



NTPM HOLDINGS BERHAD

(384662-U)
(Incorporated in Malaysia under the Companies Act, 1965)

PROSPECTUS

OFFER FOR SALE OF 242,980,000 ORDINARY SHARES OF RM0.10 EACH AT AN OFFER PRICE OF RM0.50 PER SHARE, PAYABLE IN FULL ON APPLICATION, COMPRISING:

- (I) 187,200,000 ORDINARY SHARES OF RM0.10 EACH RESERVED FOR BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY;
- (II) 19,780,000 ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY ELIGIBLE EMPLOYEES OF NTPM HOLDINGS BERHAD AND ITS SUBSIDIARIES;
- (III) 20,000,000 ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC; AND
- (IV) 16,000,000 ORDINARY SHARES OF RM0.10 EACH BY WAY OF PRIVATE PLACEMENT

IN CONJUNCTION WITH THE LISTING OF NTPM HOLDINGS BERHAD ON THE MAIN BOARD OF THE KUALA LUMPUR STOCK EXCHANGE

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS, WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" IN SECTION IV OF THIS PROSPECTUS

Adviser, Joint Managing Underwriter and Placement Agent

CIMB

Commerce International Merchant Bankers Berhad
Company Number 18417-M

Joint Managing Underwriter



HWANG-DBS SECURITIES BERHAD
Company No: 14389-U

PREMIER[®]

Cutie[®]

ROYAL GOLD

THIS PROSPECTUS IS DATED 17 MARCH 2003

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTERS OF NTPM HOLDINGS BERHAD ("NTHB" OR THE "COMPANY") AND THE OFFERORS AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION GIVEN AND CONFIRM THAT, AFTER HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO FALSE OR MISLEADING STATEMENT OR OTHER FACTS, THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT HEREIN FALSE OR MISLEADING.

COMMERCE INTERNATIONAL MERCHANT BANKERS BERHAD, AS THE ADVISER, JOINT MANAGING UNDERWRITER AND PLACEMENT AGENT ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE OFFER FOR SALE (AS HEREINAFTER DEFINED) AND IS SATISFIED THAT ANY PROFIT ESTIMATE AND FORECAST (FOR WHICH THE DIRECTORS OF THE COMPANY ARE FULLY RESPONSIBLE) PREPARED FOR INCLUSION IN THE PROSPECTUS HAVE BEEN STATED BY THE DIRECTORS AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS.

THE SECURITIES COMMISSION ("SC") HAS APPROVED THE OFFER FOR SALE AND THAT THE APPROVAL OF THE SC SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE OFFER FOR SALE.

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS EXPRESSED OR REPORTS ENCLOSED IN THIS PROSPECTUS. INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT.

THE VALUATION APPROVED OR ACCEPTED BY THE SC SHALL ONLY BE UTILISED FOR THE PURPOSE OF THE CORPORATE PROPOSALS SUBMITTED TO AND APPROVED BY THE SC, AND SHALL NOT BE CONSTRUED AS AN ENDORSEMENT BY THE SC ON THE VALUE OF THE SUBJECT ASSETS FOR ANY OTHER PURPOSES.

THE KUALA LUMPUR STOCK EXCHANGE ("KLSE") ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS PROSPECTUS. ADMISSION TO THE OFFICIAL LIST OF THE MAIN BOARD OF THE KLSE IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE COMPANY OR OF ITS SECURITIES.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC AND LODGED WITH THE CHIEF EXECUTIVE OFFICER OF THE COMPANIES COMMISSION OF MALAYSIA, BOTH OF WHOM TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

APPLICATIONS FOR THE OFFER FOR SALE MUST BE FOR 1,000 ORDINARY SHARES OF RM0.10 EACH ("NTHB SHARES") OR MULTIPLES OF 1,000 NTHB SHARES. HOWEVER, THE TRADING OF THE NTHB SHARES UPON LISTING WILL BE IN BOARD LOTS OF 100 NTHB SHARES.

INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for the entire issued and paid-up share capital of NTHB on the KLSE is set out below:

Events	Dates
Opening of the Application	17 March 2003
Closing of the Application	31 March 2003*
Tentative Date for Balloting	7 April 2003
Tentative Date for Allotment	21 April 2003
Tentative Date for Listing of NTHB's entire issued and paid-up share capital on the Main Board of the KLSE	25 April 2003

Note:

- * *The Application for the Offer for Sale will close at the time and dated stated above or such other later date, or dates as the Directors of NTHB, the Underwriters and the Offerors may in their absolute discretion mutually decide. Should the closing date of the Application be extended, the dates for the Balloting, allotment of the Offer Shares and listing of and quotation for the entire issued and paid-up share capital of NTHB on the Main Board of the KLSE would be extended accordingly.*

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DEFINITIONS

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

“Act”	:	Companies Act, 1965
“ADA”	:	Authorised Depository Agent
“ADA Code”	:	ADA (Broker) Code
“AFTA”	:	Asean Free Trade Area
“Asean”	:	Association of South East Asian Nations
“Application”	:	The application for the Offer Shares by way of Application Forms or by way of Electronic Share Application
“Application Form(s)”	:	The printed Application Form(s) for the application for the Offer Shares
“ATM”	:	Automated Teller Machine
“Board” or “Directors”	:	Board of Directors of NTHB
“Bonus Issue”	:	The bonus issue of 585,087,010 new NTHB Shares at par on the basis of approximately 150,358 new NTHB Shares for every 10,000 NTHB Shares held on the Entitlement Date after the Share Split
“Bonus Shares”	:	The 585,087,010 new NTHB Shares issued pursuant to the Bonus Issue
“CCM”	:	Companies Commission of Malaysia
“CDS”	:	Central Depository System
“CIMB”	:	Commerce International Merchant Bankers Berhad (18417-M)
“EBITDA”	:	Earnings before interests, taxation, depreciation and amortisation
“EGM”	:	Extraordinary General Meeting
“Electronic Share Application”	:	An application for the Offer Shares through a Participating Financial Institution
“Entitlement Date”	:	The date at the close of the business on which shareholders must be registered as members in order to participate in any dividends, rights, allotments and/or other distributions
“EPS”	:	Earnings per share
“FIC”	:	Foreign Investment Committee
“FRF”	:	French Franc
“GDP”	:	Gross Domestic Product
“GNP”	:	Gross National Product
“H-Link”	:	H-Link Sdn Bhd (378479-H), a wholly-owned subsidiary of NTHB
“Jia In”	:	Jia In Sdn Bhd (161672-A), a 60% owned subsidiary of NTPM

DEFINITIONS (Cont'd)

“Joint Managing Underwriters”	:	CIMB and Hwang-DBS Securities Berhad (14389-U)
“Kimberly”	:	Kimberly Clark Paper Products (M) Sdn Bhd (62747-K) and Kimberly Clark Trading (M) Sdn Bhd (34923-A), collectively
“KLSE”	:	Kuala Lumpur Stock Exchange (30632-P)
“Lee Family”	:	Lee See Jin , Lee Chong Choon and Ooi Yan Hua
“Listing”	:	The admission to the Official List and the listing of and quotation for 624,000,000 NTHB Shares representing the entire issued and paid-up share capital of NTHB on the Main Board of the KLSE
“MCD”	:	Malaysian Central Depository Sdn Bhd (165570-W), a subsidiary of the KLSE
“MI”	:	Minority interest
“MIDFCCS”	:	MIDF Consultancy and Corporate Services Sdn Bhd (11324-H)
“MITI”	:	Ministry of International Trade and Industry
“NBV”	:	Net book value
“NTA”	:	Net tangible assets
“NTE”	:	Nibong Tebal Enterprise Sendirian Berhad (95077-H), a wholly-owned subsidiary of NTHB
“NTHB” or the “Company”	:	NTPM Holdings Berhad (384662-U)
“NTHB Group” or the “Group”	:	NTHB and its subsidiaries, namely NTPM, NTPP, Jia In, NTE, NTPC and H-Link, collectively
“NTHB Share(s)”	:	Ordinary shares of RM0.10 each in NTHB credited as fully paid-up
“NTPC”	:	Nibong Tebal Personal Care Sdn Bhd (formerly known as Entropius (M) Sdn Bhd) (228234-U), a wholly-owned subsidiary of NTHB
“NTPM”	:	Nibong Tebal Paper Mill Sdn Bhd (22772-A), a wholly-owned subsidiary of NTHB
“NTPP”	:	Nibong Tebal Paper Products Pte Ltd (198600763K), a wholly-owned subsidiary of NTPM
“Offer for Sale”	:	Offer for sale by the Offerors of 242,980,000 NTHB Shares to the Bumiputera investors nominated and approved by the MITI, eligible employees of NTHB Group and the Malaysian public at an offer price of RM0.50 per Offer Share, subject to the terms and conditions of this Prospectus
“Offer Price”	:	Being the offer for sale price of RM0.50 per Offer Share
“Offer Shares”	:	All or part of the 242,980,000 NTHB Shares, which are the subject of the Offer for Sale

DEFINITIONS (Cont'd)

“Offerors” : The existing shareholders of NTHB who are offering for sale the Offer Shares as follows:

Name	No. of Offer Shares	% of the enlarged share capital %
Lee See Jin	45,913,093	7.36
Lee Day Hoon	1,146,932	0.18
Lee Eng Sui	4,366,123	0.70
Teoh Peng Heong & Sons Sdn Bhd	39,935,978	6.40
Kota Beras Sdn Bhd	7,025,528	1.13
B.T. Teoh Holdings Sdn Bhd	6,135,859	0.98
Teoh Teik Jin	6,618,311	1.06
Teoh Teik Lin	7,299,186	1.17
Teoh Teik Kee	6,418,841	1.03
Lee Eng Sia	93,999,475	15.07
Ooi Guan Hai	793,324	0.13
Ooi Guan Seng	518,518	0.08
Ooi Kim Yan	518,518	0.08
Ooi Swee Kim	518,518	0.08
Ooi Kim Tean	4,882,018	0.78
Tan Keat Chew	7,540,481	1.21
Tan Swee Kim @ Tan Poh Gaik	4,984,173	0.80
Ng Cheng Kee	2,234,420	0.36
Ng Kim Sun	2,130,704	0.34
	242,980,000	38.94

“Official List” : The official list of the Main Board of KLSE

“Participating Financial Institution(s)” : The participating financial institution(s) for the Electronic Share Application as listed in Section XIII(5)(ii) of this Prospectus

“Parting Dividends” : The final tax-exempt dividend amounting RM8,108,701 declared by NTHB for the financial year ended 30 April 2002 to the shareholders who were registered as members of NTHB as at 30 April 2002 which was fully paid on 26 February 2003 and the interim tax-exempt dividend amounting RM6,000,000 for the financial year ending 30 April 2003 to the shareholders who were registered as members of NTHB as at 11 February 2003 which was paid on 26 February 2003

“PATAMI” : Profit after taxation and MI

“PE Multiple” : Price earnings multiple

“Placement Agent” : CIMB

“Private Placement” : The private placement of 16,000,000 Offer Shares through the Placement Agent forming part of the Offer for Sale

“Promoters” : Lee See Jin, Lee Chong Choon, Teoh Teik Jin and Teoh Boon Beng @ Teoh Eng Kuan

“Restructuring” : The restructuring scheme comprising the Share Split, the Revaluation, the Bonus Issue and the Parting Dividends collectively

“Revaluation” : Revaluation of Landed Properties and Revaluation of Investment, collectively

DEFINITIONS (Cont'd)

“Revaluation of Investment”	:	Revaluation of NTHB’s cost of investments in its subsidiaries to their respective NTA as at 30 April 2002 which would result in a net revaluation surplus of RM83,481,244 after the Revaluation of Landed Properties
“Revaluation of Landed Properties”	:	Revaluation of the landed properties of NTHB’s subsidiaries and the incorporation of the net revaluation surplus of RM19,395,544 (net of deferred taxation) into their respective books for the financial year ended 30 April 2002
“Rules”	:	Rules of the Central Depository
“RM and sen”	:	Ringgit and sen respectively
“SC”	:	Securities Commission
“SC Guidelines”	:	Policies and Guidelines on Issue/Offer of Securities issued by the SC
“SEK”	:	Swedish Krona
“SGD”	:	Singapore dollar
“Share Split”	:	The share split of 3,891,299 ordinary shares of RM1.00 each to 38,912,990 NTHB Shares by way of a sub-division of the ordinary shares of RM1.00 each in NTHB
“Substantial Shareholder(s)”	:	A person who has interest in not less than five percentum (5%) of the enlarged voting share capital of NTHB
“Sq. ft.”	:	Square feet
“Sq. m.”	:	Square metre
“Underwriters”	:	CIMB and Hwang-DBS Securities Berhad (14389-U)
“Underwriting Agreement”	:	The conditional underwriting agreement dated 20 February 2003 between the Company, Offerors and the Underwriters to underwrite 20,000,000 Offer Shares which are made available for application by the Malaysian public.
“US”	:	United States of America
“USD”	:	US Dollar

