

11. APPROVALS AND CONDITIONS

In conjunction with and as an integral part of the listing of and quotation for the entire issued and paid-up share capital of TIGB on the Second Board of the KLSE, the Company undertook the flotation scheme set out in Section 7.3 of this Prospectus, which was approved by the following authorities:-

<u>Authorities</u>	<u>Date</u>
SC	6 June 2003, 22 September 2003 and 25 September 2003
FIC	29 January 2003 and 26 August 2003
MITI	3 December 2002, 14 March 2003 and 31 July 2003

The conditions imposed by the SC, FIC and MITI in their approvals of the restructuring exercise and listing of TIGB on the Second Board of the KLSE are as follows:-

(i) Approval from the SC

Conditions Imposed	Status of Compliance
<u>Approval letter dated 6 June 2003:-</u>	
<u>Conditions on the utilisation of proceeds from the Offer for Sale and Public Issue:-</u>	
i) SC approval must be obtained for any changes in the utilisation of the proceeds if the changes involve utilisation for purposes other than the core business of the TIGB Group;	Will be complied with, if required.
ii) Shareholders approval has to be obtained on any changes of 25% or more on the proceeds. If the changes are less than 25%, the appropriate disclosure has to be made to TIGB's shareholders;	Will be complied with, if required.
iii) Duration of the utilisation of proceeds has to be disclosed in the Prospectus.	Complied. Please refer to Section 6.6 of this Prospectus.
Any extension of time on the utilisation of proceeds has to be approved through TIGB's board resolution and fully disclosed to KLSE; and	Will be complied with, if required.
iv) Appropriate disclosure on the status of the utilisation of proceeds must be made in quarterly reports and annual reports of TIGB until the proceeds have been fully utilised.	To be complied.

11. APPROVALS AND CONDITIONS (cont'd)

Conditions Imposed			Status of Compliance																																																																														
<u>Approval letter dated 6 June 2003:-</u>																																																																																	
<u>Conditions on the approval:-</u>																																																																																	
i)	<p>Moratorium is to be imposed on TIGB's 18,000,000 ordinary shares at a par value of RM1.00, representing 45% of the issued and paid-up share capital, held by the Promoters/shareholders, as required under paragraph 10.12 of SC's Policy and Guidelines on Issuance/Offer of Securities. They are not allowed to sell, transfer or assign their rights on the Shares under moratorium for one (1) year from the date of listing of TIGB on KLSE. Thereafter, the Shares will no longer be under moratorium in conjunction with the implementation of the final phase of the disclosure-based regulation.</p> <p>The details of the moratorium Shares held by the Promoters/shareholders of TIGB as required under SC's Policy and Guidelines on Issuance/Offer of Securities, are as follows as proposed:-</p> <table border="1"> <thead> <tr> <th>Promoters / Shareholders</th> <th>No. of shares to be placed under moratorium</th> <th>% of the enlarged issued and paid-up share capital</th> </tr> </thead> <tbody> <tr> <td colspan="3">Promoters</td> </tr> <tr> <td>Lim Guan Lee</td> <td>3,769,514</td> <td>9.42</td> </tr> <tr> <td>Ng Chong You</td> <td>3,457,417</td> <td>8.64</td> </tr> <tr> <td>Song Kok Cheong</td> <td>2,938,796</td> <td>7.35</td> </tr> <tr> <td>Subtotal</td> <td>10,165,727</td> <td>25.41</td> </tr> <tr> <td colspan="3">Other Shareholders</td> </tr> <tr> <td>Cheah Chee Meng</td> <td>344,506</td> <td>0.86</td> </tr> <tr> <td>Cheah Yoke Han</td> <td>82,246</td> <td>0.21</td> </tr> <tr> <td>Chua See Ka</td> <td>426,102</td> <td>1.07</td> </tr> <tr> <td>Fong Po Yin (wife of Song Kok Cheong)</td> <td>941,168</td> <td>2.35</td> </tr> <tr> <td>Heng Soon Kiah</td> <td>325,395</td> <td>0.81</td> </tr> <tr> <td>Kok Sau Lan</td> <td>390,442</td> <td>0.98</td> </tr> <tr> <td>Kwok Hon Wun</td> <td>689,012</td> <td>1.72</td> </tr> <tr> <td>Kwok Sow Yoong</td> <td>1,148,353</td> <td>2.87</td> </tr> <tr> <td>Lee Ngap Cheng</td> <td>53,053</td> <td>0.13</td> </tr> <tr> <td>Leong Yeow Chee</td> <td>1,149,823</td> <td>2.87</td> </tr> <tr> <td>Low Guan Seng</td> <td>325,396</td> <td>0.81</td> </tr> <tr> <td>Peck Kim Chau</td> <td>159,788</td> <td>0.40</td> </tr> <tr> <td>Poon Nak Siak</td> <td>147,200</td> <td>0.37</td> </tr> <tr> <td>Sia Ah Lee</td> <td>344,506</td> <td>0.86</td> </tr> <tr> <td>Sng Kin Huat</td> <td>325,396</td> <td>0.81</td> </tr> <tr> <td>Toh Leng Poh</td> <td>151,444</td> <td>0.38</td> </tr> <tr> <td>Yap Yee Kiean</td> <td>830,443</td> <td>2.09</td> </tr> <tr> <td>Subtotal</td> <td>7,834,273</td> <td>19.59</td> </tr> <tr> <td>Total</td> <td>18,000,000</td> <td>45.00</td> </tr> </tbody> </table>		Promoters / Shareholders	No. of shares to be placed under moratorium	% of the enlarged issued and paid-up share capital	Promoters			Lim Guan Lee	3,769,514	9.42	Ng Chong You	3,457,417	8.64	Song Kok Cheong	2,938,796	7.35	Subtotal	10,165,727	25.41	Other Shareholders			Cheah Chee Meng	344,506	0.86	Cheah Yoke Han	82,246	0.21	Chua See Ka	426,102	1.07	Fong Po Yin (wife of Song Kok Cheong)	941,168	2.35	Heng Soon Kiah	325,395	0.81	Kok Sau Lan	390,442	0.98	Kwok Hon Wun	689,012	1.72	Kwok Sow Yoong	1,148,353	2.87	Lee Ngap Cheng	53,053	0.13	Leong Yeow Chee	1,149,823	2.87	Low Guan Seng	325,396	0.81	Peck Kim Chau	159,788	0.40	Poon Nak Siak	147,200	0.37	Sia Ah Lee	344,506	0.86	Sng Kin Huat	325,396	0.81	Toh Leng Poh	151,444	0.38	Yap Yee Kiean	830,443	2.09	Subtotal	7,834,273	19.59	Total	18,000,000	45.00	<p>Revision of this condition was approved by the SC on 22 September 2003.</p> <p>Please refer to Section 11 of this Prospectus in relation to the SC's approval letter dated 22 September 2003 for conditions imposed on the revision granted by the SC.</p>
Promoters / Shareholders	No. of shares to be placed under moratorium	% of the enlarged issued and paid-up share capital																																																																															
Promoters																																																																																	
Lim Guan Lee	3,769,514	9.42																																																																															
Ng Chong You	3,457,417	8.64																																																																															
Song Kok Cheong	2,938,796	7.35																																																																															
Subtotal	10,165,727	25.41																																																																															
Other Shareholders																																																																																	
Cheah Chee Meng	344,506	0.86																																																																															
Cheah Yoke Han	82,246	0.21																																																																															
Chua See Ka	426,102	1.07																																																																															
Fong Po Yin (wife of Song Kok Cheong)	941,168	2.35																																																																															
Heng Soon Kiah	325,395	0.81																																																																															
Kok Sau Lan	390,442	0.98																																																																															
Kwok Hon Wun	689,012	1.72																																																																															
Kwok Sow Yoong	1,148,353	2.87																																																																															
Lee Ngap Cheng	53,053	0.13																																																																															
Leong Yeow Chee	1,149,823	2.87																																																																															
Low Guan Seng	325,396	0.81																																																																															
Peck Kim Chau	159,788	0.40																																																																															
Poon Nak Siak	147,200	0.37																																																																															
Sia Ah Lee	344,506	0.86																																																																															
Sng Kin Huat	325,396	0.81																																																																															
Toh Leng Poh	151,444	0.38																																																																															
Yap Yee Kiean	830,443	2.09																																																																															
Subtotal	7,834,273	19.59																																																																															
Total	18,000,000	45.00																																																																															

