

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS, PROMOTERS AND OFFERORS OF TOYO INK GROUP BERHAD AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED HEREIN AND CONFIRM, HAVING MADE ALL REASONABLE ENQUIRIES, THAT 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. THE DIRECTORS HEREBY ACCEPT FULL RESPONSIBILITY FOR THE PROFIT AND/OR CASHFLOW FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE PROFIT AND/OR CASHFLOW FORECAST HAVE BEEN PREPARED BASED ON ASSUMPTIONS MADE.

OSK SECURITIES BERHAD, BEING THE ADVISER, 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 PUBLIC OFFERING AND IS SATISFIED THAT ANY PROFIT AND/OR CASHFLOW 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 ISSUE, OFFER OR INVITATION IN RESPECT OF THE PUBLIC OFFERING AND THAT THE APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE PUBLIC OFFERING.

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS. **INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IN CONSIDERING THE INVESTMENT, INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

THE 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.

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

INDICATIVE TIMETABLE

The indicative timing of the events leading up to the listing of and quotation for the Company's entire enlarged issued and paid-up share capital on the Second Board of the KLSE is set out below:

Events	Date
OPENING DATE OF THE OFFER FOR SALE / PUBLIC ISSUE	30 September 2003
CLOSING DATE OF THE OFFER FOR SALE / PUBLIC ISSUE	13 October 2003
TENTATIVE BALLOTING DATE	23 October 2003
TENTATIVE ALLOTMENT DATE	4 November 2003
TENTATIVE LISTING DATE	10 November 2003

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGE WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES. THE OFFER FOR SALE AND PUBLIC ISSUE WILL CLOSE AT THE DATE AS STATED ABOVE OR SUCH LATER DATE AS THE DIRECTORS AND/OR OFFERORS OF TOYO INK GROUP BERHAD TOGETHER WITH THE UNDERWRITER MAY DECIDE.

WHERE THE CLOSING DATE OF APPLICATION IS EXTENDED FROM THE ORIGINAL CLOSING DATE, THE NOTICE OF SUCH EXTENSION(S) WILL BE ADVERTISED IN A WIDELY CIRCULATED NEWSPAPER NOT LESS THAN ONE (1) MARKET DAY BEFORE THE ORIGINAL CLOSING DATE.

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DEFINITIONS

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

Acquisition of TISB Group	:	The acquisition by TIGB of the entire issued and paid-up share capital of TISB comprising 1,119,615 Shares for a purchase consideration of RM31,611,684 to be satisfied by the issuance of 28,999,998 new TIGB Shares at an issue price of approximately RM1.09 per Share
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
ASEAN	:	Association of South East Asian Nations
Board	:	Board of Directors of TIGB
CDS	:	Central Depository System
CF	:	Certificate of Fitness for Occupation
EPS	:	Earnings per share
FIC	:	Foreign Investment Committee
Flotation Exercise	:	The Acquisition of TISB Group, Offer for Sale, Rights Issue, Public Issue and the listing of and quotation for the entire enlarged issued and paid-up share capital of 40,000,000 Shares each in TIGB on the Second Board of the KLSE
FYE	:	Financial year ended
IPO	:	Initial Public Offering, which consists of the Offer for Sale and Public Issue collectively
IPO Share(s)	:	The Offer Shares and Public Issue Shares, collectively
KLSE	:	Kuala Lumpur Stock Exchange (Co. No.: 30632-P)
Malaysian Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
MCD	:	Malaysian Central Depository Sdn. Bhd. (Co. No.: 165570-W)
MIH	:	Malaysian Issuing House Sdn. Bhd. (Co. No.: 258345-X)
MITI	:	Ministry of International Trade and Industry
NTA	:	Net tangible assets

DEFINITIONS (cont'd)

Offer for Sale : The offer for sale of 7,000,000 TIGB Shares at an offer price of RM1.40 per Share by the Offerors, comprising:-
 (i) 4,000,000 TIGB Shares to Bumiputera investors to be approved by MITI; and
 (ii) 3,000,000 TIGB Shares to institutional and individual investors by way of private placement

Offerors : The shareholders of TIGB upon completion of the Acquisition of TISB Group with their respective number of Offer Shares as set out below:-