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I. CORPORATE DIRECTORY

DIRECTORS

Name	Address	Occupation	Nationality
Teoh Boon Beng @ Teoh Eng Kuan (Non-Executive Chairman)	69, Lorong Selamat 10400 Pulau Pinang	Director	Malaysian
Lee See Jin (Managing Director)	2281-A, Lorong Peringgi 05100 Alor Setar Kedah Darul Aman	Director	Malaysian
Lee Chong Choon (Executive Director)	No. 16, Jalan Jelawat Taman Sri Tenggara 34200 Parit Buntar Perak	Director	Malaysian
Teoh Teik Jin (Non-Independent and Non-Executive Director)	39, Kimberly Street 10100 Pulau Pinang	Director	Malaysian
Lim Han Nge (Independent and Non-Executive Director)	85, Lorong Kelompang Bakar Bata 05100 Alor Setar Kedah	Lawyer	Malaysian
Tan Hock Soon (Independent and Non-Executive Director)	P02-12, Mutiara Oriental Condominium Jalan BM 1/8, Taman Bukit Mayang Emas 47301 Petaling Jaya Selangor	Director	Malaysian

AUDIT COMMITTEE

Name	Responsibility	Directorship
Tan Hock Soon	Chairman of the Committee	Independent and Non-Executive Director
Lim Han Nge	Member of the Committee	Independent and Non-Executive Director
Lee Chong Choon	Member of the Committee	Executive Director

1. CORPORATE DIRECTORY (Cont'd)

COMPANY SECRETARY	:	Thum Sook Fun (MAICSA 7025619) 6-5-3, Taman Air Itam Jalan Padang Tembak 11400 Ayer Itam Pulau Pinang
REGISTERED OFFICE	:	Suite 18.05, MWE Plaza No. 8, Lebuh Farquhar 10200 Pulau Pinang Telephone no: 04-263 1966 Fax no: 04-262 8544
HEAD OFFICE	:	No. 886, Jalan Bandar Baru Sungai Kecil 14300 Nibong Tebal Seberang Prai Selatan Pulau Pinang Telephone no: 04-593 1296 / 04-593 1326 Fax no: 04-593 3373 Email: nthb@ntpm.com.my Website: www.premier.com.my
PRINCIPAL BANKERS	:	Malayan Banking Berhad 4277, Jalan Bagan Luar 12000 Butterworth Province Wellesley Pulau Pinang HSBC Bank Malaysia Berhad 4778, Jalan Bagan Luar 12000 Butterworth Pulau Pinang United Overseas Bank (Malaysia) Bhd 4072, Jalan Bagan Luar P.O. Box 29 12700 Butterworth Pulau Pinang
AUDITORS AND REPORTING ACCOUNTANTS	:	Ernst & Young Chartered Accountants 22nd Floor, MWE Plaza No. 8, Lebuh Farquhar 10200 Pulau Pinang
REGISTRAR	:	Securities Services (Holdings) Sdn Bhd Suite 18.05, MWE Plaza No. 8, Lebuh Farquhar 10200 Pulau Pinang
ISSUING HOUSE	:	MIDF Consultancy and Corporate Services Sdn Bhd 12th Floor, Bangunan MIDF 195A, Jalan Tun Razak 50400 Kuala Lumpur

I. CORPORATE DIRECTORY (Cont'd)

SOLICITORS FOR THE COMPANY	:	Ong and Manecksha Suite 503, 5th Floor Penang Plaza, Jalan Burma 10050 Pulau Pinang
VALUERS	:	Henry Butcher, Lim & Long (N) Sdn Bhd 142-M, Jalan Burma 10050 Pulau Pinang Henry Butcher, Lim & Long (Malacca) Sdn Bhd No 335A, Taman Melaka Raya 75000 Melaka
ADVISER AND PLACEMENT AGENT	:	Commerce International Merchant Bankers Berhad 7th Floor, Bangunan CIMB Jalan Semantan, Damansara Heights 50490 Kuala Lumpur
JOINT MANAGING UNDERWRITERS AND UNDERWRITERS	:	Commerce International Merchant Bankers Berhad 7th Floor, Bangunan CIMB Jalan Semantan, Damansara Heights 50490 Kuala Lumpur Hwang-DBS Securities Berhad Level 2, 3, 4, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang
LISTING SOUGHT	:	Main Board of the KLSE

