	ISO 9001:2000 for our QMS by Lloyd's Register Quality Assurance Ltd
2008	Golden Bull Award (1 st time) by Nanyang Siang Pau, a local Chinese newspaper <ul style="list-style-type: none"> - In recognition of our strive for excellence. This award recognises the outstanding achievements of 100 Malaysian SMEs
2009	SME 100 Award by SME & Entrepreneurship Magazine-AIC Media Sdn Bhd <ul style="list-style-type: none"> - This award is organised by a leading business magazine, SME & Entrepreneurship Magazine, which seeks to unearth Malaysia's fast moving companies and link them to government agencies, financial institutions and other companies to tap into local and international business opportunities, grants and incentives, etc.
2009	5 th Global Emerging Knowledge Organization (Geko) Award by JT Frank Academy Sdn Bhd <ul style="list-style-type: none"> - In recognition of our practices and efforts in knowledge management
2009	Golden Bull Award (2 nd time) by Nanyang Siang Pau, a local Chinese newspaper
2009	Outstanding Animal Health Providers Award (2 nd time) by AMB Exhibitions Sdn Bhd <ul style="list-style-type: none"> - In recognition of our outstanding contribution made in management excellence and best practices to the Malaysian livestock industry - This award is presented during the Malaysian Livestock Industry Awards and endorsed by the Malaysian Department of Veterinary Services
2009	ISO 9001:2008 certification for our QMS by Lloyd's Register Quality Assurance Ltd

6. BUSINESS OVERVIEW

6.1 PRINCIPAL ACTIVITIES

Our Group is involved in two (2) distinct businesses, namely:

- **AHPD** : Sales, marketing and distribution of non-antibiotic animal health products to feed mills and farms; and
- **FSED** : Sales, marketing and distribution of food service equipment, including provision of installation, service and supply of ingredient and specialty products for the F&B industry.

Notwithstanding that there is no direct synergy between our AHPD and FSED businesses, our Promoters gained insight into the FSED business through their foray into the fast food industry with the intention to assist our Group's poultry farm customers in the distribution of their products. This insight and experience subsequently enabled them to set up FSED to distribute food service equipment and supplies as mentioned in Sections 2.1 and 5.1 of this Prospectus.

Recognising the distinctness of these two (2) businesses, our Promoters had recruited and/or trained separate key personnel and sales and technical personnel to drive the respective divisions' business as well as put in place policies for the operation of these two (2) businesses, with overall guidance from our Promoters and our General Manager, Goh Foi Tee.



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6. BUSINESS OVERVIEW (Cont'd)



6.1.1 Principal Products

(i) AHPD



Our Group's animal health products can be classified into several main categories, namely antimicrobial, anti-mould, anti-fungal, toxin binder, prebiotics, probiotics, natural growth promoters and phytobiotics. The table below sets out the principal types of products that we currently distribute:

Type	Brands*	Description	Manufacturer/Supplier	Country of Origin
Antimicrobial Products	Termin-8 (Powder and Liquid form)	Termin-8 is a type of antimicrobial additive that reduces mould and microorganism levels in feeds and feed ingredients, thereby enhancing the feed and ultimately, the animal performance.	Anitox Corporation	USA
Antimicrobial products are normally added into the feed and are used to terminate or inhibit the growth of microorganisms such as bacteria or fungi in the feed.	 Termin-8 Powder®			
	Blue Royale	Blue Royale is an additive that is used to reduce growth of harmful contaminants such as spore, bacteria, as well as algae in livestock's drinking water.	Anitox Corporation	USA
	 Blue Royale®			


6. BUSINESS OVERVIEW (Cont'd)

Type	Brands*	Description	Manufacturer/Supplier	Country of Origin
<p><i>Anti-mould and Antifungal Products</i></p> <p>Anti-mould and antifungal products are used by feed millers and farmers to eliminate the existence and growth of fungus and moulds in feeds</p>	<p>Maxi-Mil HP and Maxi-Mil S</p>  	<p>Our Group's Maxi-Mil HP and Maxi-Mil S is a type of liquid processing aid which is used during the production of pelleted animal feed.</p> <p>It is used as part of the AMP which is a unique programme that is developed according to the needs of feed millers. It optimises the efficiency of the feed pelleting process which is carried out by purpose built equipment. Maxi-Mil HP and Maxi-Mil S coupled with AMP results in reduced process loss, improved pellet feed throughput and quality as well as inhibiting the growth of mould.</p>	<p>Anitox Corporation</p>	<p>USA</p>



6. BUSINESS OVERVIEW (Cont'd)

Type	Brands*	Description	Manufacturer/ Supplier	Country of Origin
	<p>Low Odour MonoProp</p> 	<p>The Low Odour MonoProp is an additive that is used to prevent mould spore germination. In addition, it has properties that enable it to inhibit the growth of existing mould that are found in grains and feeds. It can be added to feeds by hand or through a microsystem.</p>	<p>Anitox Corporation</p>	<p>USA</p>
	<p>Punch</p> 	<p>Anitox Punch is a type of liquid anti-mould additive that prevents mould spore germination. It also has the ability to inhibit mould growth in feeds. Due to the liquid form of the additive, Anitox Punch is applied by atomisation in grain augers or feed mixers.</p>	<p>Anitox Corporation</p>	<p>USA</p>

6. BUSINESS OVERVIEW (Cont'd)

Type	Brands	Description	Manufacturer/Supplier	Country of Origin
<p>Toxin Binder</p> <p>Toxin binder is a type of binder that is used to bind toxins that exist in feeds. The toxins, known as mycotoxins, are produced by moulds that are found in feedstuff such as corns and peanuts. These moulds can invade the feedstuff during various stages - the growing stages in the fields, during harvesting, during transporting, and even during storage. The existence of mycotoxins result in poor livestock growth; poor feed conversion as well as increased susceptibility to diseases.</p>	<p>Sorb-IT Mycotoxin Binder</p> 	<p>The Group's Sorb-IT Mycotoxin Binder is a type of free flowing granular product that is added to the feed. It is able to bind a range of mycotoxins that are normally found in feedstuff such as aflatoxin T2, Zearalenone, Ochratoxin and Fumonisin. The binding properties of Sorb-IT enable the absorption and neutralisation of mycotoxins allowing livestock a normal growing process.</p>	<p>Anitox Corporation</p>	<p>USA</p>

6. BUSINESS OVERVIEW (Cont'd)

Type	Brands*	Description	Manufacturer/Supplier	Country of Origin
<p>Probiotic Products</p> <p>Probiotic products are products that contain live microorganisms that are believed to be healthy to the host organism. In this case, the livestock. Probiotics are often used to inhibit competitive pathogenic bacteria from propagating.</p>	<p>Bio-CL</p> 	<p>Bio-CL is a type of feed additive that contains a synergistic combination of Bacillus and Lactic acid bacteria for degrading organics rapidly. It is often used in the aquaculture industry to combat the common problems associated with high nutrient, murky water, fish suffocation, algae proliferation and off-flavours.</p>	<p>Hyun Young International Corp.</p>	<p>South Korea</p>
	<p>Organic Green Culture ZS</p> 	<p>Organic Green Culture ZS is a type of mixed bacteria cultures which contains beneficial microbes such as lactic ferment, bacillus subtilis, yeast and mould. It can be used for most species and is widely used to enhance the immune system, reducing offensive ammonia control in farms. It is also often used as organic fertilisers.</p>	<p>Hyun Young International Corp.</p>	<p>South Korea</p>

6. BUSINESS OVERVIEW (Cont'd)

Type	Brands*	Description	Manufacturer/Supplier	Country of Origin
	Synbio-C	Synbio-C is a product which contains prebiotics (Bacillus), probiotics (yeast and aspergillus oryzae) as well as nutraceutical (chitosan) ingredients. It is categorised as a microbial culture feed additive that can be added to feeds for all species. Synbio-C's complex combination of prebiotics, probiotics, as well as nutraceutical agents enables it to enhance the production of livestock and their immune response. It can also be used to treat and control animal diseases such as diarrhoea in piglets and salmonellosis in poultry.	Hyun Young International Corp.	South Korea

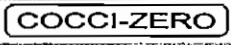

6. BUSINESS OVERVIEW (Cont'd)

Type	Brands*	Description	Manufacturer/Supplier	Country of Origin
	Syn-FOS SYN-FOS ®	Syn-FOS is a feed additive that contains fructo-oligosaccharide and beneficial microbials as its main ingredient. Syn-FOS is used to improve livestock's digestion and growth as well as increasing its natural resistance to infectious diseases. In addition, the use of Syn-FOS creates a cleaner environment where ammonia and odour are reduced in the livestock's excrement.	Hyun Young International Corp.	South Korea

6. BUSINESS OVERVIEW (Cont'd)

Type	Brands*	Description	Manufacturer/ Supplier	Country of Origin
<p>Natural Growth Promoters</p> <p>Natural growth promoters are feed additives and it can be broken down into various types such as organic acids, probiotics, prebiotics, synbiotics, phytobiotics and immune stimulants. Natural growth promoters are preferred over antibiotic growth promoters as it does not bear any risk regarding bacterial resistance or develop unwanted residue in animal products</p>	<p>Re-Fence and Refence-L[#]</p> <p>RE-FENCE</p>	<p>Re-Fence and Refence-L is a type of natural growth promoter for livestock and aquaculture animals. They contain inorganic and organic elements which results in better bioavailability. In addition, they contain lanthanide, an element that works as an excellent antioxidant agent and is able to replace antibiotics as well as other growth promoters. Among the benefits of Re-Fence and Refence-L includes the ability to control the stress of livestock, improve meat quality, stimulate the release of growth hormones, as well as enhance the immunity of livestock.</p>	<p>Hyun Young International Corp.</p>	<p>South Korea</p>

6. BUSINESS OVERVIEW (Cont'd)

Type	Brands*	Description	Manufacturer/Supplier	Country of Origin
<p>Phytobiotic Feed Additive</p> <p>A type of natural growth promoters, phytochemicals are available in various forms and originated from leaves, roots, tubers or fruits of herbs and spices. It is widely used in feed additives as a result of its antibacterial and antioxidative properties.</p>	<p>Cocci-Zero[^]</p> 	<p>Cocci-Zero is a type of additive which is composed of natural herb extracts, functional minerals as well as plant extracts. It is used to prevent or treat coccidiosis in livestock. Coccidiosis is a parasitic disease that causes high mortality and low production rate.</p>	<p>Hyun Young International Corp.[#]</p>	<p>South Korea</p>
	<p>Allicom[#]</p> 	<p>Allicom is a type of probiotic additive that comprise of garlic extract and yeast. It is an effective additive that is used to inhibit the growth of bacteria and pathogenic microorganisms. In addition, Allicom is also used as a natural anti-microbial agent.</p>	<p>Hyun Young International Corp.</p>	<p>South Korea</p>

Notes:

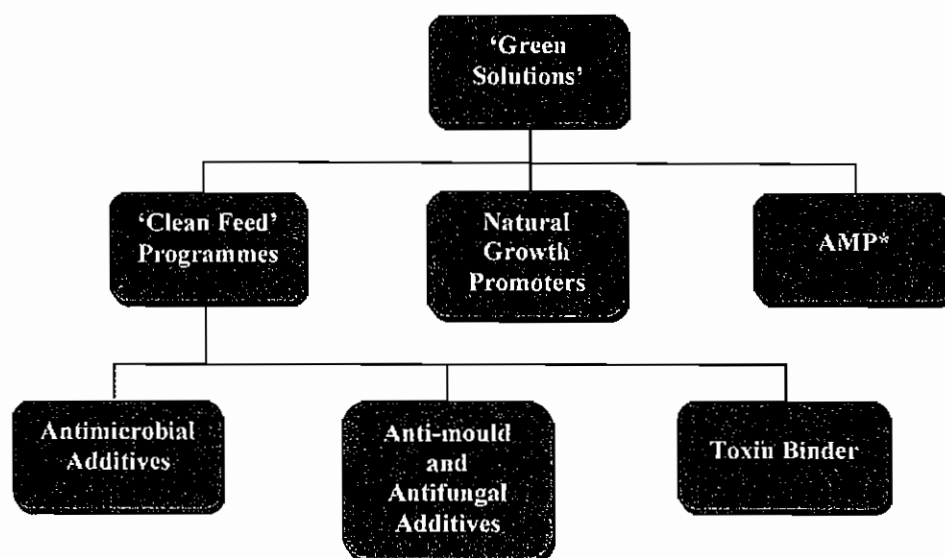
- * The trademark and/or product logo of these brands belong to our suppliers
- ^ Registered with the Department of Veterinary Services
- # Registered with the National Pharmaceutical Control Bureau

In addition to the above principal products, we also distribute other AHPD products such as Ig-Lock (a type of non-antibiotic feed additive for the prevention of diarrhoea in young animals as well as the provision of protein nutrients) from Hyun Young International Corp. (South Korea) and other antifungal products from other suppliers in USA.

6. BUSINESS OVERVIEW (Cont'd)

Our AHPD products can be sold separately as well as through 'programmes' such as our 'clean feed' programmes and our AMP. Please refer to Section 6.6.2 for further details of our AMP.

The combination of our AHPD products presents a 'green solutions' for our AHPD customers as depicted below:



Note:

- * *Our AMP is developed specifically for the purpose of reducing energy consumption during the feed pelleting process, though the benefits as detailed in Section 6.6.2 of this Prospectus. At the same time, our AMP is also able to control mould growth. As such, users of our AMP would not need to use our 'clean feed' programmes.*

Currently, the majority of our AHPD products are sold to feed mills, of which sales to feed mills, poultry and swine livestock farms constitute 63.3%, 23.4% and 9.7% of our AHPD revenue for the FYE 31 December 2009 respectively.



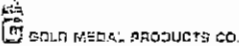
Our Board believes that there are no negative health effects from the use of our AHPD products as most of these products contain natural, organic or inert ingredients. As such, our AHPD products are in compliance with the relevant regulations, i.e. the Feed Act 2009 and Food Regulations 1985, which are detailed in Section 14 – The Executive Summary of the IMR Report.

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6. BUSINESS OVERVIEW (Cont'd)

(ii) FSED




Our Group distributes a wide range of world renowned third party food service equipment and supplies for the F&B industry. The table below sets out the principal types of products that we currently distribute:

Brand*	Description	Product Range	Manufacturer/Supplier	Country of Origin
Henny Penny 	Manufacturer of high quality automated food service equipment engineered for performance and reliability. Products can be designed based on customer specifications and are highly customisable	<ul style="list-style-type: none"> • Pressure Fryer • Open Fryer • Rotisseries • Heated Hold Cabinet • Combi Oven • Breeding Machine • Blast Chiller • Merchandiser 	Henny Penny Corporation	USA
Bunn 	Manufacturer of beverage equipment that has a product line for both home as well as commercial use	<ul style="list-style-type: none"> • Coffee Machine • Hot Water Machine • Powder Mix Dispenser • Slush Machine • Iced Tea Brewer 	Bunn-O-Matic Corporation	USA
Gold Medal 	Manufacturer of high quality concession equipment which are suitable for various food operators, such as fast food chains, cinemas, cafés, kiosks, petrol stations as well as supermarkets	<ul style="list-style-type: none"> • Popcorn Machine • Popcorn Warmer • Cotton Candy Machine • Waffle Baker • Popcorn Mix • Waffle Mix • Cotton Candy Mix • Smoothie Mix 	Gold Medal® Products Co.	USA

6. BUSINESS OVERVIEW (Cont'd)

Brand*	Description	Product Range	Manufacturer/Supplier	Country of Origin
<p>San Jamar</p> 	<p>Smart solutions for food-safe, hospitality and sanitary washroom environments</p>	<ul style="list-style-type: none"> • Trays • Garnish Centres • Condiment Servers • Napkin Dispensers • Mitts • Bottle Holders 	San Jamar Inc	USA
<p>Turbochef</p> 	<p>Rapid cooking pioneer which manufactures top grade ovens featuring propriety technology combining superior air impingement with other rapid-cook methods to create high heat transfer rates yet preserving outstanding food quality</p>	<ul style="list-style-type: none"> • Rapid Cook Oven • Conveyor Oven 	TurboChef Technologies Inc.	USA
<p>Cappuccino/Americana</p>	<p>Producer of new, unique and niche food and beverage products</p>	<ul style="list-style-type: none"> • Cappuccino Smoothie Powder Mix 	CapAm Enterprises Incorporated	USA
<p>Blendtec</p> 	<p>Manufacturer of powerful and technologically superior commercial blenders capable of effectively blending the most difficult ingredients with ease</p>	<ul style="list-style-type: none"> • Commercial Blenders 	Blendtec Inc.	USA
<p>Toastmaster</p> 	<p>A venerable brand in the food service industry which makes the best pop up toasters. It also manufactures other high performance and quality equipment for grilling, cooking, baking, steaming and frying</p>	<ul style="list-style-type: none"> • Open Fryer • Griddle • Holding Cabinet • Steamer • Oven 	Toastmaster Corporation	USA

6. BUSINESS OVERVIEW (Cont'd)

Brand*	Description	Product Range	Manufacturer/Supplier	Country of Origin
Cossiga 	Makers of heated, chilled and ambient food display cabinets which are modern, stylish and of high performance	<ul style="list-style-type: none"> • Food Display Cabinet 	Cossiga Limited	New Zealand
Berto's 	Providers of reliable, sturdy and top quality professional cooking systems	<ul style="list-style-type: none"> • Cooking Range • Fryers 	Berto's S.p.A	Italy
Morrison Farms	Fully integrated producer of popcorn products and several other varieties of edible beans	<ul style="list-style-type: none"> • Premium Popcorn Seed 	Morrison Farm Co.	USA
Teisseire 	A leading producer of gourmet flavouring syrups. These syrups are used in the creation of numerous innovative coffee, cappuccinos, teas, granitas, as well as in mocktails and cocktails	<ul style="list-style-type: none"> • Fruit Syrups 	Teisserie France S.A.S	France

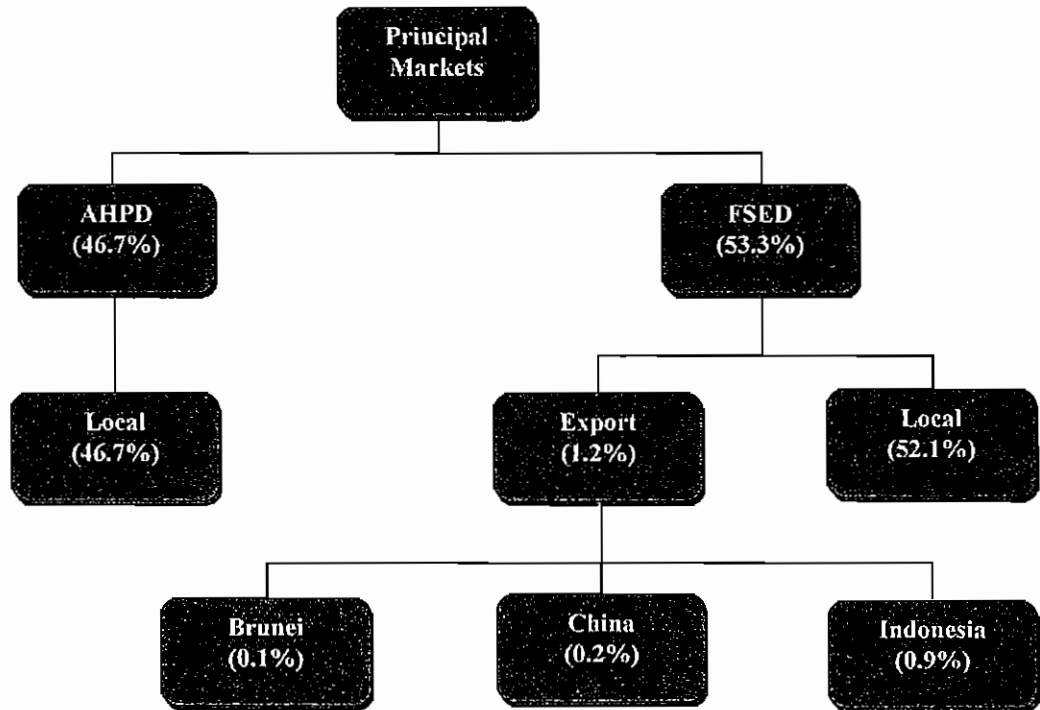
Note:

* The trademark and/or product logo of these brands belong to our suppliers

In addition to the above principal products, we also distribute other FSED products such as food service equipment from FRI-Jado B.V. (Netherlands) and other USA suppliers as well as popping oil and waffle mix from USA and local suppliers.