11. APPROVALS AND CONDITIONS (cont'd)

Conditions Imposed	Status of Compliance
ii) TIGB is prohibited from getting involved in new activities which are not related to its core business within three (3) years from the date of listing of TIGB on the KLSE, as stipulated under paragraph 10.17 of SC's Policy and Guidelines on Issuance/Offer of Securities;	To be complied upon listing of TIGB.
iii) Promoters, Directors and substantial shareholders of TIGB are prohibited from getting involved in any other businesses which will compete directly or indirectly and be in conflict with TIGB Group's business in the future. In this regard, the Promoters, Directors and substantial shareholders of TIGB are required to provide undertaking letters to the SC not to be involved in any other new businesses that are similar/competing with TIGB Group's existing business in the future;	Complied. Undertaking letters have been furnished to the SC on 2 September 2003. The relevant disclosure has been made in Section 13.1.2 of this Prospectus.
iv) Directors and substantial shareholders who are involved full time in TIGB Group are prohibited from getting involved on a full time basis in their personal businesses.	Complied.
v) Any future transactions between TIGB Group and the Promoters, Directors and substantial shareholders of TIGB or companies related to the Promoters, Directors and substantial shareholders of TIGB must be carried out on an arm's-length basis and not involve any favourable terms over and above the normal commercial terms which may be detrimental to TIGB Group. In this regard, the Audit Committee of TIGB is required to monitor and Directors of TIGB are required to report any such transactions in TIGB's annual report;	The Directors and substantial shareholders of TIGB have taken note of the condition and will comply with this condition, if applicable. Such transactions have been fully disclosed in Section 13.1 of this Prospectus.
vi) Advisers/TIGB must comply to the following conditions on offer for sale shares and public issue shares which will be offered vide private placement:- a) Private placement of shares to public investors must be made through independent placement agents (consist of merchant banks or stockbroker), and the investors must be identified and nominated by the said independent placement agent; b) At least 30% of TIGB's shares under the said placement must be allocated, as much as possible, to Bumiputera investors; and c) Adviser or independent placement agent, whichever applicable, must furnish SC with the final list of investors and confirm in writing that the placement has met the requirements under SC's Policy and Guidelines on Issuance/Offer of Securities after it is implemented.	Complied. To be complied. To be complied upon listing of TIGB.