II. INFORMATION SUMMARY

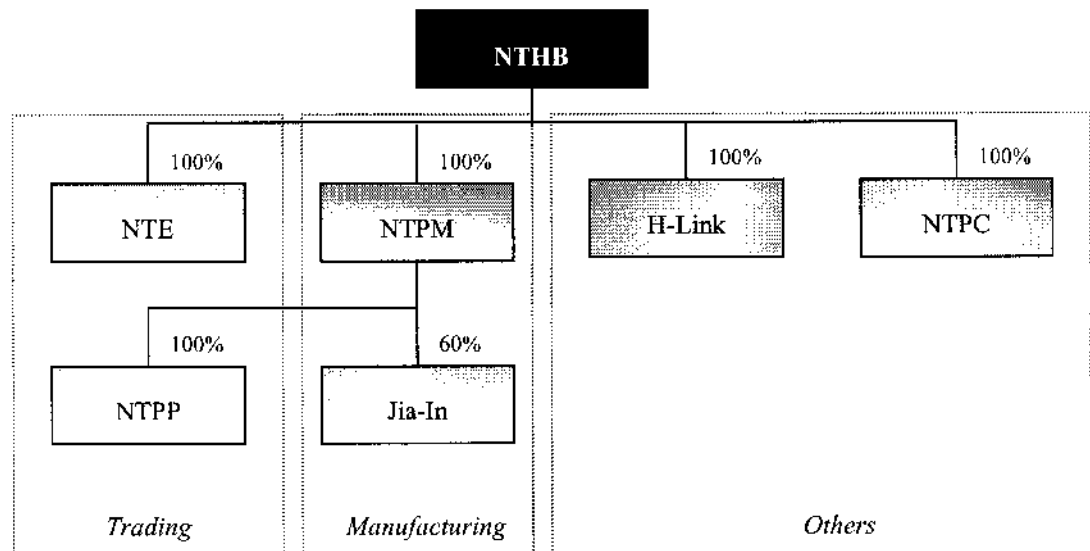
THE INFORMATION SUMMARY SET OUT BELOW IS ONLY A SUMMARY OF INFORMATION ABOUT NTHB GROUP AND THE OFFER FOR SALE AND IS DERIVED FROM THE FULL TEXT OF THIS PROSPECTUS. INVESTORS SHOULD READ AND UNDERSTAND THE WHOLE PROSPECTUS PRIOR TO DECIDING WHETHER TO INVEST IN THE OFFER SHARES.

1. HISTORY AND BUSINESS

NTHB was incorporated in Malaysia on 22 April 1996 as a private limited company under the Act, under the name of Bypass Structure Sdn Bhd. On 18 October 1996, the Company was converted into a public limited company. On 26 May 1997, it assumed its present name.

The principal activities of NTHB are provision of management support services and investment holding while its subsidiaries are involved in manufacturing and trading of tissue papers, toilet rolls, serviettes and paper related products, trading of cotton products and investment holding.

The corporate structure of NTHB Group is as follows:



(Full details can be found in Section V of this Prospectus).

II. INFORMATION SUMMARY (Cont'd)

2. RISK FACTORS

Applicants for the Offer Shares should carefully consider the following risk factors (which may not be exhaustive) in addition to the other information contained elsewhere in this Prospectus before applying for the Offer Shares. Full details of the risk factors are set out in Section IV of this Prospectus.

- (i) No prior public market for NTHB Shares;
- (ii) Competition in the tissue papers, toilet rolls and paper related products industry in Malaysia;
- (iii) Business risks inherent in the tissue papers, toilet rolls and paper related products industry such as fluctuation in the raw material prices, production stoppage, increase in cost of labour and labour strike;
- (iv) Environmental factors with respect to the management of waste disposal from its recycling paper processes;
- (v) Foreign exchange risk from its foreign currency denominated sales and purchases activities;
- (vi) Globalisation of the Malaysian economy;
- (vii) Products brand names and brand loyalty;
- (viii) Dependence on key personnel;
- (ix) Influence by substantial shareholders;
- (x) Change in political, economic and regulatory conditions;
- (xi) Achievability of profit estimate and forecast;
- (xii) Forward looking statements; and
- (xiii) Delay in or abortion of the Listing.

II. INFORMATION SUMMARY (Cont'd)**3. SHAREHOLDINGS OF PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND DIRECTORS OF NTHB AND SENIOR MANAGEMENT OF NTHB GROUP**