6. BUSINESS OVERVIEW (Cont'd)**6.1.2 Principal Markets**

Approximately 98.8% of our Group revenue for the FYE 31 December 2009 was contributed from the local market as depicted below:



Our Group first entered into Brunei, China and Indonesia in 2006.

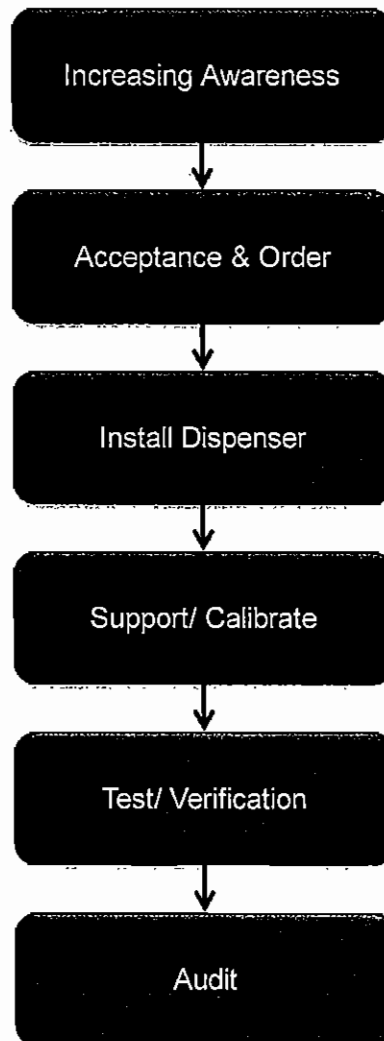
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6. BUSINESS OVERVIEW (Cont'd)

6.2 SALES PROCESS

Our business is not subject to any cyclical or seasonal trend. We receive orders based on our customers' demand throughout the year.

The sales process flowcharts for our two (2) divisions are depicted below.

(i) AHPD**(a) Increasing Awareness**

We play an active role in creating a high level of awareness with regards to the benefits that 'clean feed' brings to the society. A cleaner environment is achievable through the use of 'clean feed' additives that do not harm livestock and users, in line with our 'Clean Feed → Healthy Livestock → Safe Food' principle. The ongoing process also aims to provide information to our customers and users on the benefits of non-antibiotic feed additives as compared to antibiotic feed additives.

6. BUSINESS OVERVIEW (Cont'd)

(b) Acceptance and Order

Following the awareness process, we then approach interested customers and begin the process where the specifics of our customers' use and needs are discussed. The discussion allows us to specify the type of additives and programmes that are suited for our customers.

(c) Install Dispenser

The third step of the process involves installing the dispenser system at our customers' premises. The dispenser system allows for the feed additives to be mixed in the desired percentage with the feed stock.

(d) Support / Calibrate

Following the installation of the dispenser, we will provide after-sales support services which include monitoring of the dispenser system and to solve any related issues. During this stage, we will also perform a calibration process to ensure that appropriate dosages are used in the feeding process in order to achieve the desired results.

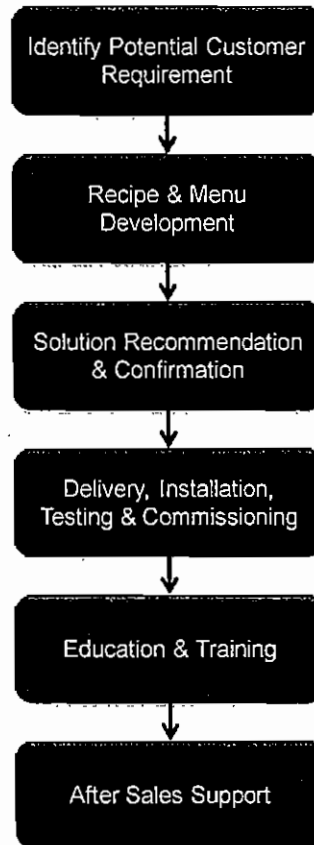
(e) Test/ Verification

Following the mixing of the feed additives in the previous stage, we will take samples of the mixed feeds. The mixed feeds will then be subjected to a series of laboratory tests to ensure that it produces the desired end products that are safe for livestock's consumption.

(f) Audit

The final stage of the whole process involves an audit exercise, where feed mills and farms are audited to ensure that they conform to the standards. The audit process enables us to make sure that the whole system, especially the process control system, is working as intended. During this stage, we will also replace or repair the dispenser system if the need arises.

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6. BUSINESS OVERVIEW (Cont'd)**(ii) FSED****(a) Identify Potential Customer Requirement**

Our FSED sales process starts off by attending to our customers' queries and concerns taking into account their business concepts. During this stage, our sales and marketing employees will provide our customers with proposals regarding the range of products that will meet their needs, budget and purpose.

(b) Recipe and Menu Development

The Recipe and Menu Development stage is one where our sales and marketing employees will conduct product demonstrations at our showroom cum test kitchen. In addition, our chefs will also cook various types of food for demonstration and tasting purposes. Here, our customers will be briefed on the various types of cooking parameters for different types of food that can be produced by a variety of equipment.

(c) Solution Recommendation and Confirmation

Moving on, we will then recommend the type of equipment that will cater to the needs of our customers. Various available packages will be introduced to our customers, which include equipment and supplies, depending on the type of end products desired.

6. BUSINESS OVERVIEW (Cont'd)

(d) Delivery, Installation, Testing and Commissioning

We also work together with our customers during their outlet renovation stage. This is to have a clear understanding of the renovation schedule, so that equipment can be ordered in advance if required. In addition, we also work closely with our customers' renovation contractor, and provide the latter with a requirement checklist, which includes the location for power points in the kitchen, etc. Prior to the installation of the equipment, we will conduct a site inspection to ensure that the site is in order. We will deliver and install the ordered equipment only after the site inspection is carried out. After the installation process, we will perform a series of tests to ensure that the installed equipment produce the desired results.

(e) Education and Training

Once the installation of equipment is completed, we will proceed to train our customers. The training, which is conducted either at our customer's premises or our test kitchen, aims to equip the users of the equipment with proper knowledge and know-how on operating the equipment.

(f) After Sales Support

Our extensive after sales support services are aimed at meeting our customers' needs and to add value to the whole experience. After the education and training stage, we will provide support to our customers during their opening day, whereby our chefs and technicians will be available on-site to support them should any issue arise.

In addition, our team of technical staff enables us to provide year round technical support to all our customers. We also help our customers make a warranty claim should any of the equipment malfunction during the warranty period. Backup equipment will also be provided to ensure that disruptions to their business are not prolonged. Our chefs will also perform ongoing recipe and menu development activities with our customers, to continuously assist them to produce new menus and/or new methods of cooking.

6.2.1 Marketing and Distribution Network

Marketing Strategies

We market our products directly from our local offices in Kuala Lumpur and Shah Alam. We have a dedicated sales, marketing and technical team for each division, which are led by the respective division managers and guided by our General Manager, Goh Foy Tee and our Promoters who have made concerted efforts with strong initiatives and programmes to maintain an ongoing long term strategy for our products.

The marketing strategies initiated by our Group include the following:

(i) Customers' Feedback

All our customers are encouraged to provide their feedbacks via our annual Customer Satisfaction Questionnaire Form. The information gathered from our customers will enable us to better understand our customers' needs and enable us to look for avenues to continuously improve our product quality and customer service.

6. BUSINESS OVERVIEW (Cont'd)

(ii) Referrals

We have been in the animal health product business and food service equipment businesses for more than 38 years and 32 years respectively. Over these years, many of our new customers are introduced to our products and services through referrals from our existing customers.

(iii) Media publications and directories

Our products and services are promoted in popular industrial magazines and trade directories such as Asian Poultry Magazine and Malaysian Hotel and Restaurant Purchasing Handbook. In addition, we also have our in-house publications titled 'SCC Newsletter' and 'Foodservice News' for our AHPD and FSED customers respectively, which we published on a bi-monthly and quarterly basis respectively with the purpose to showcase our products and create public awareness.

(iv) Trade exhibitions and trade shows

We have and will continue to attend and participate in local as well as international trade shows and exhibitions. Our participation has allowed us to provide a good platform to build and promote our products and services. The list of trade exhibitions and trade shows attended by our representatives are as follows:

AHPD

Year	Event	Organiser	Venue
2003	Livestock Asia Expo & Forum	AMB Exhibitions Sdn Bhd	Malaysia International Exhibition and Convention Centre ("MIECC"), Mines Resorts City, Kuala Lumpur
2005	Livestock Asia Expo & Forum	AMB Exhibitions Sdn Bhd	MIECC, Mines Resorts City, Kuala Lumpur
2007	Livestock Asia Expo & Forum	AMB Exhibitions Sdn Bhd	Kuala Lumpur Convention Centre, Kuala Lumpur
2009	Livestock Asia Expo & Forum	AMB Exhibitions Sdn Bhd	Kuala Lumpur Convention Centre, Kuala Lumpur

FSED

Year	Event	Organiser	Venue
2003	Food Hotel Malaysia ("FHM") Exhibition	Malaysian Exhibition Services Sdn Bhd	MIECC, Mines Resorts City, Kuala Lumpur
2005	FHM Exhibition	Malaysian Exhibition Services Sdn Bhd	Kuala Lumpur Convention Centre, Kuala Lumpur
2007	FHM Exhibition	Malaysian Exhibition Services Sdn Bhd	Kuala Lumpur Convention Centre, Kuala Lumpur
2009	FHM Exhibition	Malaysian Exhibition Services Sdn Bhd	Kuala Lumpur Convention Centre, Kuala Lumpur

6. BUSINESS OVERVIEW (Cont'd)

Besides that, we also organise our own in-house 'Idea Fair' to promote our food service equipment at our showroom on a bi-annual basis. During the 'Idea Fair', our chefs will perform new menus and/or new methods of cooking to share with our existing and potential customers.

(v) Internet

Information on our Group, products and services can be viewed by existing and potential customers via our website at www.scc.com.my.

Distribution Network

Our distribution network strategy is based on direct and indirect distributions as explained below:

(i) Direct distribution network

The direct distribution network approach is implemented through our own sales and marketing division which focuses on selling our products directly to end-customers. This strategy has the advantage of enabling our Group to work closely with our customers to evaluate and attain a better understanding of their requirements.

(ii) Indirect distribution network

Under this approach, we sell our products through intermediaries/dealers which are all located in Malaysia. Currently, we have ten (10) active non-exclusive intermediaries/dealers who help us to expand our market coverage. These intermediaries/dealers would rely on their own distribution network to reach the end customers.

Based on the above strategy, the revenue contribution from our direct and indirect distribution network for the FYE 31 December 2009 is 96.7% and 3.3% respectively.

6.3 OUR COMPETITIVE STRENGTHS

6.3.1 One-Stop Solution Provider

We are a one-stop solution provider that is capable of providing end-to-end solutions to our customers. Both of our divisions, namely AHPD and FSED, work closely with our current as well as potential customers to provide a comprehensive service, which includes pre-sales consultation, user trainings as well as after-sales support. Our ability to provide one-stop solutions lies in our long established history and experience, which has enabled us to tailor-make solutions for different customers' needs. We understand that customer care does not end at the point of sale and as such, technical support is readily available through our after-sales service department which is capable of operating beyond normal working hours to provide technical support to our customers.

6.3.2 Highly Experienced and Professional Management Team

Our Group is led by our Executive Chairman, Chee Long Sing @ Chcr Hwcc Seng, our Managing Director Cher Sew Seng, and our Executive Director, Goh Ah Heng @ Goh Keng Chin. The trio are also our founders, with an average experience of approximately 38 years in the animal health products industry and 32 years in the food service equipment industry. In addition, they are supported by a team of eleven (11) highly capable, experienced and dedicated personnel, the majority of whom have been with the Group for more than ten (10) years. The work experience of our Directors and key management and key technical personnel are set out in Sections 8.2 and 8.4 of this Prospectus respectively.

6. BUSINESS OVERVIEW (Cont'd)

6.3.3 Established Business Relationships and Proven Track Record

With more than thirty (30) years experience in the animal health products and food service equipment industries, we have established good business relationships and a proven track record with our customers, with the majority of our major customers having been with us for more than ten (10) years. As such, we have a balance mix of repeating customers and new customers.

In addition, we have also been working with the majority of our major suppliers, which consist of world renowned brands in the animal health products and food service equipment industries, for more than twenty (20) years. These long working relationships allow us to mitigate the risk of shortage/delay in supplies, which may result in loss of customers and/or delayed turn-around time. In addition, these long working relationships enable us to obtain consistent and competitive pricing for our products, which ultimately benefits our customers. In addition, our commitment to quality and reliability has also enabled us to successfully establish ourselves in the animal health products and food service equipment industries.

6.3.4 Consistent Supply

One of our competitive strengths is our ability to provide consistent supply. Our major suppliers are mainly large corporations, therefore we are ensured of an uninterrupted supply of products. Most of our suppliers generally have established manufacturing processes that will ensure that in the event of shortage of supply or increase in market demand, our suppliers are able to fulfil those demands without interruption in supply. As such, we can be assured of continuous supply to our customers.

In addition, we currently have a total of six (6) warehouses located in various locations in Shah Alam, Selangor, with a total combined storage capacity of 847 metric tonnes. Our large warehousing capacity allows us to stock-up in order to provide prompt deliveries to our customers as well as have a wide range of products and related parts on hand to cater to our customers' needs.

6.3.5 Broad Products Offering

Currently, we distribute a wide range of animal health products and food service equipment as illustrated in Section 6.1.1 of this Prospectus. Our broad products offering ensure that we are able to cater and meet the demands and requirements of our existing, new and potential customers. Our sales team are able to offer more products to our customers and promote cross-selling. Thus, our customers have increasingly demonstrated confidence in our Group, as we are able to provide the convenience of a one-stop solution provider as mentioned in Section 6.3.1 above.

With such broad products offering, we reduce our reliance on the sales of any single product. Our Group is targeting to expand our products offering through increasing the number of distributorship rights from existing and new suppliers.

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6. BUSINESS OVERVIEW (Cont'd)

6.3.6 Product Differentiation

Our vision for AHPD is to promote 'Clean Feed → Healthy Livestock → Safe Food'. Hence, our AHPD business model is focused on the areas of 'clean feed' solutions and other non-antibiotic animal feed additives. Our AHPD products can be sold separately as well as through programmes such as our 'clean feed' programmes. Our 'clean feed' programme is a type of diet programme for livestock where the ingredients include but not limited to antimicrobial and anti-mould additives, in addition to the normal dietary requirements such as corn or soy. Therefore, one of our competitive edges is our 'clean feed' programmes that not only provide for a natural and healthier growth of the livestock, but also allows farmers to enjoy a better return on their investments. In addition, we are also developing our AMP, which focuses on achieving greater benefits for our feed mill customers as illustrated in Section 6.6.2 of this Prospectus.

Currently, we believe that there is no direct competitor for our AMP in Malaysia. However, we understand that another company is promoting a 'clean' feed additive known as 'acidifier', which is a combination of certain acids mainly for the purpose of controlling pathogenic organisms in the gut of poultry livestock, whilst our 'clean feed' additives are used to eliminate or inhibit mould and/or bacteria in feed mixtures.