	No. of Offer Shares	% of Enlarged Capital
Shareholders		
Cheah Chee Meng	93,783	0.23
Cheah Yoke Han	22,390	0.06
Chua See Ka	115,996	0.29
Fong Po Yin	256,208	0.64
Heng Soon Kiah	88,581	0.22
Kok Sau Lan	419,297	1.05
Kwok Hon Wun	187,566	0.47
Kwok Sow Yoong	312,608	0.78
Lee Ngap Cheng	14,443	0.04
Lim Guan Lee	1,026,147	2.57
Low Guan Seng	88,581	0.22
Ng Chong You	941,187	2.35
Peck Kim Chau	43,499	0.11
Poon Nak Siak	40,072	0.10
Sia Ah Lee	93,783	0.23
Sng Kin Huat	88,581	0.22
Song Kok Cheong	800,007	2.00
Toh Leng Poh	41,228	0.10
Tuan Hj. Yusoff bin Daud	2,099,977	5.25
Yap Yee Kiean	226,066	0.57
Total	7,000,000	17.50

Offer Shares : The 7,000,000 TIGB Shares, which forms the Offer for Sale

PAT : Profit after taxation

PBT : Profit before taxation

PE Multiple : Price earnings multiple

Promoters : Song Kok Cheong, Ng Chong You and Lim Guan Lee

DEFINITIONS (cont'd)

Public Issue	:	The public issue of 5,000,000 new TIGB Shares at an issue price of RM1.40 per share, comprising:- (i) 2,000,000 TIGB Shares to eligible Directors, employees and business associates of TIGB Group; (ii) 2,000,000 TIGB Shares to the Malaysian Public; and (iii) 1,000,000 TIGB Shares to institutional and individual investors by way of private placement.
Public Issue Shares	:	The 5,000,000 new TIGB Shares, which forms the Public Issue
R&D	:	Research and development
Rights Issue	:	The rights issue of 6,000,000 TIGB Shares to the shareholders of TIGB, after the Acquisition of TISB Group, on the basis of one (1) Share for approximately 4.83 Shares held at the issue price of RM1.00 per Share
RM and sen	:	Ringgit Malaysia and sen, respectively
ROC	:	Registrar of Companies
SC	:	Securities Commission
SGD	:	Singapore Dollar
Share(s)	:	Ordinary share(s) of RM1.00 each
SIRIM	:	SIRIM QAS Sdn. Bhd.
TDNSB	:	Toyo Dai-Nichi Ink Sdn. Bhd. (Co. No.: 192049-M)
TIGB or Company	:	Toyo Ink Group Berhad (Co. No.:590521-D)
TIGB Group or Group	:	TIGB and its subsidiary and associated companies
TISB	:	Toyo Ink Sdn. Bhd. (Co. No.: 45097-M)
TISB Group	:	TISB and its subsidiary and associated companies
Toyo Color	:	Toyo Color Pte. Ltd. (Co. No.: 197802936H)
Toyo (Penang)	:	Toyo Ink (Penang) Sdn. Bhd. (Co. No.: 405702-X)
Toyo (Perak)	:	Toyo Ink (Perak) Sdn. Bhd. (Co. No.: 236746-H)
TPPSB	:	Toyo Photo Products Sdn. Bhd. (Co. No.:111062-D)
USD	:	United States Dollar
Valuer	:	Messrs. Konsortium Perunding Hartanah Sdn. Bhd. (Co. No.: 278260-K)

TABLE OF CONTENTS

	PAGE
1. CORPORATE DIRECTORY	1
2. INFORMATION SUMMARY	4
2.1 History and Business	4
2.2 Substantial Shareholders, Promoters, Directors and Key Management	5
2.3 Major Licenses and Permits	7
2.4 Financial Highlights	8
2.5 Proforma Consolidated Balance Sheets	11
2.6 Audit Qualification in the Audited Financial Statements for the Past Five (5) Financial Years	12
2.7 Risk Factors	12
2.8 Principal Statistics Relating to the IPO	13
2.9 Utilisation of Proceeds	16
2.10 Material Litigations	16
2.11 Capital Commitments	16
2.12 Borrowings	16
2.13 Contingent Liabilities	16
3. RISK FACTORS	17
4. INTRODUCTION	23
5. SHARE CAPITAL	25
6. DETAILS OF THE OFFER FOR SALE AND PUBLIC ISSUE	26
6.1 Opening and Closing of Applications	26
6.2 Dates of Special Events	26
6.3 Purposes of the Offer for Sale and Public Issue	26
6.4 Details of the Offer for Sale and Public Issue	27
6.5 Basis of Arriving at the Offer / Issue Price	28
6.6 Utilisation of Proceeds from the Rights Issue and Public Issue	28
6.7 Underwriting Commission, Brokerage and Placement Fee	30
6.8 Details of Underwriting Agreement	30
6.9 Estimated Listing Expenses	32
7. INFORMATION ON THE TIGB GROUP	33
7.1 Incorporation and Business	33
7.2 Share Capital	34
7.3 Flotation Exercise	35
7.4 Business Overview	41
7.5 Subsidiary and Associated Companies	54
8. INDUSTRY OVERVIEW AND OUTLOOK	61
8.1 Overview of the Malaysian Economy	61
8.2 Outlook of the Malaysian Economy	62
8.3 The Socio-economic Trend	62
8.4 Outlook of the Manufacturing Sector in Malaysia	63
8.5 Overview of the Printing Ink Industry	64
8.6 Overview of the Printing and Publishing Industry	65
8.7 Summary Outlook and Areas of Growth	66