11. APPROVALS AND CONDITIONS (cont'd)

Conditions Imposed	Status of Compliance
<p>vii) OSK/TIGB has to give detailed disclosure of the following in the Prospectus:-</p> <p>a) The possible impact on TIGB Group's future performance as a result of local and overseas competition, including competition from private and public listed companies, and the mitigating steps that have been/will be taken by TIGB to mitigate the risk;</p> <p>b) Risks related to the non-existence of long-term contracts with its customers in the industry and the mitigating steps that have been/will be taken by TIGB to mitigate the risk;</p> <p>c) Impacts of the implementation of ASEAN Free Trade Area on TIGB's future performance and the possible mitigating steps that have been/will be taken by TIGB to overcome the impacts;</p> <p>d) Risk management plans of TIGB to address the risks related to TIGB Group's operations, including break out of fire, electricity crisis and other risks that may jeopardize the smooth operations and financial performance of TIGB Group;</p> <p>e) Interest and/or involvement of the Promoters, Directors and substantial shareholders in similar/competing businesses as TIGB Group and the steps taken/to be taken to mitigate any risk with regards to direct and indirect conflict of interest with TIGB Group's business;</p> <p>f) All interest, involvement and transactions between TIGB Group and companies related to the Promoters/Directors/substantial shareholders;</p> <p>g) Management succession plan of TIGB Group. In this regard, TIGB is required to have a management succession plan before the listing Prospectus is issued;</p> <p>h) Status and total amount of trade debtors, ageing analysis and comments/statements by the Directors of TIGB on the recoverability of the trade debts that have exceeded the credit period;</p> <p>i) Steps taken/to be taken by TIGB to avoid bad debts and overdue debts; and</p>	<p>Complied. Please refer to Section 3(ii) of this Prospectus.</p> <p>Complied. Please refer to Section 3(vii) of this Prospectus.</p> <p>Complied. Please refer to Section 3(xv) of this Prospectus.</p> <p>Complied. Please refer to Section 3(xvii) of this Prospectus.</p> <p>Complied. Please refer to Section 3(xviii) of this Prospectus.</p> <p>Complied. Please refer to Section 13 of this Prospectus.</p> <p>Complied. Please refer to Section 10.9 of this Prospectus.</p> <p>Complied. Please refer to Section 3(xvi) and Section 15.5 of this Prospectus.</p> <p>Complied. Please refer to Section 3(xvi) of this Prospectus.</p>

11. APPROVALS AND CONDITIONS (cont'd)

Conditions Imposed	Status of Compliance
<p>j) Risks related to procurement of raw materials and steps taken/will be taken by TIGB Group to address the possible shortage of supply in the future;</p>	<p>Complied. Please refer to Section 3(v) of this Prospectus.</p>
<p>viii) OSK/TIGB to provide detailed disclosure on the independent market research report conducted by Taylor Nelson Sofres in TIGB's Prospectus;</p>	<p>Complied. Please refer to Section 18 of this Prospectus.</p>
<p>ix) The TIGB Group should make full provision for its overdue trade debtors, which were in dispute or under legal action, or for amount which has been outstanding for more than six (6) months. And the Reporting Accountants of TIGB are to provide confirmation to the SC that this condition has been complied with prior to the issuance of the Prospectus. The Group is also to be advised to strengthen its credit management system so as to avoid any bad debts problem in future;</p>	<p>Revision of this condition was approved by the SC on 25 September 2003.</p> <p>Please refer to Section 11 of this Prospectus in relation to the SC's approval letter dated 25 September 2003 for conditions imposed on the revision granted by the SC.</p>
<p>x) The Directors of TIGB should confirm and submit a declaration to the SC that trade debts exceeding credit period are recoverable and that full provision had been made to the accounts/forecast/projections;</p>	<p>Complied. Written confirmation has been furnished to the SC on 2 September 2003.</p>
<p>xi) For the landed property located in Lot Nos. 376 and 378, Section 32, Bandar Petaling Jaya, District of Petaling, State of Selangor, TIGB has to furnish the SC with an undertaking letter that it will rectify the erected extensions which did not obtain approval from the relevant authorities before the issuance of the Prospectus, as follows:-</p> <p>a) "Lean-to" extension on the side and rear of both factories; and</p> <p>b) Extension connecting both factories;</p>	<p>Complied. Letter of undertaking dated 5 August 2003 has been furnished to the SC.</p> <p>Inspection report dated 4 September 2003 from K.O.Koay Chartered Architect confirming the demolition works have been carried out and the property is now complied with the original requirements specified in the CF, has been furnished to the SC on 8 September 2003.</p>
<p>xii) For the landed property located in L.O.7/65/Sub-Jacket/21/Ind, Mukim of Damansara, District of Klang, State of Selangor, TIGB has to furnish the SC with an undertaking letter that it will rectify all erected "lean-to" extensions which did not obtain approval from the relevant authorities before the issuance of the Prospectus;</p>	<p>Complied. Letter of undertaking dated 5 August 2003 has been furnished to the SC.</p> <p>Inspection report dated 4 September 2003 from K.O.Koay Chartered Architect confirming the property is complied with the original requirements specified in the CF, has been furnished to the SC on 8 September 2003.</p>