6.4 QUALITY CONTROL PROCEDURES

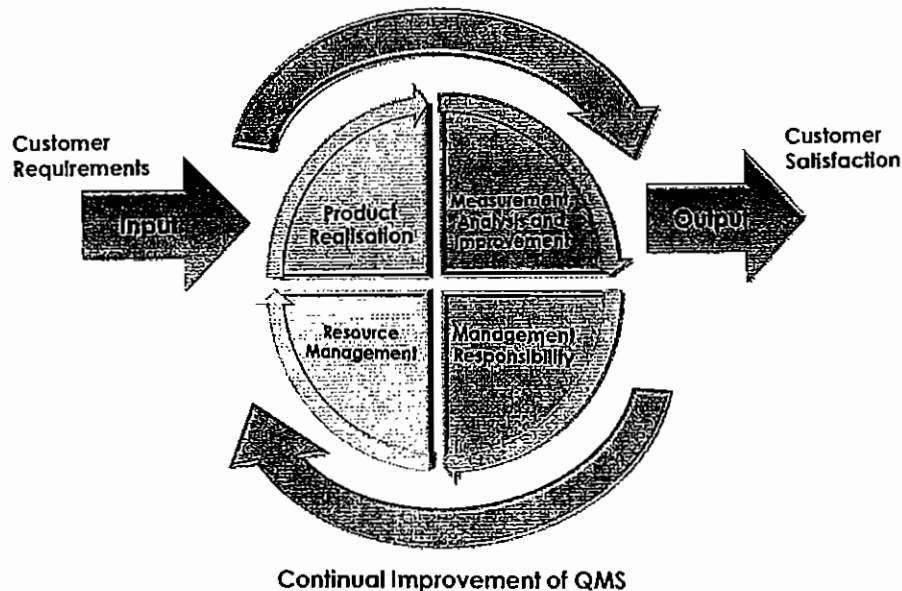
We place significant emphasis on quality. Our activities of sales, marketing and distribution of animal health products and food service equipment adhere to stringent international quality standards, whereby our QMS on the following areas received the ISO 9001:2000 accreditation in 2008 and ISO 9001:2008 accreditation in 2009:

- Sales and marketing of commercial food service equipment, including provisions of installations, services and supply of ingredients and specialties products to food and beverage outlets and sales and marketing of animal health products to feed mills and livestock industries; and
- Stockholding of commercial food service equipment, ingredients and specialties products for food and beverage outlets and animal health products at our warehouse located in Shah Alam.

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6. BUSINESS OVERVIEW (Cont'd)

We have established a quality control system to ensure that high quality service and timely deliverance are provided to our customers. The flowchart of our quality control procedures is depicted below:



(i) **Product Realisation**

Product realisation is a series of processes and sub-processes required to achieve the required results. Planning of the realisation processes is consistent with our QMS' other requirements and is documented in a format suitable for our operations. In planning the processes for realisation of products, the following is taken into account:

- (a) quality objectives and service requirements;
- (b) the need to establish processes and documentation, and provide resources and facilities specific to the services;
- (c) verification, validation, monitoring and inspection activities, and the criteria for acceptability and compliance with documented procedures and quality plan; and
- (d) the records that are necessary to provide confidence of conformity of the processes and products meeting the requirements.

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6. BUSINESS OVERVIEW *(Cont'd)*

(ii) Measurement, Analysis and Improvement

As part of our QMS, we plan and implement the monitoring, measurement, analysis and continual improvement processes needed to:

- (a) demonstrate conformity of the product requirements;
- (b) assure conformity of our QMS; and
- (c) achieve continuous improvement of the effectiveness of our QMS.

As part of these processes, our Quality Assurance ("QA") department, which consists of three (3) staff and is headed by our General Manager, Goh Foi Tee, measures and monitors the characteristics of our services to verify that the requirements for these services are met. Our QA department also ensures that services, which do not conform to the service requirements, are identified and controlled to prevent unintended implementation. Corrective actions will be taken to eliminate the cause of non-conformities of the services in order to prevent recurrence of the problem.

(iii) Management Responsibility

Our top management demonstrate their commitment to the development and improvement of our QMS by:

- (a) communicating to our employees the importance of meeting customers needs as well as regulatory and legal requirements;
- (b) establishing a quality policy and disseminating the policy to our employees;
- (c) ensuring quality objectives are established and displayed openly as a sign of commitment as well as presenting our quality policy and objectives to new staff during orientation;
- (d) conducting management reviews; and
- (e) ensuring the availability of necessary resources.

(iv) Resource Management

As part of our QMS, our QA department will determine and provide, in a timely manner, the resources needed:

- (a) to implement and maintain our QMS and continually improve its effectiveness; and
- (b) to ensure customer satisfaction.

Our management is committed to the execution of the procedures established in our QA manual, whilst our QA personnel has complete authority to carry out a QA system to identify control problems, and to initiate, recommend and rectify the problems identified. Our QA manual is also reviewed as and when necessary to comply with our customers' and our Group's procedures.

6.5 RESEARCH & DEVELOPMENT

As we are primarily involved in the selling, marketing and distribution of animal health products and food service equipment, technology and research and development are not significant in our businesses. As such, for the past three (3) FYE 31 December 2009, we have not incurred any research and development expenditure

6. BUSINESS OVERVIEW *(Cont'd)*

6.6 PROGRAMME DEVELOPMENT INITIATIVES FOR AHPD

6.6.1 Programme Development Objectives

We believe that our programme development initiatives present us with the opportunity to maintain our position as one of the leaders in the non-antibiotic animal health products sector. In line with our Promoters' vision of 'Clean Feed → Healthy Livestock → Safe Food', we aim to promote 'green solutions' among farmers and feed millers in order to protect natural resources and the environment to ensure its continued existence and well being of livestock and the end consumers. The main objective of 'green solutions' encompasses four (4) main areas as follows:

- Energy saving and reduction of carbon release;
- Recycling and re-use of resources;
- Elimination of waste and pollution; and
- Protection of natural environment.

6.6.2 Programme Development Initiatives

Through collaborations with our principal, we have been assessing the potential of promoting 'green solutions' at feed mills. After several practical tests at a few feed mills, we, together with our principal, have commenced development of a new programme, called the AMP, which is designed to improve the feed pelleting process; a process that has the highest energy consumption among all the systems in a feed production facility.

Our AMP is still in the initial stage of development. Notwithstanding this, we have managed to convince seven (7) out of our existing twenty five (25) feed mill customers to participate in the AMP, through amongst others research data from our principal.

Our AMP is facilitated through our dispenser system, which is installed and maintained by our technical staff at the feed mills that are participating in the AMP. Our Group will, through our programme development initiatives, continue to upgrade the AMP so that when our AMP is fully developed, it is expected to result in cost savings for our feed mill customers through the following benefits:

- (i) reduce pellet shrinkages;
- (ii) improve pellet mill throughput, made possible through energy saving as well as reduced wastage;
- (iii) reduce roll and die maintenance;
- (iv) control mould growth;
- (v) improve thermal conductivity;
- (vi) improve steam penetration;
- (vii) improve pellet quality; and
- (viii) reduce electricity consumption.

In addition, we also plan to establish a facility centre at a premise to be identified to facilitate our AMP as well as look into ways to improve our 'clean feed' programmes and feed mixtures for our existing poultry and swine livestock market as well as new markets such as the aquaculture market.

6. BUSINESS OVERVIEW (Cont'd)

We believe that our programme development initiatives are important for our continued growth as these initiatives will cement our position as a solution provider for our AHPD customers as well as develop new programmes for new markets.

Currently, our programme development initiatives are headed by our General Manager, Goh Foi Tee, who is supported by the respective division's technical personnel as well as our Promoters. With the establishment of the facility centre, we will be expanding the team to include three (3) additional technical and laboratory personnel.

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6. BUSINESS OVERVIEW (Cont'd)

6.7 MAJOR CUSTOMERS

AHPD

Our major customers for AHPD (i.e. those who contributed 10% or more of our AHPD's total sales) for the past three (3) FYE 31 December 2009 are as follows:

Customer	2007 Percentage of AHPD Total Sales (%)	2008 Percentage of AHPD Total Sales (%)	2009 Percentage of AHPD Total Sales (%)	2009 Total Sales (RM'000)	2009 Main Products Supplied	Approximate Length of Relationship (Yrs)
Total Sales for AHPD (RM'000)	11,066	13,360	15,894			
Gymtech Feedmill (M) Sdn Bhd	13.1	10.1	6.5	15	Anti-mould and Antifungal Products	
Charoen Pokhand Jaya Farm (M) Sdn Bhd	13.8	12.7	6.9	22	Anti-mould and Antifungal Products	
Total no. of AHPD customers	104	126	130			

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6. BUSINESS OVERVIEW (Cont'd)

FSED

Our major customers for FSED (i.e. those who contributed 10% or more of our FSED's total sales) for the past three (3) FYE 31 December 2009 are as follows:

Customer	2007 Percentage of FSED Total Sales (%)	2008 FYE 31 December Percentage of FSED Total Sales (%)	2009 FYE 31 December Percentage of FSED Total Sales (%)	Approximate Length of Relationship (Years)	Main Products Supplied in 2009
Total Sales for FSED (RM'000)	17,340	20,866	18,146		
GCH Retail (Malaysia) Sdn Bhd	10.9	7.1	5.5	9	<ul style="list-style-type: none"> • Popcorn seeds • Popcorn mix • Fryer
Golden Screen Cinema Sdn Bhd	12.0	13.1	17.6	15	<ul style="list-style-type: none"> • Popcorn seeds • Popcorn mix
KFC Manufacturing Sdn Bhd	10.0	8.6	14.5	24	<ul style="list-style-type: none"> • Hot water machine • Pressure fryer • Griddle
Total no. of FSED customers	440	510	538		

We are not overly dependent on any single customer as our Group has a diversified customer base and we have good business relationships with all our customers.

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6. BUSINESS OVERVIEW (Cont'd)

6.8 SUPPLIERS**6.8.1 Types, Sources and Availability of Supplies**

The breakdown of our major product types purchased by our Group for our marketing and distribution activities for the FYE 31 December 2009 is as follows:

Product Type	Local (% of Total Purchases)	Overseas (% of Total Purchases)
Animal health products	0.39	42.29
Food service equipment and supplies	9.65	47.67
Total	10.04	89.96

The majority of our products are sourced from overseas suppliers. In general, the purchase prices of the products have remained relatively stable over the past three (3) years.

We are constantly sourcing for more suppliers who are able to provide us with competitive pricing, timely delivery and quality products. To-date, we have not faced any difficulty in the sourcing of our supplies.

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6. BUSINESS OVERVIEW (Cont'd)

6.8.2 Distributorships

We have been granted distributorships by several of our international suppliers as follows:

Supplier	Type of Distributorship	Salient Terms and Conditions	Status of Compliance / Expiry Date of Distributorship
<p><u>AHPD</u> Anitox Corporation</p>	<p>Exclusive distributor in Malaysia and Brunei</p>	<p>On 25 September 2007, Anitox Malaysia, SCC Corporation and Anitox Corporation entered into a distribution agreement wherein Anitox Corporation appointed SCC Corporation as the exclusive distributor of its products in Malaysia and Brunei. The salient terms are as follows:</p> <ul style="list-style-type: none"> ▪ 'Anitox' trademark, trade name and logo (collectively referred to as "Trademark") belong to Anitox Corporation exclusively ▪ Non-transferable and non-exclusive license to SCC Corporation to register Anitox Malaysia ▪ Our Group to maintain the distinctiveness and reputation of the Trademark ▪ Our Group to provide Anitox Corporation a sales estimate on a quarterly basis and to maintain a record of all Anitox Corporation's products sold ▪ The agreement terminates on 31 December 2009 and shall be automatically renewed thereafter for successive one (1)-year periods ▪ Our Group shall not engage in, during the term of the agreement and for a period of two (2) years thereafter, the manufacture, sale, or promotion of any products or materials which are intended for use or may be used in the same manner as Anitox Corporation's products without its express written consent. 	<p>Complied / The distributorship will expire on 31 December 2010 and will thereafter be automatically renewed for further periods of one (1) year each i.e. the distributorship will not expire unless terminated by either party.</p>

6. BUSINESS OVERVIEW (Cont'd)

Supplier	Type of Distributorship	Salient Terms and Conditions	Status of Compliance / Expiry Date of Distributorship
Hyun Young International Corp.	Sole agent in Malaysia	Hyun Young International Corp. has appointed SCC Corporation as its sole agent to register and distribute the following products in Malaysia via a letter dated 23 June 2009: <ul style="list-style-type: none"> ▪ Organic Green Culture ZS ▪ Re-fence and Re-fence L ▪ Bio-CL ▪ Cocci-Zero ▪ Allicom ▪ Ig-Lock ▪ Synbio-C No condition was imposed in the said letter.	Not applicable / The distributorship has no expiry date i.e. the distributorship will not expire unless terminated by either party.
<u>FSED</u> Henny Penny Corporation	Exclusive distributor in Malaysia	Henny Penny Corporation has appointed SCC Corporation as its exclusive distributor to distribute its products in Malaysia via a letter dated 8 August 2005. No condition was imposed in the said letter.	Not applicable / The distributorship has no expiry date i.e. the distributorship will not expire unless terminated by either party.
Bunn-O-Matic Corporation	Authorised distributor in Malaysia	Bunn-O-Matic Corporation has appointed SCC Corporation as its authorised distributor to distribute its products in Malaysia via a letter dated 17 December 2005. No condition was imposed in the said letter.	Not applicable / The distributorship has no expiry date i.e. the distributorship will not expire unless terminated by either party.
San Jamar, Inc	Authorised distributor in Malaysia	San Jamar, Inc has appointed SCC Corporation as its authorised distributor to distribute its products in Malaysia via a letter dated 17 December 2005. No condition was imposed in the said letter.	Not applicable / The distributorship has no expiry date i.e. the distributorship will not expire unless terminated by either party.
Blendtec Inc.	Authorised dealer for Malaysia	Blendtec Inc. has appointed SCC Corporation as its authorised distributor to distribute its Blendtec products in Malaysia via a letter dated 20 March 2006. No condition was imposed in the said letter.	Not applicable / The distributorship has no expiry date i.e. the distributorship will not expire unless terminated by either party.

6. BUSINESS OVERVIEW (Cont'd)

Supplier	Type of Distributorship	Salient Terms and Conditions	Status of Compliance Expiry Date of Distributorship
TurboChef Technologies Inc.	Authorised distributor in Malaysia	TurboChef Technologies Inc. has appointed SCC Corporation as its authorised distributor to distribute its products in Malaysia via a letter dated 25 January 2007. No condition was imposed in the said letter.	Not applicable / The distributorship has no expiry date i.e. the distributorship will not expire unless terminated by either party.
Gold Medal ® Products Co.	Authorised distributor in Malaysia	Gold Medal ® Products Co. has appointed SCC Corporation as its authorised distributor to distribute its products in Malaysia for over twenty (20) years as confirmed via a letter dated 1 April 2010. No condition was mentioned in the said letter.	Not applicable / The distributorship has no expiry date i.e. the distributorship will not expire unless terminated by either party.

6.8.3 Major Suppliers

AHPD

Our major suppliers for AHPD (i.e. those who contributed 10% or more of AHPD's total purchases) for the past three (3) FYE 31 December 2009 are as follows:

Supplier	← FYE 31 December →			Approximate Length of relationship (years)
	2007	2008	2009	
	Percentage of AHPD Total Purchases (%)			
Total Purchases for AHPD (RM'000)	5,396	7,508	7,152	
Anitox Corporation	70.0	65.8	62.5	26
Hyun Young International Co. Ltd.	23.5	21.9	21.5	5
EZ-Feeds Company	1.8	7.6	10.3	12
Total no. of AHPD suppliers	13	10	8	

We are dependent on Anitox Corporation for our AHPD products, whereby more than 60% of our total AHPD purchases for the past three (3) FYE 31 December 2007 to 2009 were from Anitox Corporation. However, we have a good business relationship with Anitox Corporation for whom we are the exclusive distributor in Malaysia and Brunei and whom we have been dealing with for approximately 26 years.

6. BUSINESS OVERVIEW (Cont'd)

Our total number of AHPD suppliers has been declining for the past three (3) FYE 31 December 2007 to 2009 as we are more selective in our choice of suppliers to ensure that our AHPD product offering meet the quality and expectations of our customers. With this in mind, we constantly identify and diversify our major AHPD supplier base and establish good business relationships with other suppliers to mitigate the dependency on our major suppliers as mentioned in Section 4.1.1(iii) of this Prospectus.

FSED

Our major suppliers for FSED (i.e. those who contributed 10% or more of FSED's total purchases) for the past three (3) FYE 31 December 2009 are as follows:

Supplier	FYE 31 December			Approximate Length of relationship (years)
	2007	2008	2009	
	Percentage of FSED Total Purchases (%)			
Total Purchases for FSED (RM'000)	11,164	13,107	9,609	
Henny Penny Corporation [^]	12.3	24.1	17.1	32
Gold Medal @ Products Co. [^]	22.3	17.8	24.2	22
Total no. of FSED suppliers	65	74	68	

Note:

[^] Purchases from and payments to these suppliers are either made directly by ourselves or indirectly through Feco International Co. ("Feco"), a USA based company who is principally involved in the export of food service equipment and supplies. We have been dealing with Feco for more than thirty (30) years who assists us in the following areas in USA:

- Receipt of goods from suppliers;
- Consolidation of orders and shipment of goods to us;
- Payment on our behalf to suppliers; and
- Follow-up action on warranty claims.

By engaging Feco, who acts as a one-stop centre provider, these suppliers need only to deal with one (1) party for most of the time.

We are not overly dependent on any single FSED supplier as our Group keeps a diversified FSED supplier base and we have established good working relationships with all our suppliers.