TABLE OF CONTENTS (cont'd)

	PAGE
9. FUTURE PLANS AND STRATEGIES	68
9.1 Future Plans and Strategies	68
10. INFORMATION ON SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS AND KEY MANAGEMENT	69
10.1 Substantial Shareholders	69
10.2 Promoters	71
10.3 Board	72
10.4 Audit Committee	74
10.5 Key Management	74
10.6 Family Relationship	77
10.7 Declaration by the Directors and Key Management Team	77
10.8 Service Contracts / Agreements	78
10.9 Management Succession Plan	78
11. APPROVALS AND CONDITIONS	80
12. MORATORIUM AND OTHER CONDITIONS	89
12.1 Moratorium on Sale of Shares	89
13. RELATED PARTY TRANSACTION / CONFLICT OF INTERESTS	90
13.1 Related Party Transactions	90
13.2 Conflict of Interest	91
14. OTHER INFORMATION ON THE TIGB GROUP	92
14.1 Major Licenses and Permits	92
14.2 Summary of Landed Properties	93
15. FINANCIAL INFORMATION	99
15.1 Profit and Dividend Records	99
15.2 Segmental Analysis of Proforma Group's Revenue	102
15.3 Directors' Declaration on Financial Performance	102
15.4 Working Capital, Borrowings, Contingent Liabilities, Capital Commitments and Material Litigations	103
15.5 Trade Debts	104
15.6 Consolidated Profit Forecast	105
15.7 Reporting Accountants' Letter on the Consolidated Profit Forecast	107
15.8 Directors' Analysis of the Consolidated Profit Forecast	111
15.9 Dividend Forecast	112
15.10 Sensitivity Analysis	113
15.11 Proforma Consolidated Balance Sheets	115
15.12 Reporting Accountants' Letter on the Proforma Consolidated Balance Sheets	116
16. ACCOUNTANTS' REPORT	120
17. VALUATION CERTIFICATE	164
18. INDEPENDENT MARKET RESEARCH REPORT	170
19. DIRECTORS' REPORT	180

TABLE OF CONTENTS (cont'd)

	PAGE
20. OTHER GENERAL INFORMATION	181
20.1 Share Capital	181
20.2 Articles of Association	181
20.3 Directors and Substantial Shareholders	191
20.4 General Information	193
20.5 Material Contracts	194
20.6 Material Litigations	194
20.7 Material Agreements	195
20.8 Public Takeovers	195
20.9 Consents	196
20.10 Documents Available for Inspection	196
20.11 Responsibility Statement	197
21. PROCEDURES FOR APPLICATION AND ACCEPTANCE	198
21.1 Opening and Closing of Application	198
21.2 Methods of Application	198
21.3 General Conditions for Applications	198
21.4 Application using Application Forms	199
21.5 Application using Electronic Share Application	202
21.6 Applications and Acceptances	208
21.7 CDS Accounts	209
21.8 Notice of Allotment	209
21.9 Formalising of CDS Accounts	210
21.10 List of ADAs	210

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1. CORPORATE DIRECTORY**BOARD**