11. APPROVALS AND CONDITIONS (cont'd)

Conditions Imposed	Status of Compliance
<p>xiii) For the landed property located in Lot No. 013814 (P.T.9407), Mukim of Damansara, District of Petaling, State of Selangor, TIGB has to furnish the SC with an undertaking letter that it will rectify the erected extension on the rear of the factory which did not obtain approval from the relevant authorities before the issuance of the Prospectus;</p> <p>xiv) OSK/TIGB has to get approval from MITI and FIC on the amended flotation scheme before the proposed flotation is implemented; and</p> <p>xv) OSK/TIGB has to meet all other requirements related to listing of companies under SC's Policy and Guidelines on Issuance/Offer of Securities.</p>	<p>Complied. Letter of undertaking dated 5 August 2003 has been furnished to the SC. Inspection report dated 4 September 2003 from K.O.Koay Chartered Architect confirming the demolition works have been carried out and the property is now complied with the original requirements specified in the CF, has been furnished to the SC on 8 September 2003.</p> <p>Letters of approval from MITI and FIC have been obtained on 31 July 2003 and 26 August 2003 respectively.</p> <p>Noted.</p>
<p>OSK and TIGB are required to provide written confirmation that the terms and conditions above have been complied with after the proposed flotation has been fully implemented.</p>	<p>To be complied.</p>
<p><u>Approval letter dated 22 September 2003:-</u></p>	
<p>Moratorium is to be imposed on TIGB's 18,000,000 ordinary shares at a par value of RM1.00, representing 45% of the enlarged issued and paid-up share capital, held by the Promoters/shareholders, as required under paragraph 10.12 of SC's Policy and Guidelines on Issuance/Offer of Securities. They are not allowed to sell, transfer or assign their rights on the Shares under moratorium for one (1) year from the date of listing of TIGB on KLSE. Thereafter, the Shares will no longer be under moratorium in conjunction with the implementation of the final phase of the disclosure-based regulation.</p>	<p>To be complied upon listing of TIGB.</p>
<p>The details of the moratorium Shares held by the Promoters/shareholders of TIGB as required under SC's Policy and Guidelines on Issuance/Offer of Securities, as per revised proposal are as follows:-</p>	<p>Pursuant to the approval on the revised condition granted by the SC vide its letter dated 22 September 2003, Leong Yeow Chee has transferred his entire shareholdings of 1,296,745 Shares in TIGB upon completion of the Acquisition of TISB Group, inclusive of the 1,149,823 TIGB Shares of the enlarged issued and paid-up share capital of TIGB placed under moratorium, to Kok Sau Lan on even date.</p>

11. APPROVALS AND CONDITIONS (cont'd)

	Conditions Imposed				Status of Compliance
	As per initial approval		Approved as per revised proposal		
Promoters / Shareholders	No. of shares to be placed under moratorium	% of the enlarged issued and paid-up share capital	No. of shares to be placed under moratorium	% of the enlarged issued and paid-up share capital	
Promoters					
Lim Guan Lee	3,769,514	9.42	3,769,514	9.42	
Ng Chong You	3,457,417	8.64	3,457,417	8.64	
Song Kok	2,938,796	7.35	2,938,796	7.35	
Cheong					
Subtotal	10,165,727	25.41	10,165,727	25.41	
Other Shareholders					
Cheah Chee Meng	344,506	0.86	344,506	0.86	
Cheah Yoke Han	82,246	0.21	82,246	0.21	
Chua See Ka	426,102	1.07	426,102	1.07	
Fong Po Yin (wife of Song Kok Cheong)	941,168	2.35	941,168	2.35	
Heng Soon Kiah	325,395	0.81	325,395	0.81	
Kok Sau Lan	390,442	0.98	1,540,265	3.85	
Kwok Hon Wun	689,012	1.72	689,012	1.72	
Kwok Sow Yoong	1,148,353	2.87	1,148,353	2.87	
Lee Ngap Cheng	53,053	0.13	53,053	0.13	
Leong Yeow Chee	1,149,823	2.87	-	-	
Low Guan Seng	325,396	0.81	325,396	0.81	
Peck Kim Chau	159,788	0.40	159,788	0.40	
Poon Nak Siak	147,200	0.37	147,200	0.37	
Sia Ah Lee	344,506	0.86	344,506	0.86	
Sng Kin Huat	325,396	0.81	325,396	0.81	
Toh Leng Poh	151,444	0.38	151,444	0.38	
Yap Yee Kian	830,443	2.09	830,443	2.09	
Subtotal	7,834,273	19.59	7,834,273	19.59	
Total	18,000,000	45.00	18,000,000	45.00	

11. APPROVALS AND CONDITIONS (cont'd)

Conditions Imposed	Status of Compliance
<p><u>Approval letter dated 25 September 2003:-</u></p> <p>The TIGB Group should make full provision for its overdue trade debtors, which were in dispute or under legal action, or for amount which has been outstanding for more than six (6) months except for any subsequent collection of trade debtors post FYE 31 March 2003. The Reporting Accountants of TIGB are to provide confirmation to the SC that this condition has been complied with prior to the issuance of the Prospectus. The Group is also to be advised to strengthen its credit management system so as to avoid any bad debts problem in future.</p>	<p>Complied.</p> <p>Written confirmation from Reporting Accountants has been furnished to the SC on 26 September 2003.</p>

(ii) Approval from the FIC

Conditions Imposed	Status of Compliance
<p><u>Approval letter dated 29 January 2003:-</u></p> <p>At least 30% of TIGB's equities are directly owned by Bumiputera investors after the implementation of the flotation scheme.</p>	<p>To be complied.</p>
<p><u>Approval letter dated 26 August 2003:-</u></p> <p>TIGB must inform FIC after all the transactions have been fully implemented.</p>	<p>To be complied.</p>