6. BUSINESS OVERVIEW (Cont'd)

6.9 MAJOR LICENCES, PERMITS AND REGISTRATIONS

The major licences, permits and registrations of our Group together with the conditions attached and status of compliance are as follows:

Company	Approving Authority	Type of Licence/ Permit/ Registration (Including Licence or Certificate No.)	Issue Date/ Validity Period	Salient Conditions	Status of Compliance
Anitox Malaysia	Pengarah Kesihatan Wilayah Persekutuan	B- Licence under Poisons Act 1952 for safe storage of Class C poison products and flammable products (Certificate No. 024324)	01.01.2010/ 01.01.2010 - 31.12.2010	Subject to Ministry of Health (Pharmaceutical Department) yearly audit approval	Complied
Anitox Malaysia	Majlis Bandaraya Shah Alam	Store Licence (Licence No. MBSA/LSP/LS/600-3/1/3565)	16.12.2009/ 01.01.2010 - 31.12.2010	License for warehouse bearing the address 89, Jalan Pendamar 27/90, Seksyen 27, 40400 Shah Alam and is subject to renewal on a yearly basis	Complied
Anitox Malaysia	Majlis Bandaraya Shah Alam	Store Licence (Licence No. MBSA/LSP/LS/600-3/1/1870)	16.12.2009/ 01.01.2010 - 31.12.2010	Licence for warehouse bearing the address 93, Jalan Pendamar 27/90, Seksyen 27, 40400 Shah Alam and is subject to renewal on a yearly basis	Complied
SCC Corporation	Majlis Bandaraya Shah Alam	Store Licence (Licence No. MBSA/LSP/LS/600-3/1/3752)	04.11.2009/ 01.01.2010 - 31.12.2010	License for warehouse bearing the address 58, Jalan Kapar 27/89 Seksyen 27, 40400 Shah Alam and is subject to renewal on a yearly basis	Complied
SCC Corporation	Majlis Bandaraya Shah Alam	Store Licence (Licence No. MBSA/LSP/LS/600-3/1/3753)	03.11.2009/ 01.01.2010 - 31.12.2010	Licence for warehouse bearing the address 67, Jalan Pendamar 27/90, Seksyen 27, 40400 Shah Alam and is subject to renewal on a yearly basis	Complied
SCC Corporation	Dewan Bandaraya Kuala Lumpur	Store Licence (Licence No. 447476)	17.12.2009/ 01.01.2010 - 31.12.2010	License for warehouse bearing the address 19, Jalan Hujan, OUG, Kuala Lumpur and is subject to renewal on a yearly basis	Complied

6. BUSINESS OVERVIEW (Cont'd)

Company	Approving Authority	Type of Licence/ Permit/ Registration (Including Licence or Certificate No.)	Issue Date/ Validity Period	Sainen Conditions	Status of Compliance
SCC Corporation	Dewan Bandaraya Kuala Lumpur	Store Licence (Licence No. 3104/1998)	17.12.2009/ 01.01.2010 - 31.12.2010	License for showroom bearing the address 15, Jalan Hujan, OUG, 58200 Kuala Lumpur and is subject to renewal on a yearly basis	Complied
SCC Corporation	Dewan Bandaraya Kuala Lumpur	Store Licence (Licence No. 0779/03/2004)	17.12.2009/ 01.01.2010 - 31.12.2010	License for showroom bearing the address 11, Jalan Hujan, OUG, 58200 Kuala Lumpur and is subject to renewal on a yearly basis	Complied
SCC Corporation	Majlis Bandaraya Shah Alam	Store Licence and Signboard Licence (Licence No. MBSA/LSP/LS/3.4/C/196-99)	16.12.2009/ 01.01.2010 - 31.12.2010	License for warehouse bearing the address 91, Jalan Pendamar 27/90, Seksyen 27, 40400 Shah Alam and is subject to renewal on a yearly basis	Complied

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6. BUSINESS OVERVIEW (Cont'd)

6.10 INTELLECTUAL PROPERTY RIGHTS

Our Group has registered the following trademarks in Malaysia:

Trademark Logo	Registrant	Trademark No. (Class No.)	Description	Validity Period
"速美特素" NEO SUMITASE	SCC Corporation	M/83626 (Class 31)	Agricultural, horticultural and forestry products and grains not included in other classes; living animals; fresh fruits and vegetables; seeds; live plants and flowers; foodstuffs for animals malt	10.09.1979 - 10.09.2010
Sumitoferm	SCC Corporation	M/83627 (Class 31)	Agricultural, horticultural and forestry products and grains not included in other classes; living animals; fresh fruits and vegetables; seeds; live plants and flowers; foodstuffs for animals malt	10.09.1979 - 10.09.2010
	SCC Corporation	84/02369 (Class 5)	Pharmaceutical, veterinary and sanitary substances; children's and invalids' foods; plasters; material for bandaging; material for stopping teeth, dental wax; disinfectants; preparations for killing weeds and destroying vermin	18.01.1988 - 22.05.2015
ONA*	SCC Corporation	88/05515 (Class 3)	Bleaching preparations and other substances for laundry use; cleaning, polishing, scouring and abrasive preparations; soaps, perfumery, essential oils, cosmetics, hair lotions; dentifrices	18.10.1988 - 19.10.2019
	SCC Corporation	02011884 (Class 43)	Services for providing food and drink; temporary accommodation	25.09.2002 - 25.05.2012
	SCC Corporation	03008298 (Class 16) [#]	Paper and Paper Articles, Cardboard and cardboard articles, printed matter; newspapers and periodicals, books, book-binding materials; photographs; stationery, adhesives materials (stationery); artists' materials, print brushes; typewriters and office requesters (other than furniture), instructional and teaching material (other than apparatus); (printer) type and clichés (stereotype)	07.07.2003 - 07.07.2013

6. BUSINESS OVERVIEW (Cont'd)

Trademark Logo	Registrant	Trademark No. (Class No)	Description	Validity Period
	SCC Corporation	04009712 (Class 43)	Services for providing food and drink; temporary accommodation	13.07.2004 - 13.07.2014

Notes:

- * *Abbreviation for 'Odour Neutralising Agent', a product which we had previously distributed*
- # *SCC Corporation had registered this particular trademark in anticipation of dealing in paper cutlery products e.g. paper plates for the F&B industry. To date, we have not commenced trading of this particular product.*

Most of our trademark applications were made and registered between the late 1970s and early 2000s when we had intentions of carrying out manufacturing activities to produce our own 'SCC' brand of AHPD and FSED products. However, this has not materialised to date as suitable business opportunities have not as yet presented themselves.

6. BUSINESS OVERVIEW (Cont'd)

6.11 DEPENDENCY ON PATENTS, INTELLECTUAL RIGHTS, LICENSES, INDUSTRIAL, COMMERCIAL OR FINANCIAL CONTRACTS

6.11.1 Dependency on Patents and Intellectual Rights

Save as disclosed in Section 6.10 of this Prospectus, our Group is not dependent on any patents or intellectual property rights for our business operations.

6.11.2 Dependency on Major Licenses

Save as disclosed in Section 6.9 of this Prospectus, our Group is not dependent on any major licenses, permits or registrations for our business operations.

6.11.3 Dependency on Industrial, Commercial and Financial Contracts

Save as disclosed in Section 6.8.2 of this Prospectus, our Group is not dependent on any material contracts or agreements including industrial, commercial and financial which are material to our business or profitability.

6. BUSINESS OVERVIEW (Cont'd)

6.12 PROPERTY, PLANT AND EQUIPMENT

6.12.1 Own Properties

As at the LPD, we own the following properties as set out below:

Registered Owner	Title/Address	Description/Existing Use	Tenure	Encumbrances	Land/Gross Built-Up Area (Sq. Ft.)	Audited NBV As At 31/12/2009 (RM'000)
Anitox Malaysia	H.S.(D) 76856, PT No. 9383, Mukim Petaling, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan / 15 & 15A, Jalan Hujan Taman Overseas Union 58200 Kuala Lumpur	2 storey intermediate terrace shoplot/ Company office	Freehold	Charged to United Overseas Bank (Malaysia) Bhd	1,600/3,200	340
Anitox Malaysia	H.S.(D) 29431, PT No. 4782, Mukim Damansara, Daerah Petaling, Negeri Selangor Darul Ehsan / No 93, Jalan Pendarmar 27/90 Seksyen 27, 40400 Shah Alam	1½ storey corner terrace factory/lot/ Company warehouse	Freehold	Charged to Hong Leong Bank Berhad	9,430/5,835	887
Anitox Malaysia	H.S.(D) 29391, PT No. 4742, Mukim Damansara, Daerah Petaling, Negeri Selangor Darul Ehsan / No 138, Jalan Kapar 27/89 Seksyen 27, 40400 Shah Alam	3-storey intermediate terrace industrial showroom/ Leased to 3 rd party	Freehold	Charged to Hong Leong Bank Berhad	4,680/6,383	414
SCC Corporation	H.S.(D) 29390, PT No. 4741, Mukim Damansara, Daerah Petaling, Negeri Selangor Darul Ehsan / No 140, Jalan Kapar 27/89 Seksyen 27, 40400 Shah Alam	3-storey intermediate terrace industrial showroom/ Leased to 3 rd party	Freehold	Charged to Hong Leong Bank Berhad	4,680/6,383	399

6. BUSINESS OVERVIEW (Cont'd)

Registered Owner	Title/Address	Description/ Existing Use	Tenure	Encumbrances	Land/Gross Built Up Area (Sq Ft)	Audited NY AS At 31/12/2009 (RM'000)
SCC Corporation	H.S.(D) 29472, PT No. 4823, Mukim Damansara, Daerah Petaling, Negeri Selangor Darul Ehsan / 58, Jalan Kapar 27/89, Seksyen 27 40400 Shah Alam	1 ½ storey intermediate terrace factorylot/ Company warehouse	Freehold	Charged to Hong Leong Bank Berhad	4,680/3,888	451
SCC Corporation	H.S.(D) 29474, PT No. 4825, Mukim Damansara, Daerah Petaling, Negeri Selangor Darul Ehsan / 54, Jalan Kapar 27/89, Seksyen 27 40400 Shah Alam	1 ½ storey intermediate terrace factorylot/ Leased to 3 rd party	Freehold	Charged to Hong Leong Bank Berhad	4,680/3,888	451
SCC Corporation	H.S.(D) 29432, PT No. 4783, Mukim Damansara, Daerah Petaling, Negeri Selangor Darul Ehsan / No 91, Jalan Pendamar 27/90 Seksyen 27, 40400 Shah Alam	1 ½ storey intermediate terrace factorylot/ Company warehouse	Freehold	Charged to Hong Leong Bank Berhad	4,680/3,735	327

6.12.2 Rented Properties

In addition, we also rent the following properties for our operations:

Tenant	Landlord	Address	Description/ Existing Use	Renta Period	Yearly Rental (RM)	Land/Gross Built Up Area (Sq Ft)
Anitox Malaysia	McDota (M) Sdn Bhd	No 89, Jalan Pendamar 27/90 Seksyen 27, 40400 Shah Alam	1 ½ storey intermediate terrace factorylot/ Company warehouse	2 years from 01.04.2009 to 31.03.2011	36,000	4,680/3,735
SCC Corporation	Chee Long Sing @ Cher Hwee Seng	No 67, Jalan Pendamar 27/90 Seksyen 27, 40400 Shah Alam	1 ½ storey intermediate terrace factorylot/ Company warehouse	2 years from 01.08.2009 to 31.07.2011	36,000	4,680/3,735

6. BUSINESS OVERVIEW (Cont'd)

Tenant	Landlord	Address	Description/ Existing Use	Rental Period	Yearly Rental (RM)	Land/ Gross Built-Up Area (Sq Ft)
SCC Corporation	Tan Ah Eng	No 19, Jalan Hujan Taman Overseas Union, 58200 Kuala Lumpur	2 storey intermediate terrace shoplot/ Company workshop	5 years from 01.01.2006 to 31.12.2010	36,000	1,600/3,200
SCC Corporation	Eng King Hua	No 21, Jalan Hujan Taman Overseas Union, 58200 Kuala Lumpur	2 storey intermediate terrace shoplot/ Company office	5 years from 01.10.2009 to 30.09.2014	42,000	1,600/3,200
SCC Corporation	Tang Meng Cheah	No 11, Jalan Hujan Taman Overseas Union, 58200 Kuala Lumpur	2 storey intermediate terrace shoplot/ Company office	2 years from 01.08.2009 to 31.07.2011	50,400	1,600/3,200

6.12.3 Regulatory Requirement and Environmental Issue

As at the LPD, our Group believes that we are in compliance in respect of all material regulatory requirements (including the land rules or building regulations) and environmental issues which may materially affect our Group's operations and/or utilisation of assets which include the properties owned and leased by our Group.

Our Directors are also not aware of regulatory requirement or environmental issue which may materially affect our Group's operations and/or utilisation of assets

6.12.4 Interruptions to Business and Operations

We have not experienced any material interruption in business which had a significant effect on our operations during the past twelve (12) months preceding the LPD.

6. BUSINESS OVERVIEW (Cont'd)

6.13 FUTURE PLANS, STRATEGIES AND PROSPECTS**6.13.1 Future Plans and Strategies**

Moving forward, our aim is to become a leading player in the animal health products and food service equipment sectors through our future plans and strategies which we intend to implement within three (3) years from the date of this Prospectus as follows:

(i) Expansion into regional markets

We are poised to further expand our presence in our existing regional markets such as Indonesia and Brunei as well as expand into new regional markets such as Vietnam and Cambodia, for both our animal health products and food service equipment through strategic alliances with the following parties:

- Our existing customers who are also expanding regionally - Currently, our Group is in discussions with some of our existing customers, who are expanding regionally, to supply their overseas ventures in countries such as Vietnam and/or Cambodia; and
- Local distributors in other regional markets to distribute our principals' products - Our Board is of the view that there are similarities in the culture of the regional countries with that of Malaysia. As such, based on our Group's vast experience, our Group is confident of penetrating these new geographical markets through joint ventures with the local distributors and obtaining distributorships for these joint ventures from our principals, the majority of whom our Group has been dealing with for more than twenty (20) years and whom our Group has good business relationships with. With such joint ventures, we can share our expertise and business model, and provide the necessary technical support whilst tapping on the local distributors' existing distribution network. Nonetheless, there is no assurance that our principals will not directly appoint local distributors in these markets. Currently, our Group is exploring with one of our principals to expand our distributorship into Vietnam.

(ii) Expansion into new markets

Currently, our AHPD is mainly targeting the local poultry and swine livestock market. In the near future, we aim to venture into the aquaculture market, which is one of the main contributors of Malaysia's agricultural output. The aquaculture sector is a lucrative and growing sector which presents us with an avenue to increase our market share. According to the Department of Fisheries of Malaysia ("DOF"), aquaculture contributed 268,514 tonnes or 16.2% of total national fishery production in 2007, rising from 207,219 tonnes or 14.6% of total production in 2005. In addition, aquaculture is expected to grow as it presents a substitute method to capture fisheries. The DOF has also proposed aquaculture industrial zones across Malaysia for the culturing of various high-value aquatic species.

We have been conducting several practical tests at a few aquaculture farms to assess the potential of promoting one of our AHPD products to combat some of the common problems in aquaculture farming e.g. high nutrient murky water, fish suffocation and algae proliferation. Pending the successful outcome of the tests, we aim to venture into the aquaculture market by the end of the year. However, we anticipate that our venture into the aquaculture market will take time as efforts will have to be spent to increase the awareness of aquaculture farmers on the benefits of the AHPD product.

6. BUSINESS OVERVIEW *(Cont'd)*

(iii) Introduction of new programmes and products

We are in the process of developing a 'green solutions' programme, AMP, with one of our principals as detailed in Section 6.6.2 of this Prospectus. This programme focuses on achieving greater benefits for our feed mill customers as illustrated in Section 6.6.2. We believe that we would be well positioned to further grow our AHPD business given the potential of this programme. Currently, we believe that there is no other direct competitor for our AMP in Malaysia. In addition, we are also targeting to expand our products offering through increasing the number of distributorship rights from existing and new suppliers.

(iv) Establishment of a facility centre for our programme development initiatives

Currently, most of our programme development initiatives are conducted at our customers' farms / feed mills and through collaborations with our principal. Moving forward, we intend to establish our own facility centre at a location to be identified within the Kuala Lumpur or Selangor area. The establishment of a facility centre would enable us to be more independent when performing our programme development initiatives to develop new programmes for our new and existing AHPD customers as well as to improve on existing programmes. As such, the new facility centre will not only assist us in our business expansion but also increase our support level for our AHPD customers, thereby cementing our position as a solutions provider to them, especially those smaller sized farms and feed mills who do not have such facilities.

Our Board believes that having two (2) distinct businesses help to mitigate the business risks of a particular division. Moving forward, we expect the contribution from both divisions to not significantly differ from the 2009 GP contribution of 50.1% and 49.9% by our AHPD and FSED respectively in the short term given the prospects for both divisions as summarised in Section 6.13.2 below. In the medium to longer term, our Board anticipates that AHPD will contribute more to our Group's profitability due to greater health awareness as well as the global trend towards non-antibiotic feed additives as indicated in Section 14 – The Executive Summary of the IMR Report.

6.13.2 Prospects

The Malaysian animal feed additives market faces a bright outlook with an expected CAGR of 5.9% over the next five (5) years to RM270.8 million in 2014, propagated by the growing local livestock production and changing preference of livestock farmers towards the usage of non-antibiotic feed additives. The Malaysian food service equipment market is also expected to grow at a CAGR of 8.3% over the next five (5) years to RM434.5 million in 2014, propagated by the growth of full service restaurants and quick service restaurants as well as product expansion by hypermarkets and departmental stores to include more prepared foods for shoppers' convenience.