Name	Address	Profession	Nationality
Tuan Hj. Yusoff bin Daud <i>(Non-Executive Chairman)</i>	No. 34, Jalan Eksekutif U1/6 Glenmarie Court Glenmarie 40150 Shah Alam Selangor Darul Ehsan	Company Director	Malaysian
Song Kok Cheong <i>(Managing Director)</i>	No. 3, Jalan 7/20, Section 7 46050 Petaling Jaya Selangor Darul Ehsan	Company Director	Malaysian
Ng Chong You <i>(Executive Director)</i>	No. 4, Jalan SS18/5A Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan	Company Director	Malaysian
Yap Yee Kiean <i>(Executive Director)</i>	K2-03-01, Pantai Hillpark 3 Jalan Pantai Dalam 59200 Kuala Lumpur	Company Director	Malaysian
Lim Guan Lee <i>(Non-Executive Director)</i>	No. 2, Jalan Senandong Singapore 288754	Company Director	Singaporean
Tham Kut Cheong <i>(Independent Non-Executive Director)</i>	No. 2, Persiaran Basong Damansara Heights 50490 Kuala Lumpur	Chartered Accountant	Malaysian
You Tong Lioung @ Yew Tong Leong <i>(Independent Non-Executive Director)</i>	No. 83, Taman Wangsa Baduri 47500 Subang Jaya Selangor Darul Ehsan	Company Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Tham Kut Cheong	Chairman	Independent Non-Executive Director
You Tong Lioung @ Yew Tong Leong	Member	Independent Non-Executive Director
Song Kok Cheong	Member	Managing Director

1. CORPORATE DIRECTORY (cont'd)

- COMPANY SECRETARIES** : Chow Chooi Yoong (MAICSA 0772574)
48 Jalan USJ5/1G
47610 UEP Subang Jaya
Selangor Darul Ehsan
Malaysia
- Hazlina bt. Harun (LS 03078)
No. 2 Jalan Sekolah
Gombak Setia
53100 Kuala Lumpur
Malaysia
- REGISTERED OFFICE** : Lot 4.100, Tingkat 4
Wisma Central
Jalan Ampang
50450 Kuala Lumpur
Malaysia
Tel : 03-2161 9733
Fax : 03-2162 8157
- HEAD OFFICE** : Lot 8246, Jalan 225
46100 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel : 03-7955 7100
Fax : 03-7957 3685
Email: toyoink@po.jaring.my
Website: www.toyoink.com
- AUDITORS AND REPORTING ACCOUNTANTS** : Sha, Tan & Co.
Lot 4.122 – 4.125, 4th Floor
Wisma Central
Jalan Ampang
50450 Kuala Lumpur
Malaysia
- PRINCIPAL BANKERS** : RHB Bank Berhad
1st Floor, President House
No. 54, Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia
- United Overseas Bank (Malaysia) Bhd
Ground Floor, Uptown 1
No. 1 Jalan SS21/58
Darnansara Uptown
47400 Petaling Jaya
Selangor Darul Ehsan
Malaysia
- SHARE REGISTRAR** : Insurban Corporate Services Sdn Bhd
149, Jalan Aminuddin Baki
Taman Tun Dr. Ismail
60000 Kuala Lumpur
Malaysia

1. CORPORATE DIRECTORY (cont'd)

ISSUING HOUSE	:	Malaysian Issuing House Sdn. Bhd. 27 th Floor, Menara Multi-Purpose Capital Square No. 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Malaysia.
SOLICITORS FOR THE IPO	:	S. Sothi, Leong & Partners No. 24-2 Jalan Radin Anum Bandar Baru Sri Petaling 57000 Kuala Lumpur Malaysia
ADVISER, UNDERWRITER AND PLACEMENT AGENT	:	OSK Securities Berhad 20 th Floor Plaza OSK Jalan Ampang 50450 Kuala Lumpur Malaysia
VALUER	:	Konsortium Perunding Hartanah Sdn. Bhd. 25-4-1 Jalan 3/101C Cheras Business Centre Taman Cheras 56100 Kuala Lumpur Malaysia
INDEPENDENT MARKET RESEARCH CONSULTANT	:	Taylor Nelson Sofres Malaysia Sdn. Bhd. 26 th Floor, Menara TA One 22 Jalan P. Ramlee 50250 Kuala Lumpur Malaysia
CHARTERED ARCHITECT	:	K.O.Koay Chartered Architect 47, Jalan B.U ½ Taman Bukit Utama Bukit Antarabangsa Ampang 68000 Kuala Lumpur Malaysia
LISTING SOUGHT	:	Second Board of the KLSE