(iii) Approval from the MITI

Conditions Imposed	Status of Compliance
<p><u>Approval letter dated 3 December 2002:-</u></p> <p>(i) Placement of 12,000,004 units (8,700,004 and 3,300,000) is subject to the approval of MITI under the private placement portion. The distribution of this portion will be decided after the approval of the SC for the proposed flotation is obtained;</p> <p>(ii) Approval of the FIC; and</p> <p>(iii) Approval of the SC.</p>	<p>MITI had, vide its letters dated 14 March 2003 and 31 July 2003 revised this condition.</p> <p>TIGB obtained the approval of FIC on 29 January 2003 and 26 August 2003.</p> <p>TIGB obtained the approval of SC on 6 June 2003, 22 September 2003 and 25 September 2003.</p>

12. MORATORIUM AND OTHER CONDITIONS

Conditions Imposed	Status of Compliance
<p><u>Approval letter dated 14 March 2003:-</u></p> <p>(i) 30% from the recognized 8,700,004 shares held by Tuan Haji Yusoff bin Daud as an existing Bumiputera shareholder of the Company are allowed to be sold within 12 months after the listing of the Company on the KLSE and the balance 70% are allowed to be sold in stages by obtaining prior approval from MITI;</p> <p>(ii) TIGB must inform MITI after all the transactions mentioned above are completely done.</p>	<p>MITI had, vide its letter dated 31 July 2003 recognized the revised number of shares of 8,400,005 and approved shorter time period to 3 months for the disposal of shares after the listing of the Company.</p> <p>To be complied.</p>
<p><u>Approval letter dated 31 July 2003:-</u></p> <p>(i) Placement of 4,000,000 units is subject to the approval of MITI under the private placement portion. The distribution of this portion will be decided after the approval of the SC for the proposed flotation is obtained;</p> <p>(ii) Approval of the FIC;</p> <p>(iii) Approval of the SC;</p> <p>(iv) 30% from the recognized 8,400,005 shares held by Tuan Haji Yusoff bin Daud as an existing Bumiputera shareholder of the Company are allowed to be sold within 3 months after the listing of the Company on the KLSE and the balance 70% are allowed to be sold in stages by obtaining prior approval from MITI; and</p> <p>(v) TIGB must inform MITI after all the transactions mentioned above are completely done.</p>	<p>The approval from MITI for the allocation of 4,000,000 Shares was obtained vide its letter dated 23 August 2003.</p> <p>TIGB obtained the approval of FIC on 29 January 2003 and 26 August 2003.</p> <p>TIGB obtained the approval of SC on 6 June 2003, 22 September 2003 and 25 September 2003.</p> <p>To be complied.</p> <p>To be complied.</p>

12. MORATORIUM AND OTHER CONDITIONS**12.1 MORATORIUM ON SALE OF SHARES**

The SC, in approving the flotation of the Company, has imposed that a moratorium be imposed on the sale of shares representing 45% of the enlarged issued and paid-up share capital of TIGB held by the Promoters/ substantial shareholders of TIGB.

The moratorium as imposed by the SC is as follows:

Shareholders	No. of shares after the IPO	% of the enlarged issued and paid-up share capital	No. of shares to be placed under moratorium	% of the enlarged issued and paid-up share capital
Cheah Chee Meng	375,128	0.94	344,506	0.86
Cheah Yoke Han	89,554	0.22	82,246	0.21
Chua See Ka	463,978	1.16	426,102	1.07
Fong Po Yin	1,024,826	2.56	941,168	2.35
Heng Soon Kiah	354,321	0.89	325,395	0.81
Kok Sau Lan	1,677,173	4.19	1,540,265	3.85
Kwok Hon Wun	750,257	1.88	689,012	1.72
Kwok Sow Yoong	1,250,429	3.13	1,148,353	2.87
Lee Ngap Cheng	57,769	0.14	53,053	0.13
Lim Guan Lee	4,104,581	10.26	3,769,514	9.42
Low Guan Seng	354,321	0.89	325,396	0.81
Ng Chong You	3,764,743	9.41	3,457,417	8.64
Peck Kim Chau	173,991	0.43	159,788	0.40
Poon Nak Siak	160,285	0.40	147,200	0.37
Sia Ah Lee	375,128	0.94	344,506	0.86
Sng Kin Huat	354,321	0.89	325,396	0.81
Song Kok Cheong	3,200,025	8.00	2,938,796	7.35
Toh Leng Poh	164,905	0.41	151,444	0.38
Yap Yee Kian	904,260	2.26	830,443	2.08
Total	19,599,995	49.00	18,000,000	45.00

The moratorium as required under paragraph 10.12 of SC's Policies and Guidelines on Issuance/Offer of Securities, means that the above Promoter/shareholders of TIGB are not allowed to sell, transfer or assign their rights on the respective shareholdings in TIGB amounting to a total of 18,000,000 Shares, representing 45% of the enlarged issued and paid-up share capital of TIGB, within one (1) year from the date of admission of TIGB to the Official List of the Second Board of the KLSE. Thereafter, the Shares will no longer be under moratorium in conjunction with the implementation of the final phase of the disclosure-based regulation.

The restriction is specifically endorsed on the notices of allotment representing the respective shareholdings of the shareholders which are under moratorium to ensure that trading of these shares are not allowed in compliance with the restriction imposed by the SC. The restriction is fully accepted by the above shareholders and the public is deemed to have notice of this restriction.

13. RELATED PARTY TRANSACTION / CONFLICT OF INTERESTS**13.1 RELATED PARTY TRANSACTIONS****13.1.1 Promotion of Assets**

Save for Tuan Hj. Yusoff bin Daud, Song Kok Cheong, Ng Chong You, Lim Guan Lee and Yap Yee Kiean, who are the Directors and/or substantial shareholders of TIGB, who are deemed to have an interest in the Acquisition of TISB Group, none of the other Directors of the Company have any interest, directly or indirectly, in the Acquisition of TISB Group. None of the Directors have any interest, directly or indirectly in the promotion of any assets which have, within the two (2) years preceding the date of this Prospectus, been acquired or proposed to be acquired or disposed of by or leased or proposed to be leased to the Company or any of its subsidiary companies.