(Source: IMR Report by Protégé Associates)

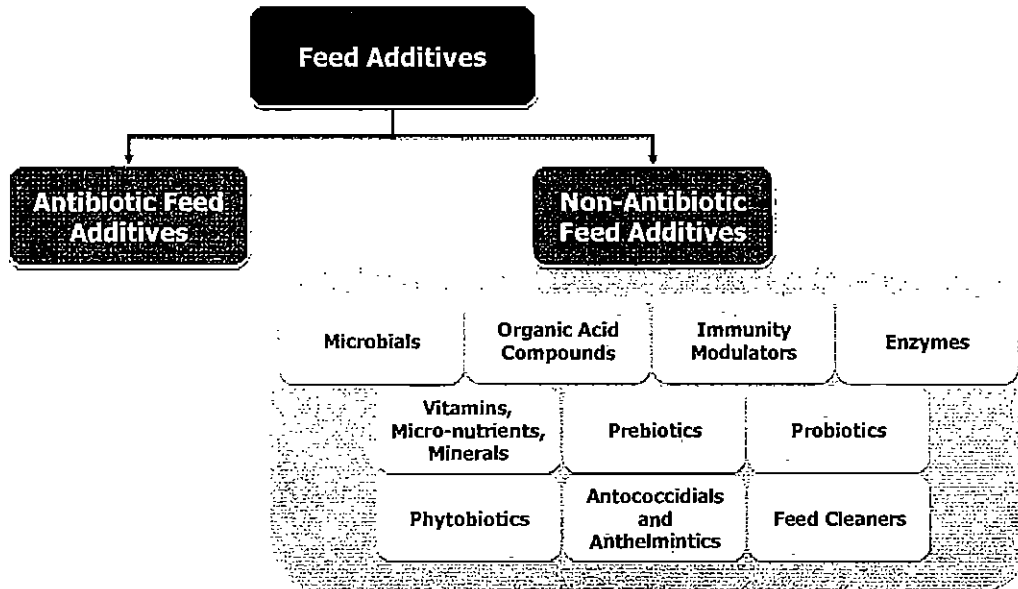
Based on the above industries outlook and our future plans and strategies as well as our competitive strengths as outlined in Section 6.3 of this Prospectus, our Board is of the view that we are well positioned to enjoy positive growth in the foreseeable future and be able to provide a meaningful return to our stakeholders. Whilst we recognise the existence of market challenges in the industry and the various risk factors as outlined in Section 4 of this Prospectus, we are committed to our business and our growth strategies which have been put in place to propel us to be a leading player in the animal health products and food service equipment sectors.

7. INDUSTRY OVERVIEW

7.1 ANIMAL FEED ADDITIVES MARKET

7.1.1 Overview of the Industry in Malaysia

Feed additives are substances added in small or micro quantities to macronutrients of animal feed to provide specific health or nutrition effects in a concentrated manner and can be categorised as follows:



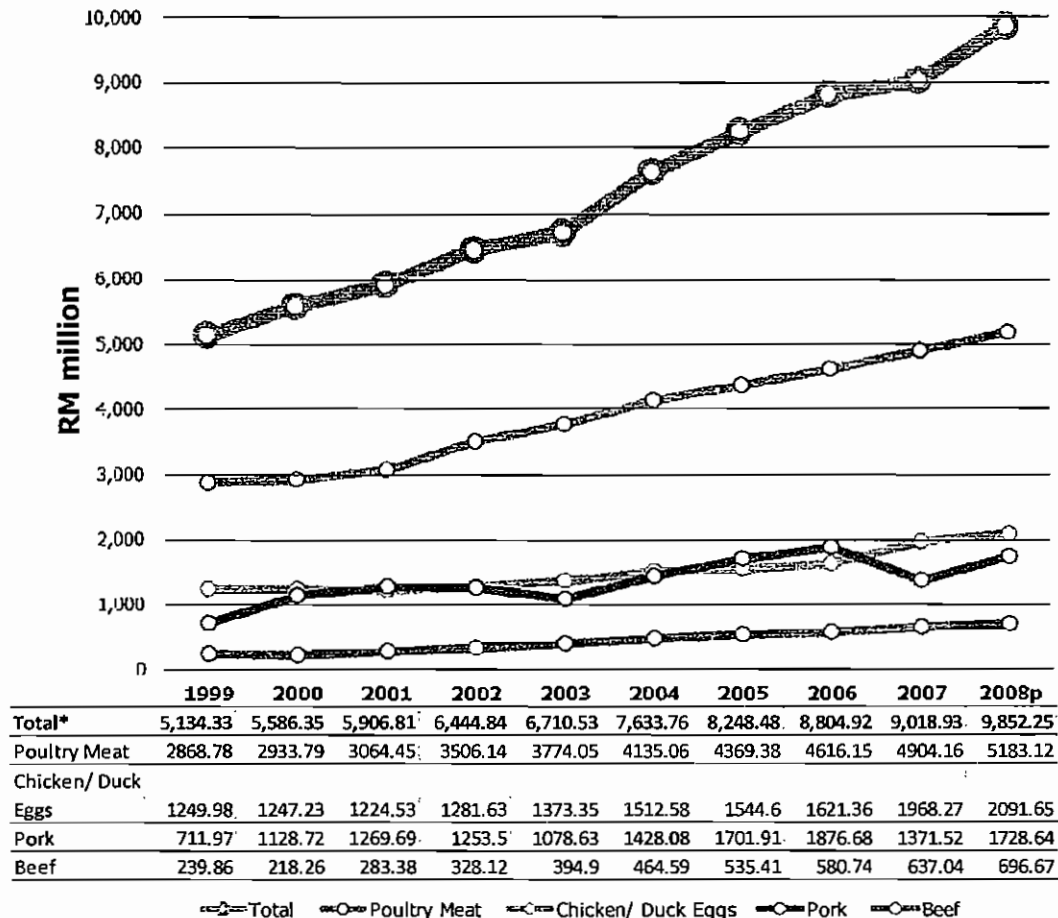
Feed additives are crucial in ensuring the health of farmed livestock. Apart from safekeeping feed from harmful parasites, pollutants and mould, an optimal mix of feed additives into macronutrients plays an increasingly important role in guaranteeing the health and growth of livestock.

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7. INDUSTRY OVERVIEW (Cont'd)

Thus, the growth of the animal feed additives market is driven by the growth of the livestock market, primarily poultry livestock which accounted for 74% of the livestock industry value in 2008 as depicted below:

Production Value of Major Livestock Commodities in Malaysia, 1999-2008



Notes:

^p Projection

* Total includes total value of above as well as other livestock commodities

(Source: Department of Veterinary Sciences of Malaysia ("DVS"), Protégé Associates)

In Malaysia, the practice of using feed additives for the improvement of health and nutrition in livestock is well-cultured, having been used for over fifty (50) years. Globally, the phasing out of antibiotics feed additives has commenced in more developed countries, with meaningful strides made through the complete ban of antibiotics usage as growth promotants by the EU region in 2006. Malaysia is trending the same way, although at a lagged pace due to amongst others, the higher cost of non-antibiotic feed additives, low awareness of their benefits and lack of regulations to register and control feed additives used in the livestock industry.

7. INDUSTRY OVERVIEW (Cont'd)

Nonetheless, non-antibiotic feed additives are gaining favour due to its cleaner and greener impact on animals, the environment and food safety. Current environmental, animal welfare and health concerns related to antibiotic feed additives have accelerated the development and adoption of non-antibiotic feed additives.

(Source: IMR Report by Protégé Associates)

7.1.2 Industry Players and Competition

The Malaysian animal feed additives market is highly competitive with between 50 and 60 market players comprising of manufacturers, distributors and local subsidiaries of global market players. Many of these market players also manufacture / distribute animal health products other than feed additives such as veterinary pharmaceuticals, environment management products and vaccines. In addition, there is heavy overlap between market players distributing antibiotic and non-antibiotic feed additives, i.e. the majority distribute both types with only a handful focusing on either type of feed additives.

(Source: IMR Report by Protégé Associates)

7.1.3 Market Share Analysis

The non-antibiotics feed additives market is estimated to value at RM94.1 million in 2009, of which our Group's AHPD is estimated to have a market share of approximately 16.9%. Based on our market share, we are among the top ten (10) companies involved in the distribution of feed additives in Malaysia.

(Source: IMR Report by Protégé Associates)

7.1.4 Government Laws and Regulations

(i) Feed Act 2009

The Feed Act 2009 came into effect on 1 January 2010. The purpose of the Act is to regulate feed quality by controlling the manufacture, import, sale and use of animal feed and feed additives as a means to ensure that animal welfare is preserved, and resulting animal products are not contaminated so that they are safe for human consumption. Under the Feed Act 2009, a Feed Board is to be established, and shall be chaired by the Director of the DVS. At present, the Feed Board has yet to be formed and no licence under the Feed Act 2009 has been issued.

(ii) Feed Regulations 1985

The Food Regulations 1985 is aimed at ensuring the safety of food sold to consumers and the ethical sale of food to consumers. Under the Act, no person shall import, sell, expose or offer for sale or delivery, any food intended for human consumption which contains drug residues greater than the amount as set out by the Act. Drugs include all substances used internally or externally for therapeutic, prophylactic or growth promotion purposes or for modification of physiological function or behaviour in animals, including antibiotics.

(Source: IMR Report by Protégé Associates)

7. INDUSTRY OVERVIEW (*Cont'd*)

7.1.5 Demand Conditions

7.1.5.1 Factors Driving Demand for Animal Feed Additives

- (i) Growing local livestock production to fulfil local demand which has been mainly spurred by the increasing consumption of meat and dairy products in the dietary habit of Malaysians as well as continuing population growth in the country.
- (ii) Changing preference towards non-antibiotic feed additives due amongst others to health and food safety awareness, global regulatory trends, proactive change by local producers and local regulatory pressure.
- (iii) Potential for scientific advancement in non-antibiotic feed additives which perpetuate a need for farmers to constantly replace and upgrade the feed additives used to better and higher-value products.

7.1.5.2 Factors Restraining Demand for Animal Feed Additives

- (i) Small export market for local livestock products. However, Malaysia's livestock industry caters mainly to domestic demand and does not focus on export activities.
- (ii) Persistent use on antibiotic feed additives due to lack of environmental or animal welfare concern, low awareness on value of non-antibiotic feed additives and rising production costs.
- (iii) Disease outbreaks affecting the livestock industry.

(Source: IMR Report by Protégé Associates)

7.1.6 Supply Conditions

The feed additives used by Malaysian livestock farmers comprise a combination of locally developed and imported products. Non-antibiotic feed additives are commonly imported from countries such as the USA, Canada and the EU region due to greater scientific advancement in these economies concerning the development and use of cleaner and greener feed additives. Local development of non-antibiotic feed additives is limited but not non-existent.

(Source: IMR Report by Protégé Associates)

7.1.7 Substitute Products

There is substitution between antibiotic and non-antibiotic, and also competition within each category, but there are no substitutes to animal feed additives as a whole category.

(Source: IMR Report by Protégé Associates)

7. INDUSTRY OVERVIEW *(Cont'd)*

7.1.8 Reliance and Vulnerability to Imports

The Malaysian animal feed additives market features many imported products, which are either distributed by local distributors or local subsidiaries of global market players.

(Source: IMR Report by Protégé Associates)

7.1.9 Future Growth, Prospects and Outlook of the Industry

The Malaysian animal feed additives market faces a bright outlook moving forward, with steady growth likely to eventuate in tandem with trends of steady growth within Malaysia's livestock industry. It is also expected to expand at a slightly accelerating pace moving forward as livestock farmers gradually switch to the use of higher-value non-antibiotic feed additives from antibiotics feed additives. Malaysia's animal feed additives market is expected to grow at a CAGR of 5.9% over the next five (5) years to value at RM270.8 million in 2014. Growth within the market will be propagated by a number of key market drivers including:

- Growing local livestock production to fulfil local and export demand;
- Potential for scientific advancement in non-antibiotic feed additives; and
- Changing preference towards usage of non-antibiotic feed additives.

(Source: IMR Report by Protégé Associates)

7.2 FOOD SERVICE EQUIPMENT MARKET

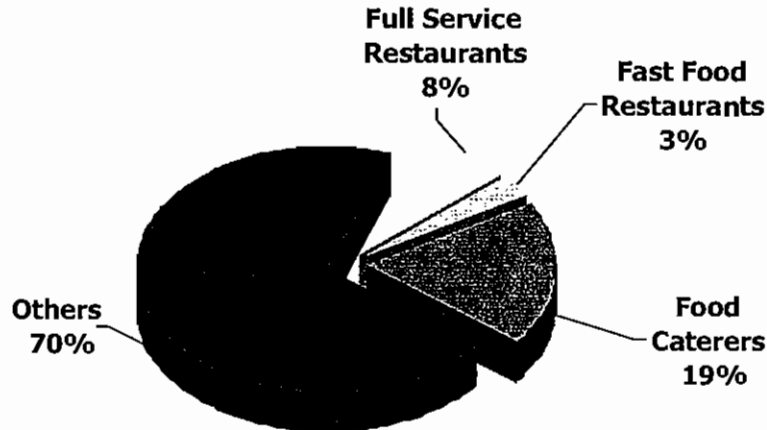
7.2.1 Overview of the Industry in Malaysia

Food service equipment includes all industrial-grade equipment used to aid the final preparation and delivery of meals to customers, usually at food service outlets. This equipment include hot cooking equipment such as industrial gas stoves and cooker hoods, rotisseries, grills, fryers, coffee makers, popcorn machines, and cold food service equipment such as freezers, refrigerators, salad counters and drinks dispenses. Food service equipment are highly specialised for application in large kitchens and are suited for the use of restaurants, cafés, fast food joints and other food service providers. The local food service equipment market derives its demand mainly from the demand of Malaysia's food market, specifically the food service market.

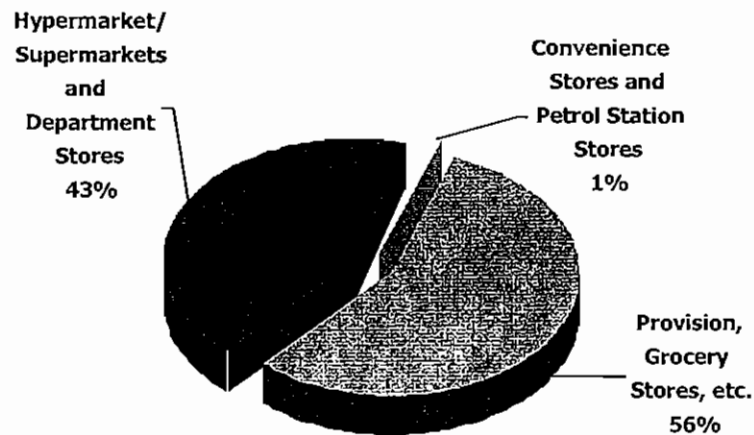
The Malaysian food service market was estimated to be worth over USD5 billion in 2008, with growth estimated to average around 7%-8% p.a. over the five (5) years preceding 2008. The food service market caters to the 28 million Malaysians as well as a large transient population of tourists and business travellers of almost 21 million people annually. A combination of a more hectic lifestyle and higher spending power has positively impacted the food service market and this trend is expected to be sustained moving forward.

7. INDUSTRY OVERVIEW (Cont'd)

The structure of the Malaysian food service market in 2007 is depicted below:



The demand for the local food service equipment market is also driven by the food retail market as it has become increasingly common for retail outlets, typically larger supermarkets and hypermarkets to offer a full range of fully prepared foods to consumers. The Malaysian food retail market is a huge and booming market that is estimated to be worth approximately USD10 billion in 2008, with growth estimated to average around 6%-7% p.a. over the five (5) years preceding 2008. The food retail market has accelerated in tandem with the growing affluence of the country's population as well as increasing sophistication and modernisation of local's lifestyles. The structure of the Malaysian food retail market in 2007 is depicted below:



(Source: IMR Report by Protégé Associates)

7. INDUSTRY OVERVIEW *(Cont'd)*

7.2.2 Industry Players and Competition

The estimated number of players in the Malaysian food service equipment market ranges from 20 to 25, which comprises of manufacturers and distributors. Key local manufacturers include MSM Equipment Manufacturer Sdn Bhd and CKE Holdings Sdn Bhd whilst key distributors include NKR Continental Sdn Bhd, Ultimate Circle Sdn Bhd, SCC Corporation, F&B Equipment Sdn Bhd, Crafs Equipment Malaysia Sdn Bhd, Hocatsu (M) Sdn Bhd, Simplex Sdn Bhd, F&B Facilities Sdn Bhd, Catering Equipment Services Sdn Bhd, Hussman Tempcool (M) Sdn Bhd, CA Impact (M) Sdn Bhd and Allied Food Service Equipment Sdn Bhd.

(Source: IMR Report by Protégé Associates)

7.2.3 Market Share Analysis

The food service equipment market is estimated to value at RM291.7 million in 2009, of which our Group's FSED is estimated to have a market share of approximately 6.2%. Based on our market share, we are among the top ten (10) companies involved in the distribution of food service equipment in Malaysia.

(Source: IMR Report by Protégé Associates)

7.2.4 Government Laws and Regulations

There are no key government regulations specifically pertinent to food service equipment.

(Source: IMR Report by Protégé Associates)

7.2.5 Demand Conditions

7.2.5.1 Food Service Market

The demand for food service equipment is directly impacted by the following:

- (i) Rapid growth of full service restaurants and quick service restaurants ("QSR"), who are perennial users of industrial-grade cooking and food preparation equipment, through organic growth, introduction of new food service brands, the evolution of food outlets such as old-style coffee shops into full service restaurants and franchising.
- (ii) Increased usage of equipment leading to increased wear-and-tear. This necessitates direct replacement of parts and equipment.
- (iii) Upgrading of kitchen equipment to increase cooking efficiency as a means to cope with greater traffic and/or to improve food quality.

7.2.5.2 Food Retail Market

The growing popularity of hypermarkets and supermarkets as the food retail outlet of choice among Malaysian consumers will likely drive demand for in-house prepared foods, which is in turn expected to drive demand for food service equipment.

(Source: IMR Report by Protégé Associates)

7. INDUSTRY OVERVIEW *(Cont'd)*

7.2.6 Supply Conditions

The local manufacturers develop and manufacture their own proprietary food service equipment, which are distributed through in-house distributors or other distributors to a lesser extent. The local distributors are involved in the distribution of a portfolio of products, which are usually international brands.