		<----- After Offer for Sale ----->			
		<----- Direct ----->		<----- Indirect ----->	
	Designation(s)	No. of NTHB Shares	%	No. of NTHB Shares	%
Directors					
Teoh Boon Beng @ Teoh Eng Kuan	Non-Executive Chairman	-	-	24,151,068 ⁽ⁱ⁾	3.87
Lee See Jin	Managing Director	174,033,294	27.89	14,094,325 ⁽ⁱⁱ⁾	2.26
Lee Chong Choon	Executive Director	31,270,565	5.01	-	-
Teoh Teik Jin	Non-Independent and Non-Executive Director	22,751,213	3.65	-	-
Lim Han Nge	Independent Non-Executive Director	-	-	-	-
Tan Hock Soon	Independent Non-Executive Director	-	-	-	-
Promoters					
Teoh Boon Beng @ Teoh Eng Kuan	Non-Executive Chairman	-	-	24,151,068 ⁽ⁱ⁾	3.87
Lee See Jin	Managing Director	174,033,294	27.89	14,094,325 ⁽ⁱⁱ⁾	2.26
Lee Chong Choon	Executive Director	31,270,565	5.01	-	-
Teoh Teik Jin	Non-Independent and Non-Executive Director	22,751,213	3.65	-	-
Substantial Shareholders					
Lee See Jin	Managing Director	174,033,294	27.89	14,094,325 ⁽ⁱⁱ⁾	2.26
Lee Chong Choon	Executive Director	31,270,565	5.01	-	-
Senior Management					
Lee Chong Chat	Director of NTPM	-	-	-	-
Lee Chong Loo	Director of NTE	-	-	-	-
Lee Hooi Fung	Director of NTPP	-	-	-	-
Philip Foo Say Hai	Director of NTPP	-	-	-	-
Tan Sin Wui	Director of Jia In	-	-	-	-
Loo Hooi Hock	Director of Jia In	-	-	-	-
Ong Swee Chye	Finance Manager	250,000 ⁽ⁱⁱⁱ⁾	0.04	-	-

II. INFORMATION SUMMARY (Cont'd)

Designation(s)		----- After Offer for Sale ----->			
		<----- Direct ----->		<----- Indirect ----->	
		No. of NTHB Shares	%	No. of NTHB Shares	%
Senior Management (Cont'd)					
Tan Chee Seng	Manufacturing Manager of NTPM	300,000 ⁽ⁱⁱⁱ⁾	0.05	-	-
Liou Hung Hong	Information System and Operation Manager of NTPM	250,000 ⁽ⁱⁱⁱ⁾	0.04	-	-
Mah Cheng Kok	Senior Technical Manager of NTPM	250,000 ⁽ⁱⁱⁱ⁾	0.040.12	-	-
Teoh Keng Lee	Assistant National Sales Manager of NTE	250,000 ⁽ⁱⁱⁱ⁾	0.04	-	-

Notes:

- (i) Deemed interested by virtue of his shareholding in Kota Beras Sdn Bhd pursuant to Section 6A of the Act.
- (ii) Deemed interested by virtue of his spouse's interest in NTHB pursuant to Sections 6A and 122A of the Act.
- (iii) Based on the assumption that they will fully take up their respective entitlements in respect of the Offer Shares reserved for Application by the eligible employees of NTHB Group.

(Full details can be found in Section V(9) and V(10) of this Prospectus).

II. INFORMATION SUMMARY (Cont'd)

4. FINANCIAL HIGHLIGHTS

The following is a summary of the proforma consolidated results of NTHB Group for the past five (5) financial years ended 30 April 2002 and the five (5)-month period ended 30 September 2002 after incorporating such adjustments considered necessary based on the audited results of NTHB Group. The proforma consolidated results are provided for illustrative purposes only, assuming that the present structure of the NTHB Group had been in existence throughout the years/period under review. The proforma consolidated results of NTHB Group were accounted for under the merger accounting method as set out in the Malaysian Accounting Standard Board Standard No. 21, except for H-Link and Jia In which were accounted for under the acquisition accounting method under Malaysian Accounting Standard Board Standard No. 11. The proforma consolidated results have been extracted from and should be read in conjunction with the accompanying notes and assumptions included in the Accountants' Report as set out in Section IX of this Prospectus.

	-----For the financial year ended 30 April-----					5-month period ended 30 September 2002
	1998	1999	2000	2001	2002	
	RM 000	RM 000	RM 000	RM 000	RM 000	RM 000
Revenue	130,323	149,764	152,579	164,721	181,701	76,831
EBITDA	9,566	32,637	29,321	36,468	48,565	21,891
Depreciation	(9,563)	(10,222)	(11,022)	(11,356)	(11,585)	(4,868)
Interest expenses	(4,841)	(6,549)	(3,238)	(2,183)	(1,105)	(309)
(Loss)/profit before taxation	(4,838)	15,866	15,061	22,929	35,875	16,714
Taxation	(474)	-	(3,044)	(4,114)	(9,494)	(4,210)
(Loss)/profit after taxation but before MI	(5,312)	15,866	12,017	18,815	26,381	12,504
MI	(73)	(64)	(145)	(107)	45	(26)
(Loss after taxation and MI)/PATAMI	(5,385)	15,802	11,872	18,708	26,426	12,478
No. of ordinary shares of RM0.10 assumed in issue (000) ⁽ⁱ⁾	624,000	624,000	624,000	624,000	624,000	624,000
Gross EPS (RM) ⁽ⁱ⁾	(0.01)	0.03	0.02	0.04	0.06	0.06 [#]
Net EPS (RM) ⁽ⁱ⁾	(0.01)	0.03	0.02	0.03	0.04	0.05 [#]

Notes:

Annualised for comparison purpose only.