13.1.2 Interest in Similar Business

Save as disclosed below, none of the Directors and/or substantial shareholders of TIGB and/or its subsidiary companies have any material interest in any business carrying on a similar trade as the Company and/or its subsidiary companies as at the date of this Prospectus:-

Substantial shareholder	Related parties	Description of transactions	Actual value for FYE 31 March 2003 RM
Lim Guan Lee #	Toyo Ink Pte. Ltd. *	TISB purchases raw materials, printing consumables and inks from Toyo Ink Pte. Ltd.	758,256
Lim Guan Lee #	Toyo Ink Pte. Ltd. *	TISB sells inks and raw materials to Toyo Ink Pte. Ltd.	195,667

Notes: * The principal activities of the Toyo Ink Pte. Ltd. are as manufacturers, dealers, importers and exporters of printing ink and suppliers of printing machine and equipment.

Lim Guan Lee is a substantial shareholder of TIGB. He holds a 68% direct interest in Toyo Ink Pte. Ltd..

To mitigate any potential conflict of interest, the Promoters, Directors and/or substantial shareholders have provided written undertakings to the SC on 2 September 2003 not to be involved in any other new businesses that are similar and/or directly or indirectly in competition with or in conflict with the existing businesses of the TIGB Group.

13. RELATED PARTY TRANSACTION / CONFLICT OF INTERESTS (cont'd)

13.1.3 Transactions between the Group and Substantial Shareholders and/or Directors

Save as disclosed in Section 13.1.2 above, there have been no other related-party transactions, existing or potential, entered or to be entered by TIGB or its subsidiary and associated companies, which involve the interest, direct or indirect, of Directors, substantial shareholders and/or persons connected with such Directors or substantial shareholders as defined under Section 122A of the Companies Act, 1965 or the senior management and key technical personnel of the Group.

13.1.4 Related-parties Loans

There have been no outstanding loans or guarantees agreement undertaken by the Group or its subsidiary companies for the benefits of other related-party for the past one (1) financial year and the subsequent financial period thereof preceding the date of this Prospectus.

13.2 CONFLICT OF INTEREST

OSK hereby confirms that there are no existing or potential conflicts of interest in its capacity as the Adviser for the Flotation Exercise.

Messrs. S. Sothi, Leong & Partners has given its confirmation that there are no existing or potential conflicts of interest in its capacity as the Solicitor for the Flotation Exercise.

Messrs. Sha, Tan & Co has given its confirmation that there are no existing or potential conflicts of interest in its capacity as the Auditors and Reporting Accountants for the Flotation Exercise.

Messrs. Taylor Nelson Sofres Sdn. Bhd. has given its confirmation that there are no existing or potential conflicts of interest in its capacity as the Independent Market Research Consultant in relation to the Flotation Exercise.

Messrs. Konsortium Perunding Hartanah Sdn. Bhd. has given its confirmation that there are no existing or potential conflicts of interest in its capacity as the Valuer in relation to the Flotation Exercise.

14. OTHER INFORMATION ON THE TIGB GROUP**14.1 MAJOR LICENSES AND PERMITS**

The TIGB Group is principally involved in the manufacturing of ink and is therefore governed by the relevant manufacturing licenses and permits set out below:-

Company	Authority	Licence number	Date of license	Description
TISB	MITI	A007218	13 December 1990	Licensed manufacturer of printing ink, duplicating ink, writing, drawing and marketing inks, varnishes and lacquer.
TISB	MITI	A004202	13 December 1990	Licensed manufacturer of printing ink.

THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

14. OTHER INFORMATION ON THE TIGB GROUP (cont'd)

14.2 SUMMARY OF LANDED PROPERTIES

The landed properties of the TIGB Group as at the date of this Prospectus are as follows:

Location	Registered Owner / Title No.	Description / Occupation Status / CF Status / Building By-law Compliance	Estimated Age of Building / Tenure / Expiry date of Lease	Land size / Build-up area (square feet)	Audited NBV as at 31 March 2002 RM	Open Market Value / RM / Date of Valuation	Open Market Value as Approved by SC RM	Revaluation Surplus ^(c) RM	Encumbrances / Restriction-in-interest
Lot Nos. 378 and 376, Section 32, Bandar Petaling Jaya, District of Petaling, State of Selangor	- TISB - P.N. Nos. 4371 and 4360 respectively	- 2 units of industrial buildings with 2 storey office and single storey factory annexe - Owner occupied - Issued with CF - "Lean-to" extension on the side and rear of both factories and the extension connecting both factories did not obtain approval from the relevant authorities. inspection report dated 4 September 2003 from K.O.Koay Chartered Architect confirming the demolition works have been carried out and the property is now complied with the original requirements specified in the CF, has been furnished to the SC on 8 September 2003	- 20 and 12 years - 86 and 87 years Leasehold - 23 May 2065	- 25,885 - 18,330	1,569,152	- 4,580,000 - 23 September 2002	4,580,000	3,010,848	1) a) Lot 378 PN 4371: Charged to RHB Bank Berhad (previously Bank Utama (Malaysia) Berhad ^(b)) by way of:- (i) Charge No. 29250/1992 Jilid 93 Folio 124 dated 18 September 1992 b) Lot 376 PN 4360: Charged to RHB Bank Berhad (previously Bank Utama (Malaysia) Berhad ^(b)) by way of:- (i) Charge No. 21334/1983 Jilid 95 Folio 176 dated 10 November 1983 (ii) Charge No. 15121/1986 Jilid 224 Folio 132 dated 18 October 1986 (iii) Charge No. 3269/1988 Jilid 227 Folio 93 dated 3 March 1988 2) Nil.