(Source: IMR Report by Protégé Associates)

7.2.7 Substitute Products

There are no good substitutes for food service equipment.

(Source: IMR Report by Protégé Associates)

7.2.8 Reliance and Vulnerability to Imports

The Malaysian food service equipment market features many imported products, distributed by local or multinational distributors. There are only a few local manufacturers, notably MSM Equipment Manufacturer Sdn Bhd and CKE Holdings Sdn Bhd.

(Source: IMR Report by Protégé Associates)

7.2.9 Future Growth, Prospects and Outlook of the Industry

The sustained strength of domestic demand in the country following the global economic downturn – a trend prevalent in the wider Southeast Asian region – has an important positive bearing on consumer food expenditure. Along with the continued increase in consumer income and the necessity of food to human life sustenance, strong domestic demand has buoyed the Malaysian food market. These factors are also set to continue contributing to the growth of the full-service restaurant and QSR segments within the food service market. The strength of these two (2) segments is evidenced by the continued growth of international QSR presence in the country and burgeoning of home-grown full-service restaurant chains.

The food retail market is also blurring the lines between food service and food retailing. Larger food retail establishments, including hypermarkets and supermarkets are expanding their offering to include more prepared foods for the convenience of shoppers.

These trends within the food service and food retail markets point towards growth in demand for food service equipment in Malaysia. Based on the above, the Malaysian food service equipment market is expected to grow at a CAGR of 8.3% over the next five (5) years to value at RM434.5 million in 2014.

(Source: IMR Report by Protégé Associates)

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL

8.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

8.1.1 Shareholdings

The shareholdings of our Promoters and/or substantial shareholders in our Company before and after our Public Issue are as follows:

Name	Nationality	Before Public Issue			After Public Issue		
		Direct No. of Shares held	Indirect No. of Shares held	% held	Direct No. of Shares held	Indirect No. of Shares held	% held
Promoters and substantial shareholders							
Chee Long Sing @ Cher Hwee Seng	Malaysian	9,299,016	42,421 ⁽¹⁾	29.39	9,299,016	42,421 ⁽¹⁾	21.75
Cher Sew Seng	Malaysian	5,878,136	-	18.58	5,878,136	125,000 ⁽²⁾	13.75
Goh Ah Heng @ Goh Keng Chin	Malaysian	4,078,923	-	12.89	4,078,923	-	9.54
Substantial shareholders							
Soh Kian Teck ⁽³⁾	Malaysian	1,782,284	-	5.63	1,782,284	-	4.17
Tee Meng Hock ⁽³⁾	Malaysian	1,590,113	-	5.03	1,590,113	-	3.72
Ong Gee Leng ⁽³⁾	Malaysian	1,943,471	-	6.14	1,943,471	-	4.55

Notes:

[^] Assuming all the pink form allocations are fully subscribed by our eligible employees

(1) Deemed interest by virtue of his direct shareholdings in Kumsan Enterprises (M) Sdn Bhd, pursuant to Section 6A of the Act. Please refer to Sections 8.2.3 and 8.4.3 for details of his interests in Kumsan Enterprises (M) Sdn Bhd

(2) Deemed interest by virtue of his spouse, Sim Ah Choon's direct shareholdings in SCC Holdings, assuming she fully subscribes for her pink form allocation

(3) Ceases to be a substantial shareholder after our Public Issue

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.1.2 Profile

Chee Long Sing @ Cher Hwee Seng (“Ben Cher”), Malaysian, aged 66
Co-founder and Executive Chairman

Mr Ben Cher was appointed to our Board on 17 April 2000 and was appointed as our Executive Chairman on 1 April 2010. Mr Ben Cher is responsible for our Group’s business development activities. He obtained his LCCI Certificate from Batu Pahat English School in 1964. Upon graduation, he joined Lian Yea Enterprise Sdn Bhd as an Accounts Executive. In 1967, he left the company and joined Malaya Pharmacy Sdn Bhd as a Sales Executive. In 1971, he left the company and co-founded a partnership, Cheong Cheng Trading Co. in 1972, which was engaged in the provision of animal health products. In 1974, a private limited company, Syarikat Chang Cheng (M) Sdn Bhd, was formed to take over the business, which subsequently changed its name to SCC Corporation. He was appointed as the Managing Director in 1974 before being appointed to Executive Chairman in 1988. Mr Ben Cher has more than 32 years of experience in the animal health products and food service equipment industries. He is the older brother of Mr Francis Cher and is the father of Mr Adam Cher.

Cher Sew Seng (“Francis Cher”), Malaysian, aged 60
Co-founder and Managing Director

Mr Francis Cher was appointed to our Board on 17 April 2000 and was appointed as our Managing Director on 1 April 2010. Mr Francis Cher is responsible for the overall business strategies and management of our Group. He obtained his Sijil Tinggi Pelajaran Malaysia in 1971. Upon graduation, he joined Cheong Cheng Trading Co. as a Sales Executive in 1972. In 1974, a private limited company, Syarikat Chang Cheng (M) Sdn Bhd, was formed to take over the business, which subsequently changed its name to SCC Corporation. He was appointed as a Director in 1976 before being appointed to Managing Director in 1988. Mr Francis Cher has more than 32 years of experience in the animal health products and food service equipment industries. He is the younger brother of Mr Ben Cher and is the spouse of Sim Ah Choon.

Goh Ah Heng @ Goh Keng Chin, Malaysian, aged 64
Co-founder and Executive Director

Mr Goh was appointed to our Board on 1 April 2010 and is our Executive Director. Mr Goh is responsible for the sales, marketing and overall management of our AHPD. He obtained his Senior Middle Three Certificate from Chong Hwa High School (S.B.R.), Batu Pahat in 1965 and Pitman Book-Keeping Certificate from Coronation High School in 1967. Upon graduation, he joined Bian Seng Rubber Co. Ltd as an Accounts Executive in 1968. In 1971, he left the company and co-founded Cheong Cheng Trading Co. in 1972. In 1974, a private limited company, Syarikat Chang Cheng (M) Sdn Bhd, was formed to take over the business, which subsequently changed its name to SCC Corporation. Mr Goh was appointed as a Director in 1976 before being appointed to Sales Director in 1982. Mr Goh has more than 32 years of experience in the animal health products and food service equipment industries. He is the older brother of Mr Frankie Goh.

Soh Kian Teck, Malaysian, aged 62
Executive Director and Senior Accounts Manager

Mr Soh was appointed to our Board on 1 April 2010 and is our Executive Director. Mr Soh is responsible for the accounts and financial management of our Group. He obtained his Bachelor of Commerce (Accountancy) from Nanyang University in 1974 and is a member of Malaysian Institute of Accountants and CPA Australia. Upon graduation, he joined Philips (S) Pte Ltd as an Accounts Assistant. In 1978, he left the company and joined SCC Corporation as an Accounts Executive. In 2007, he was promoted to Senior Accounts Manager.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.1.3 Changes in Promoters and Substantial Shareholders' Shareholdings since Incorporation

Save as disclosed below, there has been no change in the shareholdings of our Promoters and/or substantial shareholders in our Company since incorporation up to the date of this Prospectus:

Name	Date of Acquisition/Disposal	Direct		Indirect	
		No. of Shares Acquired (Disposd)	Cumulative No. of Shares	No. of Shares Acquired (Disposd)	Cumulative No. of Shares
Promoters and substantial shareholders					
	Chee Long Sing @ Cher Hwee Seng				
	17.04.2000	1 ⁽¹⁾	1	-	-
	17.12.2009	2 ⁽²⁾	2	-	-
	26.03.2010	19,990	19,992	-	-
	24.06.2010	9,279,024	9,299,016	42,421 ⁽³⁾	42,421
Cher Sew Seng					
	17.04.2000	1 ⁽¹⁾	1	-	-
	17.12.2009	2 ⁽²⁾	2	-	-
	26.03.2010	19,990	19,992	-	-
	24.06.2010	5,858,144	5,878,136	-	-
Goh Ah Heng @ Goh Keng Chin					
	24.06.2010	4,078,923	4,078,923	-	-

Notes:

- (1) Subscriber share of RM1.00 each
- (2) Pursuant to subdivision of par value of ordinary shares from RM1.00 to RM0.50
- (3) Deemed interest by virtue of his direct shareholdings in Kumsan Enterprises (M) Sdn Bhd pursuant to Section 6A of the Act. Please refer to Sections 8.2.3 and 8.4.3 for details of his interests in Kumsan Enterprises (M) Sdn Bhd

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.2 BOARD OF DIRECTORS**8.2.1 Profile**

The profile of Chee Long Sing @ Cher Hwee Seng, Cher Sew Seng, Goh Ah Heng @ Goh Keng Chin and Soh Kian Teck are set out in Section 8.1.2 of this Prospectus.

Dato' Ismail Bin Hamzah, Malaysian, aged 64
Independent Non-Executive Director

Dato' Ismail was appointed to our Board on 1 April 2010 and is our Independent Non-Executive Director. Dato' Ismail obtained his Bachelor of Economics (Hons) in Analytical Economics from University of Malaya in 1970. Upon graduation, he joined the Administrative and Diplomatic Service Department of the Malaysian Ministry of Finance as an Assistant Secretary. He has over 30 years of experience in economics and finance which he acquired from his previous key positions held in several Malaysian governmental agencies. Dato' Ismail is also the Independent Non-Executive Director of FCW Holdings Berhad, PDZ Holdings Berhad and GUH Holdings Berhad as well as the Independent Non-Executive Chairman of Engtex Group Berhad.

Dr Choong Tuck Yew, Malaysian, aged 71
Independent Non-Executive Director

Dr Choong was appointed to our Board on 1 April 2010 and is our Independent Non-Executive Director. Dr Choong obtained his Master of Business Administration and Doctor of Commercial Science from Oklahoma City University, USA in 1995 and 1999 respectively. He is a member of Malaysian Institute of Accountants and Malaysian Institute of Certified Public Accountants. He is also a Fellow of CPA Australia, Malaysian Association of the Institute of Chartered Secretaries and Administrators, Malaysian Institute of Taxation, and a Chartered Audit Committee Director of Institute of Internal Auditors, Malaysia. In the early years of his career, he worked as an Accountant in several private companies prior to joining Bank Negara Malaysia in 1968, where he was appointed as the Chief Manager for all branches of Bank Negara Malaysia in 1987. In 1990, he was appointed as the Managing Director of Visia Finance Berhad, a licensed finance company. Dr Choong is also the Independent Non-Executive Chairman of OSK Investment Bank Berhad, Independent Non-Executive Director of OSK-UOB Unit Trust Management Berhad and O&G Equities Berhad, Senior Independent Non-Executive Director of Poh Kong Holdings Berhad and Vice President of Malaysian Institute of Directors.

Dr Goy Hong Boon, Malaysian, aged 38
Independent Non-Executive Director

Dr Goy was appointed to our Board on 1 April 2010 and is our Independent Non-Executive Director. Dr Goy obtained his Bachelor of Business Administration in Management Information System from American Intercontinental University of London in 1992, Master of Business Administration (Finance) from Oklahoma City University, USA in 1994, Doctorate in Business Administration from Northwest University, USA in 2003 and Master of Financial Professional (MFP) Certificate from American Academy of Financial Management in 2003. He has more than 15 years of working experience in the field of equity capital market and information technology sectors. He began his career with Yamachi International Investment Bank as a Corporate Finance Manager in 1995. In 1998, he left the bank and joined TA Securities Berhad as Vice President of Business Development in the Corporate Finance Division. In 2001, he ventured into the information and communication technologies business. He is a Certified Management Consultant from Institute of Management Consultant Malaysia and specialises in the field of information technologies, mergers and acquisitions, corporate restructuring and private equity.

8. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (*Cont'd*)

Cher Lip Chun (“Adam Cher”), Malaysian, aged 34

Alternate Director to Chee Long Sing @ Cher Hwee Seng, Personal Assistant to Executive Chairman and Business Development Manager

Mr Adam Cher was appointed as Alternate Director to Chee Long Sing @ Cher Hwee Seng on 1 April 2010. Mr Adam Cher is responsible for assisting the Executive Chairman in the overall administrative and business development activities of our Group, and attends all Board and management meetings, where possible. He obtained his Bachelor of Business (Marketing/International Business Management) from Charles Sturt University, Australia in 2002. Upon graduation, he joined Kopack Sdn Bhd as a Sales Executive. In 2003, he joined Kumsan Enterprises Sdn Bhd as a Sales Manager, where he was principally involved in the sales of Cold Coded Fluorescent Lamp (CCFL), a new technology of lights for advertisement boards. In 2005, he left the company and joined SCC Corporation as a FSED Assistant Marketing Manager, where he was responsible for the management of FSED’s key customers. In 2008, he was promoted to Personal Assistant to the Executive Chairman and Business Development Manager of the Group, i.e. for both AHPD and FSED. He is the son of Mr Ben Cher.

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8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.2.2 Shareholdings

The shareholdings of our Directors in our Company before and after our Public Issue are as follows:

Name	Before Public Issue			After Public Issue		
	Direct No. of Shares held	% held	Indirect No. of Shares held	Direct No. of Shares held	% held	Indirect No. of Shares held
Chee Long Sing @ Cher Hwee Seng	9,299,016	29.39	42,421 ⁽¹⁾	9,299,016	21.75	42,421 ⁽¹⁾
Cher Sew Seng	5,878,136	18.58	-	5,878,136	13.75	125,000 ⁽²⁾
Goh Ah Heng @ Goh Keng Chin	4,078,923	12.89	-	4,078,923	9.54	-
Soh Kian Teck	1,782,284	5.63	-	1,782,284	4.17	-
Dato' Ismail bin Hamzah	-	-	-	-	-	-
Dr Choong Tuck Yew	-	-	-	-	-	-
Dr Goy Hong Boon	-	-	-	-	-	-
Cher Lip Chun (Alternate Director to Chee Long Sing @ Cher Hwee Seng)	88,340	0.28	-	88,340	0.21	-

Notes:

[^] Assuming all the pink form allocation is fully subscribed by the eligible employees

(1) Deemed interest by virtue of his direct shareholdings in Kumsan Enterprises (M) Sdn Bhd, pursuant to Section 6A of the Act. Please refer to Sections 8.2.3 and 8.4.3 for details of his interests in Kumsan Enterprises (M) Sdn Bhd

(2) Deemed interest by virtue of his spouse, Sim Ah Choon's direct shareholdings in SCC Holdings, assuming she fully subscribes for her pink form allocation

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.2.3 Principal Activities Performed Outside Our Group

Save as disclosed below, none of our Directors has any directorships and/or principal activities performed outside of our Group for the past five (5) years prior to the LPD:

Director	Company	Designation	Date Appointed/ (Resigned)	Principal Activities
Chee Long Sing @ Cher Hwee Seng	McDota (M) Sdn Bhd	Director	03.08.1978	Property and shares holding company
	Kumsan Enterprises (M) Sdn Bhd	Director	29.03.1979	General trading, importers and distributors ⁽¹⁾
	Remarkable Fortune Sdn Bhd	Alternate Director	29.03.1996	Property investment
	Pleasure Ventures Sdn Bhd	Director	29.03.1996	Property investment
	SCC Biotech Sdn Bhd	Director	30.06.2003	General trading, importers and distributors ⁽²⁾
	SCC Food Manufacturing Sdn Bhd (formerly known as Double Vitality Sdn Bhd)	Director	16.10.2009	Dormant
Cher Sew Seng	McDota (M) Sdn Bhd	Director	03.08.1978	Property and shares holding company
	Mayco Sdn Bhd	Director	04.05.1985	Dealing in building materials and civil engineering
	Khasiatek (Malaysia) Sdn Bhd	Director	06.08.1990/ (01.04.2010) ⁽³⁾	Importing and distribution ⁽⁴⁾
	Remarkable Fortune Sdn Bhd	Director	29.03.1996	Property investment
	Pleasure Ventures Sdn Bhd	Alternate Director	29.03.1996	Property investment
	SCC Biotech Sdn Bhd	Director	30.06.2003	General trading, importers and distributors ⁽²⁾
	SCC Food Manufacturing Sdn Bhd (formerly known as Double Vitality Sdn Bhd)	Director	12.11.2007	Dormant
Goh Ah Heng @ Goh Keng Chin	McDota (M) Sdn Bhd	Director	14.04.1980	Property and shares holding company
	Pasti Setia Sdn Bhd	Director	10.09.1996	Dormant

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Director	Company	Designation	Date Appointed/ (Resigned)	Principal Activities
Dato' Ismail Bin Hamzah	SCC Biotech Sdn Bhd	Director	30.06.2003	General trading, importers and distributors ⁽²⁾
	SCC Food Manufacturing Sdn Bhd (formerly known as Double Vitality Sdn Bhd)	Director	12.11.2007	Dormant
	GUH Holdings Berhad	Independent Non-Executive Director	19.12.2001	Manufacture and sales of circuit boards and precision shutters as well as property development and trading of electrical goods and appliances
	FCW Holdings Berhad	Independent Non-Executive Director	01.01.2002	Distribution, trading and leasing of telecommunications equipment and products
	PDZ Holdings Berhad	Independent Non-Executive Director	25.03.2002	Shipping and related services
	Engtex Group Berhad	Independent Non-Executive Chairman	28.02.2003	Manufacture of pipes, bitumen products, hydrants, manhole covers, welded wire mesh and hard drawn wire as well as distribution and wholesale of pipes, valves and fittings, plumbing materials and general hardware products
	TH Group Berhad	Non-Executive Director	28.02.2007	Cultivation of oil palm and cocoa plantations, operation of palm oil mills and timber extraction as well as supply and maintenance of computer hardware and software, project consultancy and money lending services

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Director	Company	Designation	Date Appointed/ (Resigned)	Principal Activities
Dr Choong Tuck Yew	C&C Investigation Services Sdn Bhd	Deputy Chairman	15.02.1996	Private investigation services
	OSK-UOB Unit Trust Management Berhad	Independent Non-Executive Director	01.07.1996	Unit trust management services
	Poh Kong Holdings Berhad	Senior Independent Non-Executive Director	13.01.2004	Manufacturer, dealer, supplier and retailer of jewellery, precious stones and gold ornaments
	OSK Investment Bank Berhad	Independent Non-Executive Chairman	29.01.2007	Investment banking services
	O&G Equities Berhad	Independent Non-Executive Director	05.03.2008	Private equity
Dr Goy Hong Boon	Haggen Harta Sdn Bhd	Director	06.05.1996	Dormant
	Triken Venture (M) Sdn Bhd	Director	25.07.2000	Investment and venture capitalist
	Advanced Intellectual Infonet Sdn Bhd	Director	17.12.2000	Dormant
	Capital Chambers Sdn Bhd	Director	21.10.2003	Dormant
	Barisan Tanjong Sdn Bhd	Director	16.03.2005	Dormant
	Sage Advantage Sdn Bhd	Director	20.12.2005	General investment property construction trading, holding, and
	Mobile-News Sdn Bhd	Director	04.01.2006	Dormant

Notes:

- (1) The company was principally involved in the trading of amongst others, lights, table wares and canned drinks from 1988 until 2005. Since the cessation of its trading activities, the Company has been principally involved in property and share investment. The company will update its principal activities as property and share investment in the next annual return to CCM. In addition, the company is also involved in the trading of waffle mix.
- (2) The company was involved in the trading of human healthcare products, i.e. Lampe Berger products, and has ceased trading activities since 1 April 2009.
- (3) Mr Cher Sew Seng has lodged his letter of resignation, effective 1 April 2010, with CCM as the company had ceased operations for more than ten (10) years and he has no further interest in the company.
- (4) The company was previously involved in importing and distribution of animal feed premixes from New Zealand and had ceased operations for more than ten (10) years.