(i) Based on the enlarged issued and paid-up share capital of NTHB after the Restructuring.

(ii) There is no exceptional or extraordinary item during the financial years/period under review.

The financial statements of NTHB and its subsidiaries were not subject to any audit qualification for the years under review with the exception of the financial statements of Jia In. Jia In's financial statements for the three (3) financial years ended 30 September 1999 were qualified as a result of the auditors not attending the stock take at the relevant date and the value of stock was based on the valuation made by management. However, as the contribution of Jia In is not significant, the impact of the qualification is not expected to be material to the proforma Group results. Furthermore, subsequently, the financial statements of Jia In were reported without any qualification.

(Full details can be found in Section IX of this Prospectus).

II. INFORMATION SUMMARY (Cont'd)

5. PROFORMA CONSOLIDATED BALANCE SHEETS OF NTHB GROUP AS AT 30 SEPTEMBER 2002

The proforma consolidated balance sheets set out below are provided solely for illustrative purposes only to show the effects on the audited consolidated balance sheet of NTHB Group as at 30 September 2002 had the Share Split, Bonus Issue and Parting Dividends been effected on that date:

	Audited as at 30 September 2002 RM 000	Proforma I RM 000
CURRENT ASSETS	58,074	56,389
CURRENT LIABILITIES	(48,534)	(62,643)
PROPERTY, PLANT AND EQUIPMENT	109,938	109,938
INVESTMENTS	104	104
	<u>119,582</u>	<u>103,788</u>
Financed by:		
SHARE CAPITAL	3,891	62,400
SHARE PREMIUM	318	-
CAPITAL RESERVES	17,118	-
REVALUATION RESERVE	19,395	7,863
RETAINED PROFIT	66,394	21,059
SHAREHOLDERS' FUNDS	<u>107,116</u>	<u>91,322</u>
RESERVE ON CONSOLIDATION	200	200
MINORITY INTEREST	652	652
LONG TERM BORROWINGS	957	957
DEFERRED TAXATION	<u>10,657</u>	<u>10,657</u>
	<u>119,582</u>	<u>103,788</u>
NTA (RM 000)	107,316	91,522
No. of shares assumed in issue (000)	624,000	624,000
NTA per share (RM)	0.17	0.15

Notes:

Proforma I – Proforma I incorporates on a proforma basis the following:

- (i) *Share split of the paid-up share capital of NTHB comprising 3,891,299 ordinary shares of RM1.00 each to 38,912,990 ordinary shares of RM0.10 each by way of sub-division of the existing ordinary shares of RM1.00 each.*

II. INFORMATION SUMMARY (Cont'd)

- (ii) *Bonus Issue of 585,087,010 new NTHB shares of RM0.10 each credited as fully paid-up on the basis of approximately 150,358 new NTHB shares for every 10,000 NTHB shares held, by way of capitalisation of RM58,508,701 from the net revaluation reserves of NTHB which amounts to RM83,481,244 as at 30 September 2002 at the Company level. The net revaluation reserve of RM83,481,244 have arisen from the revaluation of NTHB's cost of investment in its subsidiaries after taking into consideration of the respective net tangible assets of its subsidiaries as at 30 April 2002 (after incorporating a net revaluation surplus of RM19,395,544 arising from the revaluation of landed properties by its subsidiaries). At the Group level, the Bonus Issue will be effected through the capitalisation of RM317,747 from the share premium account, RM17,117,642 from the capital reserve account, RM11,532,312 from the revaluation surplus account (arising from the revaluation of the landed properties of NTHB's subsidiaries) and RM29,541,000 from retained profits as at 30 September 2002.*
- (iii) *Payment of final tax-exempt dividend of RM8,108,701 in respect of the financial year ended 30 April 2002 and the interim tax-exempt dividend of RM6,000,000 in respect of the financial year ending 30 April 2003.*
- (iv) *Estimated remaining listing expenses of RM1,685,000. The total estimated expenses for the proposed listing is RM2,500,000 of which RM815,000 has been taken up in the audited consolidated financial statements of NTHB as at 30 September 2002.*
- (v) *The proforma consolidated balance sheet had been prepared on bases and accounting principles consistent with those previously adopted in the preparation of the audited financial statements.*

(Full details can be found in Section VIII of this Prospectus).