14. OTHER INFORMATION ON THE TIGB GROUP (cont'd)

Location	Registered Owner/ Title No.	Description/ Occupation Status/ CF Status/ Building By-law Compliance	Estimated Age of Building/ Tenure/ Expiry date of lease	Land size/ Built-up area (square feet)	Audited NBV as at 31 March 2002 RM	Open Market Value RM/ Date of Valuation	Open Market Value as Approved by SC RM	Revaluation Surplus/ RM	Encumbrances/ Restriction and interest
P.T. No. 3477, Mukim and District of Petaling, State of Selangor, off Jalan 1 (Jalan Raya Tiga), Taman Serdang Jaya Industrial Area, Seri Kembangan, Selangor	- TISB - H.S.(M) No. 13715	- Vacant industrial land - Not applicable - Not applicable - Not applicable	- Not Applicable - 99 years Leaschold - 10 January 2089	- 119,113 - Not applicable	1,686,815	- 3,500,000 - 10 September 2002	3,500,000	1,813,185	1) Charged to United Overseas Bank (M) Berhad (formerly known as Overseas Union Bank Limited) by way of:- (i) Charge No. 4385/1994 Jilid 248 Folio 96 dated 25 August 1994 (ii) Charge No. 3644/2003 dated 30 July 2003 (iii) Charge No. 3645/2003 dated 30 July 2003 2) Property shall not be sold, leased, charged or transferred without the written consent from the State Authority.

14. OTHER INFORMATION ON THE TIGB GROUP (cont'd)

Location	Registered Owner / Title No.	Description / Occupation Status / CF Status / Building By-law Compliance	Estimated Age of Building / Tenure / Expiry date of Lease	Land size / Build-up area (square feet)	Audited NBY as at 31 March 2002 RM	Open Market Value RM / Date of Valuation	Open Market Value as Approved by SC RM	Revaluation Surplus ⁽²⁾ RM	Encumbrances Restriction-in-interest
Lot No. PTD 64200 Mukim of Tebrau District of Johor Bahru State of Johor Bearing the postal address No. 8, Jalan Bayu 2/5, Taman Perindustrian Tampoi Jaya, Johor Bahru, Johor	- TISB - H.S.(D) No. 208112	- 1½ storey terrace industrial building - Owner occupied - Issued with CF - Complied with Building By-law	- 8 years - Freehold - Not applicable	- 3,091 - 2,400	456,735	- 470,000 - 27 August 2002	470,000	13,265	1) Nil. 2) Property is not allowed to be transferred for whatsoever reasons except upon commencement of building factory in accordance with plans approved by the relevant Local Authority.
Lot No. 57765, Mukim of Hulu Kinta, District of Kinta, State of Perak Bearing postal address No. 14 & 14A, Persiaran Kilang, Taman Pertama, Jelapang, Ipoh, Perak	- TISB - P.M. LM No. 3283	- 2 storey terrace shophouse - Owner occupied - Issued with CF - Complied with Building By-law	- 23 years - 99 years Leasehold - 9 January 2079	- 1,680 - 3,000	115,057	- 180,000 - 22 August 2002	180,000	64,943	1) Nil. 2) Property shall not be transferred, leased or charged without prior written consent from the Menteri Besar Perak.
Lot No. 64199 Mukim of Tebrau District of Johor Bahru State of Johor Bearing the postal address No. 6, Jalan Bayu 2/5, Taman Perindustrian Tampoi Jaya, Johor Bahru, Johor ⁽³⁾	- TISB - H.S.(D) No. 208111	- 1½ storey terrace industrial building - Not applicable - Issued with CF - Not applicable	- 8 years - Freehold - Not applicable	- 3,091 - 2,400	-	- / -	-	-	1) Not applicable. 2) Not applicable.

14. OTHER INFORMATION ON THE TIGB GROUP (cont'd)

Location	Registered Owner/ Title No.	Description/ Occupation Status/ CF Status/ Building By-law Compliance	Estimated Age of Building/ Tenure/ Expiry date of Lease	Land size/ Build-up area (square feet)	Audited NBV as at 31 March 2002 RM	Open Market Value RM/ Date of Valuation	Open Market Value as Approved by SC RM	Revaluation Surplus ⁽²⁾ RM	Encumbrances/ Restriction-in-interest
Lot No. 013814 (P.T.9407) Mukim of Damansara, District of Petaling, State of Selangor Bearing the postal address No. 3, Jalan SS13/6B, Subang Jaya Industrial Estate, 47500 Subang Jaya, Selangor Darul Ehsan	- TPPSB - H.S.(D) 23895	- Industrial building with 2 storey office and single storey factory annexe - Owner occupied - Issued with CF - The extension on the rear of the factory did not obtain approval from the relevant authorities. Inspection report dated 4 September 2003 from K.O.Koay Chartered Architect confirming the demolition works have been carried out and the property is now complied with the original requirements specified in the CF, has been furnished to the SC on 8 September 2003	- 22 years - Freehold - Not applicable	- 11,300 - 9,480	1,676,758	- 1,800,000 - 17 September 2002	1,800,000	123,242	Charged to RHB Bank Berhad (previously Bank Utama (Malaysia) Berhad ⁽⁴⁾) by way of:- (i) Fixed and Floating Deed of Debenture dated 20 August 1986 (ii) Fixed and Floating Deed of Debenture dated 16 October 1987 (iii) Fixed and Floating Deed of Debenture dated 20 August 1986 (iv) Fixed and Floating Deed of Debenture dated 28 May 1992 (v) Charge No.11519/96 Jilid 18 Folio 161 dated 29 March 1996 (vi) Fixed and Floating Deed of Debenture dated 5 February 1996 (vii) Fixed and Floating Deed of Debenture dated 12 May 1998 (viii) Fixed and Floating Deed of Debenture dated 11 February 1999 1) Nil.