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.2.4 Directors' Remuneration and Material Benefits-in-Kind

The current remunerations and proposed remunerations for services rendered/to be rendered by our Directors in all capacities to our Group for the FYE 31 December 2009 and FYE 31 December 2010 are as follows:

Director	Compensation Band	
	FYE 31 December 2009	FYE 31 December 2010
Chee Long Sing @ Cher Hwee Seng	800,001 - 850,000	800,001 - 850,000
Cher Sew Seng	1,150,001 - 1,200,000	1,150,001 - 1,200,000
Goh Ah Heng @ Goh Keng Chin	800,001 - 850,000	800,001 - 850,000
Soh Kian Teck	150,001 - 200,000	150,001 - 200,000
Cher Lip Chun	50,001 - 100,000	50,001 - 100,000
Dato' Ismail bin Hamzah	-	0 - 50,000
Dr Choong Tuck Yew	-	0 - 50,000
Dr Goy Hong Boon	-	0 - 50,000

The above remunerations, which comprise salaries, incentives, bonuses, fees, allowances and other benefits-in-kind must be considered and recommended by the Remuneration Committee and subsequently approved by our Board. Our Directors' fees and incentives must be further approved or endorsed by our shareholders at a general meeting.

8.2.5 Directors' Term of Office

Our Directors were appointed to the Board and have served in their respective capacities since their respective dates as set out in Sections 8.1.2 and 8.2.1 of this Prospectus. Our Board comprises four (4) Executive Directors, three (3) Independent Non-Executive Directors and one (1) Alternate Director and their respective term of office are as follows:

Name	Designation	Expiration of term of office
Chee Long Sing @ Cher Hwee Seng	Executive Chairman	*
Cher Sew Seng	Managing Director	*
Goh Ah Heng @ Goh Keng Chin	Executive Director	*
Soh Kian Teck	Executive Director	*
Dato' Ismail bin Hamzah	Independent Non-Executive Director	*
Dr Choong Tuck Yew	Independent Non-Executive Director	*
Dr Goy Hong Boon	Independent Non-Executive Director	*
Cher Lip Chun	Alternate Director	*

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

* According to Article 90 of our Articles of Association on Directors' appointment:

"At the first Annual General Meeting of the Company all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year an election of directors shall take place and one-third of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. A retiring director shall retain office until the close of the General Meeting at which he retires."

8.3 AUDIT, NOMINATION AND REMUNERATION COMMITTEES

8.3.1 Audit Committee

Our Audit Committee was established on 1 April 2010. Members of our Audit Committee are as follows:

Name	Designation	Directorship
Dr. Choong Tuck Yew	Chairman	Independent Non-Executive Director
Dato' Ismail bin Hamzah	Member	Independent Non-Executive Director
Dr. Goy Hong Boon	Member	Independent Non-Executive Director

Our Audit Committee's terms of reference include the following:

- (i) Review with our auditors the nature and scope of their audit plans, audit reports, major findings and evaluations of our accounting system and internal controls;
- (ii) Review our quarterly and annual financial statements before submission to our Board, focusing in particular on any change in implementation of major accounting policies and practices, significant and unusual events, significant adjustments arising from the audit, the going concern assumption and compliance with accounting standards and other regulatory or legal requirements;
- (iii) Consider the appointment or reappointment of external auditors and matters relating to their resignation;
- (iv) Review any related party transactions entered into by our Group and any conflict of interest situations that may arise within our Group; and
- (v) Perform such other functions as may be requested by our Board.

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.3.2 Nomination Committee

Our Nomination Committee was established on 1 April 2010. Members of our Nomination Committee are as follows:

Name	Designation	Directorship
Dato' Ismail bin Hamzah	Chairman	Independent Non-Executive Director
Dr. Chong Tuck Yew	Member	Independent Non-Executive Director
Dr. Goy Hong Boon	Member	Independent Non-Executive Director

Our Nomination Committee's terms of reference include the following:

- (i) Identify and recommend to our Board, candidates for directorships for our Company and Directors as members of the relevant Board committees;
- (ii) Evaluate the effectiveness of our Board and the relevant Board committees; and
- (iii) Ensure an appropriate framework and succession planning for our Board.

8.3.3 Remuneration Committee

Our Remuneration Committee was established on 1 April 2010. Members of our Remuneration Committee are as follows:

Name	Designation	Directorship
Dr. Choong Tuck Yew	Chairman	Independent Non-Executive Director
Dato' Ismail bin Hamzah	Member	Independent Non-Executive Director
Chee Long Sing @ Cher Hwee Seng	Member	Executive Chairman

Our Remuneration Committee's terms of reference include the following:

- (i) Assist our Board in determining the remuneration of Directors and key management and key technical personnel;
- (ii) Assist our Board in discharging responsibilities relating to, amongst others, compensation strategy, succession planning, management development and other compensation arrangements; and
- (iii) Ensure corporate accountability and governance in respect of our Board remuneration and compensation functions.

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.4 KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL**8.4.1 Profile**

The profiles of Soh Kian Teck and Cher Lip Chun are set out in Sections 8.1.2 and 8.2.1 respectively of this Prospectus.

Goh Foi Tee (“Frankie Goh”), Malaysian, aged 56
General Manager

Mr Frankie Goh is our General Manager and is responsible for our overall daily operations, which include amongst others, the enhancement of our corporate identity, career planning for our employees, evaluation of the effectiveness and conformity of our TQM, compliances with relevant laws, rules and regulations, risks and problem identification, setting of key performance indicators, development of departmental strategies to support total customer satisfaction, and deployment of our ISO. He obtained his Higher School Certificate from Tunku Abdul Rahman College, Malaysia in 1975. In 1976, he joined SCC Corporation as a AHPD Sales Representative and was promoted to FSED Sales Manager in 1990. Mr Frankie Goh has been our General Manager since 2007. He is the younger brother of Goh Ah Heng @ Goh Keng Chin.

Sim Ah Choon, Malaysian, aged 55
Administration and Human Resource Manager

Ms Sim is our Administration and Human Resource Manager and is responsible for our administration and human resource activities as well as our Group’s cash flow management. She obtained her Malaysia Certificate of Education from Temmengong Ibrahim Girls School (TIGS), Batu Pahat, Johor in 1971. She started her career with East West Agriculture Co. Sdn Bhd as an Accounts Clerk in 1972. In 1976, she joined SCC Corporation as an Executive and was promoted to Administrative Officer in 1999. Ms Sim has been our Administrative and Human Resource Manager since 2001. She is the spouse of Mr Francis Cher.

Chu Soo Meng, Malaysian, aged 45
FSED Division Manager

Mr Chu is our FSED Division Manager and is responsible for the sales and marketing of FSED products as well as the operations of FSED. He obtained his Sijil Pelajaran Malaysia from Sekolah Menengah Datuk Bentara Luar, Batu Pahat, Johor in 1983. He started his career with SCC Corporation as a Service Representative in FSED in 1984 and was promoted to Sales Representative cum Technician in 1986. He later served as a Sales Executive before being promoted to Regional Executive in 1995. Mr Chu has been our FSED Division Manager since 2007. He is the nephew of Mr Ben Cher and Mr Francis Cher.

Chia Ai Seng, Malaysian, aged 45
AHPD Division Manager

Mr Chia is our AHPD Division Manager and is responsible for the overall sales and marketing of AHPD products as well as the operations of AHPD. He obtained his Sijil Pelajaran Malaysia from Sekolah Menengah (I) Tanjung Sepat, Selangor, in 1983. He started his career with Thye Nam Loong Sdn Bhd as a Sales Representative in 1984. In 1988, he joined SCC Corporation as a Sales Representative and was promoted to his current position in January 2010.

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Ng Saw Hua, Malaysian, aged 42
Accounts Manager

Ms Ng is our Accounts Manager and is responsible for, amongst others, our Group's accounting, credit control, taxation, budgetary implementation and management reporting. She obtained her Advance Diploma in Accountancy from London Chamber of Commerce Institute in 1988 and is a member of Association of International Accountants (AIA). She started her career with Watta Batteries Industries Sdn Bhd as an Accounts Assistant in 1991. In 1992, she joined Gladwin Sdn Bhd as an Accounts Assistant, where she worked for three (3) years, before joining Chian Yih Sdn Bhd as an Accounts Executive in 1995. She then joined SCC Corporation in 1996 as an Assistant Accountant and was promoted to Assistant Accounts Manager in 2000. Ms Ng has been our Accounts Manager since 2008.

Chua Chong Suan, Malaysian, aged 31
Technical Manager

Mr Chua is our Technical Manager and is responsible for, amongst others, the management of our technical team for equipment installation, testing and commissioning, repair and maintenance, and liaison with suppliers on technical and warranty problems. He obtained his Diploma from Workers Institute of Technology, Malaysia in 1997 and started his career with Kawaguchi (M) Sdn Bhd in 1999. In 2003, he joined SCC Corporation as a Service Technician and was promoted to Technical Supervisor in 2006. In 2007, he served as a Assistant Technical Manager and was promoted to his current position in 2009.

Bea Poh Heng, Malaysian, aged 47
Warehouse Manager

Mr Bea is our Warehouse Manager and is responsible for the supervision and monitoring of our day-to-day warehouses activities, including inventory storage record-keeping and security procedures. He obtained his Sijil Tinggi Pelajaran Malaysia from Sekolah Menengah St. Mark, Penang in 1983 and worked as a primary school teacher at Kwang Hwa Primary School, Penang, for five (5) years from 1984 to 1989. He was attached with Hurley Marketing Sdn Bhd as a Sales Representative from 1990 to 1994 and worked for Diquan Enterprise as a Sales Manager from 1995 to 1999. In 2000, he joined SCC Corporation as an Assistant Storekeeper cum Van Driver and was promoted to Warehouse Supervisor in 2004 and subsequently promoted to Warehouse Manager in 2008.

Cheah Wui Hong, Malaysian, aged 34
Techno-Commercial Manager

Ms Cheah is our Techno-Commercial Manager and is responsible for our technical services for farm management and disease control. She obtained her Doctor of Veterinary Surgeon from Universiti Putra Malaysia in 2001. Upon graduation, she started her career with Animal Polyclinic, Kuala Lumpur as a veterinarian surgeon. In 2004, she joined Behn Meyer Nutri-Vet Sdn Bhd as a Sales Executive. In 2007, she joined SCC Corporation as a Techno-Commercial Executive and was promoted to her current position in March 2010.

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Lee Mon Peng, Malaysian, aged 40
Sales Manager

Mr Lee is our AHPD Sales Manager and reports directly to Mr Chia, our AHPD Division Manager. As our AHPD Sales Manager, Mr Lee is responsible for our key AHPD customer accounts as well as providing support and development strategy for our AHPD sales. He obtained his Diploma in Aquaculture from National Pintung Polytechnic Institute, Taiwan, in 1992, his Master of Business Administration from European University of Ireland in 2002 and his Bachelor of Science in Biotechnology from Inter American University in 2005. He started his career with Agritech Enterprise Sdn Bhd as a Sales Executive in 1993 until 1998 and then worked as Sales Manager for Pahang Pharmacy Sdn Bhd before joining Blue Revo Marine Biotech as Marketing Manager. In 2004, he joined SCC Corporation as a Senior Sales Executive and was promoted to his current position in March 2010.

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8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.4.2 Shareholdings

Save for the shareholdings of Soh Kian Teck and Cher Lip Chun which are set out in Sections 8.1.1 and 8.2.2 respectively of this Prospectus, the shareholdings of our key management and key technical personnel before and after our Public Issue are as follows:

Name	Before Public Issue			After Public Issue		
	Direct No. of Shares held	Indirect No. of Shares held	% held	Direct No. of Shares held	Indirect No. of Shares held	% held
Goh Foi Tee	67,721	-	0.21	317,721	-	0.74
Sim Ah Choon	-	5,878,136 ⁽¹⁾	18.58	125,000	5,878,136 ⁽¹⁾	13.75
Chu Soo Meng	6	-	*	180,006	-	0.42
Chia Ai Seng	-	-	-	250,000	-	0.58
Ng Saw Hua	-	-	-	20,000	-	0.05
Bea Poh Heng	-	-	-	20,000	-	0.05
Cheah Wui Hong	-	-	-	15,000	-	0.04
Lee Mon Peng	-	-	-	50,000	-	0.12

Notes:

[^] Assuming all pink form allocations are fully subscribed by our eligible employees

^{*} Negligible

⁽¹⁾ Deemed interest by virtue of her spouse, Cher Sew Seng's direct shareholdings in SCC Holdings

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.4.3 Involvement of Executive Directors, Key Management and Key Technical Personnel in Other Businesses or Corporations

Save as disclosed below, none of our Executive Directors, key management and key technical personnel are involved in other businesses/corporations as at LPD:

Name	Company	Principal Activities	Designation	Date Appointed (Resigned)	As at LPD		No. of shares held	% held	
					Direct	Indirect			
Executive Directors									
Chee Long	McDota (M) Sdn Bhd	Property and shares holding company	Director	03.08.1978	568,430	59.0	-	-	
Sing @ Cher Hwee Seng	Kumsan Enterprises (M) Sdn Bhd	General trading, importers and distributors ⁽¹⁾	Director	29.03.1979	451,346	96.0	-	-	
	Remarkable Fortune Sdn Bhd	Property investment	Alternate Director	29.03.1996	-	-	-	-	
	Pleasure Ventures Sdn Bhd	Property investment	Director	29.03.1996	50,000	50.0	-	-	
	SCC Biotech Sdn Bhd	General trading, importers and distributors ⁽²⁾	Director	30.06.2003	1	33.3	-	-	
	SCC Food Manufacturing Sdn Bhd (formerly known as Double Vitality Sdn Bhd)	Dormant	Director	16.10.2009	-	-	-	-	
	Greenlane Fast Food Sdn Bhd	Fast food restaurant	Shareholder	-	70,110	42.0	-	-	
Cher Sew Seng	McDota (M) Sdn Bhd	Property and shares holding company	Director	03.08.1978	17,764	2.0	-	-	
	Mayco Sdn Bhd	Dealing in building materials and civil engineering	Director	04.05.1985	-	-	-	-	
	Khasiatek (Malaysia) Sdn Bhd	Importing and distribution	Director	06.08.1990/ 01.04.2010 ⁽³⁾	-	-	-	-	

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name	Company	Principal Activities	Designation	Date Appointed (Resigned)	As at EPD		Indirect	
					Direct	No. of shares held	% held	No. of shares held
	Remarkable Fortune Sdn Bhd	Property investment	Director	29.03.1996	50,000	50.0	-	-
	Pleasure Ventures Sdn Bhd	Property investment	Alternate Director	29.03.1996	-	-	-	-
	SCC Biotech Sdn Bhd	General trading, importers and distributors ⁽²⁾	Director	30.06.2003	1	33.33	-	-
	SCC Food Manufacturing Sdn Bhd (formerly known as Double Vitality Sdn Bhd)	Dormant	Director	12.11.2007	1	50.0	-	-
	Greenlane Fast Food Sdn Bhd	Fast food restaurant	Shareholder	-	36,300	22.0	-	-
Goh Ah Heng	McDota (M) Sdn Bhd	Property and shares holding company	Director	14.04.1980	17,764	2.0	-	-
@ Goh Keng Chin	Pasti Setia Sdn Bhd	Dormant	Director	10.09.1996	25,000	33.3	-	-
	SCC Biotech Sdn Bhd	General trading, importers and distributors ⁽²⁾	Director	30.06.2003	1	33.3	-	-
	SCC Food Manufacturing Sdn Bhd (formerly known as Double Vitality Sdn Bhd)	Dormant	Director	12.11.2007	1	50.0	-	-
	Greenlane Fast Food Sdn Bhd	Fast food restaurant	Shareholder	-	14,520	9.0	-	-
	Turus Niaga Sdn Bhd	Trading in stone and crusher run	Shareholder	-	2,200	0.3	-	-
Soh Kian Teck	McDota (M) Sdn Bhd	Property and shares holding company	Shareholder	-	8,882	1.0	-	-

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Name	Company	Principal Activities	Designation	Date Appointed/ (Resigned)	Direct		Indirect		
					No. of shares held	% held	No. of shares held	% held	
Key Management and Key Technical Personnel									
Goh Foi Tee	McDota (M) Sdn Bhd	Property and shares holding company	Shareholder	-	10,000	1.0	-	-	
	Turus Niaga Sdn Bhd	Trading in stone and crusher run	Shareholder	-	10,940	2.0	-	-	
Sim Ah Choon	Remarkable Fortune Sdn Bhd	Property investment	Director	29.03.1996	50,000	50.0	-	-	
	Pleasure Ventures Sdn Bhd	Property investment	Alternate Director	29.03.1996	-	-	-	-	
Cheah Wui Hong	Berlina Trading	Sale and supply of animal feed, pre-mix material and animal feed additives specifically for pets and not for livestock	Sole proprietorship	-	-	-	-	-	

Notes:

- (1) The company was principally involved in the trading of amongst others, lights, table wares and canned drinks from 1988 until 2005. Since the cessation of its trading activities, the Company has been principally involved in property and share investment. The company will update its principal activities as property and share investment in the next annual return to CCM. In addition, the company is also involved in the trading of waffle mix.
- (2) The company was involved in the trading of human healthcare products, i.e. Lampe Berger products and has ceased trading activities since 1 April 2009.
- (3) Mr Cher Sew Seng has lodged his letter of resignation, effective 1 April 2010, with CCM as the company had ceased operations for more than ten (10) years and he has no further interest in the company.
- (4) The company was previously involved in importing and distribution of animal feed premises from New Zealand and had ceased operations for more than ten (10) years.