6. PRINCIPAL STATISTICS RELATING TO THE OFFER FOR SALE

(i)	Share Capital	No. of NTHB Shares	RM
	Authorised	2,500,000,000	250,000,000
	Issued and fully paid-up	624,000,000	62,400,000
	To be offered pursuant to the Offer for Sale	242,980,000	24,298,000

There is currently only one (1) class of shares in the Company, namely ordinary shares of RM0.10 each. The Offer Shares rank pari passu in all respects with the other existing issued and paid-up ordinary shares of the Company including voting rights and will be entitled to all rights and dividends and distribution that may be declared subsequent to the date of this Prospectus.

(Full details can be found in Section III of this Prospectus).

(ii)	Offer Price	
	Offer Price for each Offer Share	RM0.50

(Full details can be found in Section III of this Prospectus).

(iii)	Proforma Group NTA as at 30 September 2002	
	Proforma Group NTA (RM 000)	91,522
	(after deducting estimated listing expenses of RM2,500,000 after the Restructuring)	
	Proforma Group NTA per share (RM)	0.15
	(based on the enlarged issued and paid-up share capital of NTHB after the Restructuring)	

(Full details can be found in Section VIII of this Prospectus).

II. INFORMATION SUMMARY (Cont'd)**(iv) Consolidated Profit Estimate and Forecast**

Year ending 30 April	Estimate 2003	Forecast 2004
Consolidated profit before taxation and MI	38,997	41,302
Taxation	(9,413)	(6,616)
Consolidated profit after taxation but before MI and exceptional item	29,584	34,686
MI	(32)	(39)
Consolidated profit after taxation and MI but before exceptional item	29,552	34,647
Exceptional item	-	-
Consolidated profit after taxation and MI (RM 000)	29,552	34,647
Gross EPS (sen) ⁽ⁱ⁾	6.25	6.62
Gross PE Multiple (based on the Offer Price of RM0.50 per share) (times)	8.00	7.55
Net EPS (sen) ⁽ⁱ⁾	4.74	5.55
Net PE Multiple (based on the Offer Price of RM0.50 per share) (times)	10.55	9.01

Note:

- (i) Based on the enlarged issued and paid-up share capital of NTHB after the Restructuring.

(Full details can be found in Section VIII of this Prospectus)

(v) Dividend Estimate and Forecast

Year ending 30 April	Estimate⁽ⁱ⁾ 2003	Forecast 2004
Gross dividend per share (sen) ⁽ⁱⁱ⁾	0.961	1.92
Gross dividend yield based on the Offer Price of RM0.50 per share (%)	1.92	3.85
Net dividend per share (sen) ⁽ⁱⁱ⁾	0.961	1.92
Net dividend yield based on the Offer Price of RM0.50 per share (%)	1.92	3.85
Net dividend cover (times)	2.46 ⁽ⁱⁱⁱ⁾	2.89

Notes:

- (i) An aggregate of RM12,000,000 tax-exempt dividend is estimated for the financial year ending 30 April 2003 of which, an interim tax-exempt dividend of RM6,000,000 has been declared and paid to the existing shareholders of NTHB. Only the remaining RM6,000,000 tax exempt dividend is attributable to the shareholders after the Offer for Sale.
- (ii) Based on the enlarged issued and paid-up share capital of NTHB after the Restructuring.
- (iii) Based on the total dividend of RM12,000,000 estimated for the financial year ending 30 April 2003 which includes the interim tax-exempt dividend of RM6,000,000 paid to the existing shareholders.

(Full details can be found in Section VIII of this Prospectus).

II. INFORMATION SUMMARY (Cont'd)

7. MATERIAL LITIGATION AND ARBITRATION, CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES
7.1 Material Litigation and Arbitration

As at 7 March 2003, neither NTHB nor its subsidiaries are engaged in any litigation or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of NTHB or its subsidiaries and the Directors of NTHB do not know of any proceedings pending or threatened or of any fact which is of their opinion, with the advise from its legal adviser, will be likely to give rise to any proceedings which might materially affect the financial position or business of NTHB or its subsidiaries.

(Full details can be found in Section VIII(2) of this Prospectus).

7.2 Capital Commitments

Save as disclosed below, there are no material commitments for capital expenditure contracted or known to be contracted by NTHB Group which may have a substantial impact on the financial position impact on the financial position of the Group as at 7 March 2003 (being the latest practicable date at which such amounts could be calculated prior to the printing of this Prospectus):

	RM 000
Approved and contracted	6,543
Approved but not contracted	—
	<u>6,543</u>

(Full details can be found in Section VIII(2) of this Prospectus)

7.3 Contingent Liabilities

As at 7 March 2003, the Board is not aware of any contingent liabilities that upon materialisation would have a substantial impact on the profit or net assets of the Group.

(Full details can be found in Section VIII(2) of this Prospectus).