14. OTHER INFORMATION ON THE TIGB GROUP (cont'd)

Location	Registered Owner / Title No.	Description / Occupation Status / CF Status / Building By-law Compliance	Estimated Age of Building / Tenure / Expiry date of Lease	Land size / Build up area (square feet)	Audited NBV as at 31 March 2002 RM	Open Market Value RM / Date of Valuation	Open Market Value as Approved by SC RM	Revaluation Surplus ⁽¹⁾ RM	Encumbrances / Restrictions-in-Interest
L. O. 7/65/ Sub-Jacket /21 /Ind Mukim of Damansara District of Klang State of Selangor Bearing the postal address Lot 21, Jalan Pahat 16/8A 40000 Shah Alam, Selangor Darul Ehsan	- TDNSB - H.S.(D) 50908	- Semi-detached industrial building with a 2 storey office and single storey factory annexe - Owner occupied - Issued with CF - Inspection report dated 4 September 2003 from K.O.Koay Chartered Architect confirming the property is complied with the original requirements specified in the CF, has been furnished to the SC on 8 September 2003	- 28 years - 99 years Leasehold - 16 January 2097	- 24,950 - 13,704	827,110 ⁽¹⁾	- 1,260,000 ⁽¹⁾ - 17 September 2002	1,260,000 ⁽¹⁾	432,890 ⁽¹⁾	1) Charged to Overseas Union Bank (M) Berhad by way of:- (i) Charge No. 45373/95 Jilid 97 Folio 117 dated 22 September 1995 2) Nil.
Lot Nos. 212808 & 212809, Mukim of Hulu Kinta District of Kinta State of Perak Bearing the postal address No. 17 & 19, Dataran Kledang 4, Taman Perindustrian Chandan Raya, 31450 Menglembu, Ipoh, Perak	- Toyo (Perak) - P.N. Nos. 142982 and P.N. 142983	- 2 adjoining units of 1 ½ storey semi-detached industrial building - Owner occupied - Issued with CF - Complied with Building By-law	- 7 years - 90 years Leasehold - 3 May 2084	- 9,000 - 6,020	334,649	- 520,000 - 22 August 2002	520,000	185,351	1) Charged to Overseas Union Bank (M) Berhad by way of:- (i) Charge No. 16094/1995 Jilid 6301 Folio 6 dated 13 May 1995. 2) (a) Property shall not be transferred or leased without prior written consent from Menteri Besar Perak. (b) Land cannot be subdivided in accordance with Section 135 of National Land Code without the consent from the Menteri Besar Perak.

14. OTHER INFORMATION ON THE TIGB GROUP (cont'd)

Location	Registered Owner/ Title No.	Description / Occupation Status / CF Status / Building By-law Compliance	Estimated Age of Building/ Tenure/ Expiry date of Lease	Land size / Build- up area (square feet)	Audited NBV as at 31 March 2002 RM	Open Market Value RM / Date of Valuation	Open Market Value as Approved by SC RM	Revaluation Surplus ⁽²⁾ RM	1) Encumbrances 2) Restrictions-in-interest
Lot Nos. 2788 and 2789, Bandar Butterworth - Seksyen 3, District of Seberang Perai Utara, State of Pulau Pinang Bearing the postal address Nos. 46 & 48, Lorong Mak Mandin 5/1, Kawasan Perindustrian Mak Mandin, 13400 Butterworth, Penang	- Toyo (Penang) - P.N. No. 1646 & 1647 respectively	- 2 adjoining units of 1 ½ storey terrace industrial building - Owner occupied - Issued with CF - Complied with Building By- law	- 9 years - 99 years Leasehold 3 May 2069	- 4,500 - 5,700	685,128	- 700,000 - 22 August 2002	700,000	14,872	1) Charged to United Overseas Bank (M) Berhad vide Charge No. 442/2000 and 443/2000, Jilid No. 839 Folio 94 & 95 dated 19 January 2000. 2) The land hereby lease shall not be transferred, charged or sub-leased without the prior written consent of Governor in Council.

Note:

(1) These amounts are based on TISB's 60% shareholding in TDNSB. The total open market value as at the date of valuation and as approved by SC is RM2,100,000.

(2) The revaluation surplus will be incorporated in TIGB's financial statements for the financial year ending 2004.

(3) Sales and purchase agreement for the acquisition of this property was signed on 23 July 2003. The total purchase consideration was RM405,000. As at 22 September 2003, 10% of the purchase consideration amounting to RM40,500 has been paid. The remaining balance of RM364,500 is still pending loan to be approved by bank.

(4) Effective 1 May 2003, all businesses, assets and liabilities of Bank Utama (Malaysia) Berhad have been vested in RHB Bank Berhad.

Valuation Certificate pertaining to the above mentioned landed properties are enclosed in Section 17 of this Prospectus.