The involvement of certain of our Executive Directors, key management and key technical personnel in other businesses or corporation is minimal and does not affect their contributions to our Group and would not be expected to affect the operations of our Group.

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.5 DECLARATIONS BY PROMOTERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL

Based on the declarations by our Promoters, Directors, key management and key technical personnel, none of our Promoters, Directors, key management and key technical personnel is or has been involved in any of the following events (whether in or outside Malaysia):

- (i) A petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or key personnel;
- (ii) Disqualification from acting as a director of any corporation, or from taking part directly or indirectly in the managing of a corporation;
- (iii) Charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) Any judgement entered against such person involving a breach of any law or regulatory requirement that relates to the securities or futures industry; or
- (v) The subject of any order, judgment or ruling of any court, government or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity.

8.6 FAMILY RELATIONSHIPS AND ASSOCIATIONS

Save as disclosed below, there are no family relationships (as defined under Section 122A of the Act) or associations amongst our Promoters, Directors, substantial shareholders, key management and key technical personnel:

- (i) Cher Sew Seng is the younger brother of Chee Long Sing @ Cher Hwee Seng;
- (ii) Cher Lip Chun is the son of Chee Long Sing @ Cher Hwee Seng;
- (iii) Goh Foi Tee is the younger brother of Goh Ah Heng @ Goh Keng Chin;
- (iv) Sim Ah Choon is the wife of Cher Sew Seng; and
- (v) Chu Soo Meng is the nephew of Chee Long Sing @ Cher Hwee Seng and Cher Sew Seng.

8.7 BENEFITS PAID OR INTENDED TO BE PAID

Save as disclosed in Section 8.2.4 of this Prospectus, there is no amount or benefit paid or intended to be paid or given to any of our Promoters, Directors or substantial shareholders within the two (2) years preceding the date of this Prospectus.

8.8 SERVICE AGREEMENTS WITH DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL

As at the LPD, there are no existing or proposed service agreements between the companies within our Group and our Directors, key management and key technical personnel, which are not terminable by notice without payment or compensation (other than statutory notice).

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL *(Cont'd)*

8.9 INFORMATION ON EMPLOYEES

8.9.1 Employment Structure

As at the LPD, we have a total workforce of 62 personnel, including our Executive Directors, which are all attached to our Kuala Lumpur and/or Shah Alam offices. The breakdown of our employees by category as at 31 December 2007, 2008 and 2009 as well as at LPD is as follows:

Category	Number of Employees			
	As at 31 December			As at LPD
	2007	2008	2009	
Managerial*	11	16	19	18
Technical	8	11	10	10
Sales and marketing	13	12	10	10
Finance, human resource and administration	17	16	15	15
Clerical/ non-executive	8	9	9	8
General worker	2	2	2	2
Total	59	66	65	63

Note:

* Including our Executive Directors

We do not have any contractual or temporary employees and none of our employees are members of any union. The relationship between our management and our employees has been good and is expected to continue to be such in future. There have been no past incidents of work stoppage or labour disputes which affected our operations.

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8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.9.2 Training and Development

We recognise that our employees are vital to our growth, productivity and operational effectiveness and as part of our management succession plan, we have implemented our TQM (known as the ETMS) to build strong and cohesive teams within our organisation. The core values of our TQM are continuous improvement, project management, problem solving tools and techniques and team spirit.

Further, our employees have undertaken other training programmes to develop greater awareness and understanding of self-motivation, expectations and behaviour characteristics. Some of the training programmes include the following:

Date of training programme	Programme	Trainer
31.01.1999 to 01.02.1999	Mastering Change Towards New Era of Organisation	HD Training House Sdn Bhd
31.01.2000 to 01.02.2000	Time Management	HD Training House Sdn Bhd
11.02.2000 to 12.02.2000	ETMS Company Analysis Workshop	HD Training House Sdn Bhd
15.04.2000 to 16.04.2000	ETMS Practical Approach of Problem Analysis and Solving	HD Training House Sdn Bhd
27.05.2000 to 28.05.2000	ETMS Implementation Strategic Planning Workshop	HD Training House Sdn Bhd
18.06.2000	ETMS Awareness Training Programme	HD Training House Sdn Bhd
09.08.2000	ETMS Company Annual Management Planning Workshop	HD Training House Sdn Bhd
13.07.2001 to 15.07.2001	ETMS Revolutionary of Grand Strategy for SCA	HD Training House Sdn Bhd
12.08.2001	Effective Leadership of Intellectual Competitive Era (Part One)	HD Training House Sdn Bhd
19.08.2001	Effective Leadership of Intellectual Competitive Era (Part Two)	HD Training House Sdn Bhd
27.10.2001 to 28.10.2001	Effective Motivation	HD Training House Sdn Bhd
13.04.2002 to 14.04.2002	ETMS Principle and Practice	HD Training House Sdn Bhd
08.06.2002 to 09.06.2002	ETMS Tools and Techniques	HD Training House Sdn Bhd
03.08.2002 to 04.08.2002	ETMS Total Customers Satisfaction	HD Training House Sdn Bhd
22.11.2002 to 24.11.2002	ETMS Facilitators Training Workshop	HD Training House Sdn Bhd
28.02.2003 to 02.03.2003	ETMS Reclaiming Higher Ground through the Grand Integration Strategy	HD Training House Sdn Bhd
17.07.2004 to 18.07.2004	ETMS Effective Change Strategy	HD Training House Sdn Bhd

8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

Date of training programme	Programme	Trainer
16.04.2004 to 18.04.2004	Refining Company Vision and Mission Workshop	HD Training House Sdn Bhd
02.10.2004 to 03.10.2004	Organisation Culture One	HD Training House Sdn Bhd
11.12.2004 to 12.12.2004	Organisation Culture Two	HD Training House Sdn Bhd
19.03.2005	Career Advancement Awareness Programme	HD Training House Sdn Bhd
30.06.2006 to 02.07.2006	The Innovation & Management of Marketing Strategy in the Era of Experiences Marketing	HD Training House Sdn Bhd
03.01.2007 to 04.01.2007	Visionary Succession Planning	HD Training House Sdn Bhd
29.09.2007 to 30.09.2007	Visionary Milestone Workshop	HD Training House Sdn Bhd
03.01.2008 to 04.01.2008	ISO Internal Auditors Training – 1 st Tier	Llyods Register Quality Assurance Ltd
21.05.2008 to 22.05.2008	Key Performance Indicator	Perpetual Knowledge Development Sdn Bhd
14.08.2008 and 28.08.2008	Knowledge Management Workshop	JT Frank Academy Sdn Bhd
20.09.2008	Public Fire Safety Awareness	Public Fire Safety and Prevention Centre
16.12.2008	Transition to ISO 9001:2008	Nerville Clarke (M) Sdn Bhd
13.01.2009	Enterprise Diagnosis	HD Training House Sdn Bhd
31.03.2009	Enterprise Diagnosis	HD Training House Sdn Bhd
28.02.2009 to 01.03.2009	Principle Practice of Contemporary Management	System & Skill Training Concept Sdn Bhd
28.05.2009 to 29.05.2009	ISO Internal Auditors Training – 2 nd Tier	Llyods Register Quality Assurance Ltd

In addition to the above, our employees also attend regular trainings conducted by our principals to update and enhance their product knowledge.

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8. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL (Cont'd)

8.9.3 Management Succession Plan

As in any other business, our Board believes that the continued success of our Group depends on the ability and retention of our management. Therefore, we have made efforts to train our staff and remunerate them accordingly. We also have a management succession plan consisting of:

- (i) Sound recruitment and selection;
- (ii) Competitive remuneration and employee benefits;
- (iii) Structure career planning and development; and
- (iv) Continuous education and training.

In addition, our Group will continue to provide appropriate training to promising junior staff in order to enhance their management and technical skills for the purpose of their career advancement within our Group.

Our General Manager (Goh Foi Tee), our Business Development Manager (Cher Lip Chun), our Divisional Managers (Chu Soo Meng and Chia Ai Seng) and our other six (6) key management and key technical personnel, who are mostly in their thirties to forties, have established good business relationships with our principals and key customers over the years. Thus, the risk of losing our distributorships and/or our key customers, which were first established by our Promoters, should our Promoters decide to retire are mitigated.

Notwithstanding that our Promoters are at retirement age, they do not intend to retire in the near future and will continue to guide our key management and key technical personnel to spearhead our Group's growth.

In addition, as part of our Group's management succession plan, we have identified middle management personnel across all levels to assist our Promoters, our General Manager, our Business Development Manager and our Divisional Managers in order to facilitate skill transfer so as to ensure the smooth running and continuity of the operations of our Group. If the need arises, we intend to recruit qualified personnel with knowledge and expertise of our businesses.

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9. APPROVALS AND CONDITIONS

9.1 APPROVALS FROM RELEVANT AUTHORITIES

Our Listing is an exempt transaction under Section 213 of the CMSA and is therefore not subject to the approval of the SC.

The approval of the SC (Equity Compliance Unit) for the resultant equity structure of our Group pursuant to our Listing under the equity requirements of public companies was obtained on 11 May 2010. The conditions imposed by the SC (Equity Compliance Unit) for the approval are set out below:

No.	Details on Conditions Imposed	Status of Compliance
1.	SCC Holdings is required to allocate 12.5% of its enlarged issued and paid-up share capital to MITI-recognised Bumiputera investors within one (1) year after achieving the profit record required for a listing on the Main Market of Bursa Securities, or five (5) years after being listed on the ACE Market of Bursa Securities, whichever is earlier; and	To be complied.
2.	SCC Holdings is required to submit a proposal on how to comply with the Bumiputera equity condition imposed on the Company, within six (6) months from the triggering date for compliance.	To be complied.

Bursa Securities had on 22 June 2010 approved our admission to the Official List of the ACE Market and the listing of and quotation for our entire enlarged issue and paid-up share capital on the ACE Market.

The approval from Bursa Securities is subject to the following conditions:

No.	Details on Conditions Imposed	Status of Compliance
1.	Submission of the following information in respect of the moratorium on the shareholdings of promoters to the Bursa Depository: <ul style="list-style-type: none"> (i) Name of shareholders; (ii) Number of shares; and (iii) Date of expiry of the moratorium for each block of shares; 	To be complied. The information will be submitted to Bursa Depository upon allotment of Shares.
2.	Approvals from other relevant authorities have been obtained for implementation of the listing proposal;	Complied.
3.	Make the relevant announcements pursuant to paragraphs 8.1 and 8.2 of GN15 of the Listing Requirements; and	Announcement pursuant to paragraph 8.1 of GN15 of the Listing Requirements had been made on 30 June 2010, being the date of this Prospectus. The announcement pursuant to paragraph 8.2 of GN15 of the Listing Requirements will be made one (1) day before the listing date.
4.	Furnish Bursa Securities with a copy of the schedule of distribution showing compliance to the share spread requirements based on the entire issued and paid-up share capital of SCC Holdings on the first day of listing.	A copy of the distribution will be submitted to Bursa Securities on the first day of listing.

9. APPROVALS AND CONDITIONS (Cont'd)

9.2 MORATORIUM ON SALE OF SHARES

In compliance with the Listing Requirements, moratorium will be imposed on the sale, transfer or assignment of Shares held by our Promoters as follows:

- (iv) The moratorium applies to our Promoters' entire shareholdings for a period of six (6) months from the date of admission to the ACE Market;
- (v) Upon expiry of the six (6) months period stated above, we must ensure that our Promoters' aggregate shareholdings amounting to at least 45% of our Company's nominal issued and paid-up share capital remain under moratorium for another period of six (6) months; and
- (vi) Thereafter, our Promoters may sell, transfer or assign up to a maximum of 1/3 per annum (on a straight line basis) of our Shares held under moratorium.

Promoter	Shares held under moratorium for the first six (6) months upon Listing		Shares held under moratorium for the subsequent six (6) months	
	No. of Shares held	% held	No. of Shares held	% held
Chee Long Sing @ Cher Hwee Seng	9,341,437*	21.85	9,341,437*	21.85
Cher Sew Seng	6,003,136 [#]	14.04	5,878,136	13.75
Goh Ah Heng @ Goh Keng Chin	4,078,923	9.54	4,078,923	9.54
Total	19,423,496	45.43	19,298,496	45.14

Notes:

^ Based on our Company's enlarged issued and paid-up share capital after our Public Issue

* Inclusive of 42,421 Shares held under Kumsan Enterprises (M) Sdn Bhd

Inclusive of 125,000 Shares to be allotted to his spouse, Sim Ah Choon, under the pink form allocation

Our Promoters have provided an undertaking letter to Bursa Securities that they will comply with the moratorium conditions as set out in Rule 3.19 (1) of the Listing Requirements.

The restriction, which is fully acknowledged by our Promoters, is specifically endorsed on our share certificates representing their shareholdings which are under moratorium to ensure that our Share Registrar will not register any transfer not in compliance with the aforesaid restriction imposed by Bursa Securities.

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10. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST

10.1 EXISTING AND PROPOSED RELATED PARTY TRANSACTIONS

Save for the Acquisitions and as disclosed below, our Board confirms that there are no existing or presently proposed related-party transactions entered into between our Group and our Directors, substantial shareholders, key management, key technical personnel and/or persons connected with them, during the past three (3) FYE 31 December 2007 to 31 December 2009 and for the FYE 31 December 2010:

Related Party	Nature of Relationship	Nature of Transaction	FYE 31 December			
			Actual		Forecast	
			2007	2008	2009	2010
			RM	RM	RM	RM
McDota (M) Sdn Bhd	Chee Long Sing @ Cher Hwee Seng, Cher Sew Seng and Goh Ah Heng @ Goh Keng Chin are directors and shareholders of McDota (M) Sdn Bhd Soh Kian Teck and Goh Foi Tee are shareholders of McDota (M) Sdn Bhd	Rental of warehouse to Anitox Malaysia	-	-	27,000	36,000
Chee Long Sing @ Cher Hwee Seng	Director and substantial shareholder of SCC Holdings	Rental of warehouse to SCC Corporation	36,000	36,000	36,000	36,000
Kumsan Enterprises (M) Sdn Bhd	Chee Long Sing @ Cher Hwee Seng is a director and shareholder of Kumsan Enterprises (M) Sdn Bhd	Sales of waffle mix to SCC Corporation	-	-	8,718	10,000

All the related party transactions disclosed above would not give rise to any conflict of interest situation and were transacted based on arm's length basis, which are not detrimental to the interests of our Group.

Upon Listing, our Directors, through our Audit Committee, will ensure that any related party transactions (recurrent inclusive, if any) are carried out on an arm's length basis and are not prejudicial to our Group nor on terms more favourable to the related parties than those normally agreed with other customers or suppliers and are also not to our detriment and to the detriment of our minority shareholders.

Our Directors and substantial shareholders are also not aware of any other transactions that may give rise to conflict of interest situations between our Group and any of our Directors, substantial shareholders, key management and key technical personnel and/or persons connected with them.

10.2 TRANSACTIONS THAT ARE UNUSUAL IN NATURE OR CONDITIONS

There are no transactions that are unusual in nature or conditions, involving goods, services, tangible or intangible assets, to which our Group was a party during the past three (3) FYE 31 December 2009. Our Directors and substantial shareholders are also not aware of any transaction that is unusual in nature or condition, involving goods, services, tangible or intangible assets, to which our Group was a party.

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

10.3 INTERESTS IN SIMILAR BUSINESSES, INTERESTS IN BUSINESSES OF OUR CUSTOMERS OR SUPPLIERS AND OTHER CONFLICTS OF INTEREST

Save as disclosed in Section 10.1 of this Prospectus, as at the LPD, none of our Directors and/or substantial shareholders has any interest, direct or indirect, in any other businesses and corporations carrying on a trade similar to that of our Group and/or any business or corporations which are also our customers or suppliers of our Group.

10.4 LOANS MADE BY OUR GROUP TO OR FOR THE BENEFIT OF RELATED PARTIES

There are no outstanding loans, including guarantees of any kind, made by our Group to or for the benefit of related parties during the past three (3) FYE 31 December 2009 and up to the LPD.

10.5 DECLARATION BY EXPERTS

Alliance confirms that there is no existing or potential conflict of interests in its capacity as the Adviser, Sponsor, Underwriter and Placement Agent for our Listing.

BTMH confirms that there is no existing or potential conflict of interests in its capacity as the Auditors/ Reporting Accountants for our Listing.

Messrs Raja, Darryl & Loh confirms that there is no existing or potential conflict of interests in its capacity as the Solicitors for our Listing.

Protégé Associates confirms that there is no existing or potential conflict of interests in its capacity as the independent market research consultant for our Listing.

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