2. INFORMATION SUMMARY

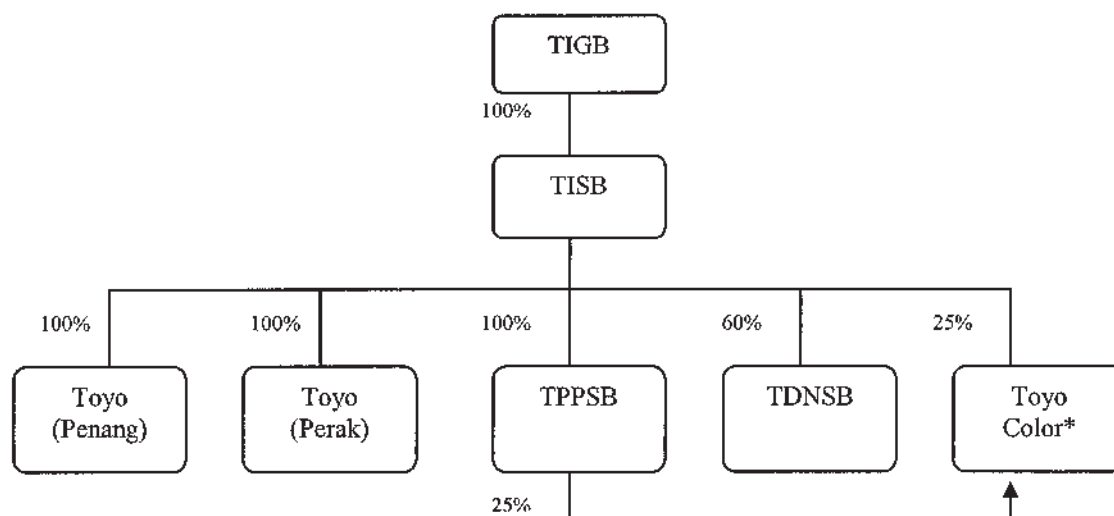
THE FOLLOWING IS A SUMMARY OF THE SALIENT INFORMATION ABOUT THE GROUP. INVESTORS SHOULD READ AND UNDERSTAND THE WHOLE PROSPECTUS PRIOR TO DECIDING WHETHER TO INVEST IN THE COMPANY.

The following information summary is qualified in its entirety and should be read in conjunction with the more detailed information and financial statements appearing elsewhere in this Prospectus.

2.1 HISTORY AND BUSINESS

TIGB was incorporated in Malaysia under the Companies Act, 1965, on 24 August 2002 as a public limited company.

The current structure of the TIGB Group is as follows:-



*Note: * TISB holds a 25% direct interest in Toyo Color and a 25% indirect interest in Toyo Color via TPPSB. The effective interest held by TIGB is 50%.*

TIGB is an investment holding company while the principal activities of its subsidiary and associated companies are as follows:-

Name of Companies	Date and Country of Incorporation	Equity Interest Held (%)	Principal Activities
TISB	7 February 1979 Malaysia	100	Investment holding and as ink manufacturers.
Toyo (Penang)	11 October 1996 Malaysia	100	Suppliers, distributors and dealers in printing ink, colour pigment, colourants for plastic and other printing materials.
Toyo (Perak)	20 March 1992 Malaysia	100	Suppliers, distributors and dealers in printing ink, colour pigment, colourants for plastic and other printing materials.
TPPSB	2 December 1983 Malaysia	100	Dealers of graphic art, films, chemicals, machineries and equipment for lithography and allied industries.

2. INFORMATION SUMMARY (cont'd)

Name of Companies	Date and Country of Incorporation	Equity Interest Held (%)	Principal Activities
TDNSB	10 January 1990 Malaysia	60	Manufacturers and dealers in printing ink and other printing materials.
Toyo Color	15 November 1978 Singapore	50*	Dealers, importers and exporters of printing ink, printing machinery and equipment.

Note: * TISB holds a 25% direct interest in Toyo Color and a 25% indirect interest in Toyo Color via TPPSB. The effective interest held by TIGB is 50%.

Further details of the history and business of the TIGB Group is set out in Section 7 of this Prospectus.

2.2 SUBSTANTIAL SHAREHOLDERS, PROMOTERS, DIRECTORS AND KEY MANAGEMENT

2.2.1 Substantial Shareholders

The shareholdings of the substantial shareholders of the Company before and after the Offer for Sale and Public Issue are as follows:

Name	Nationality	Before the Offer for Sale and Public Issue				After the Offer for Sale and Public Issue			
		←-----Direct-----→		←---Indirect---→		←-----Direct-----→		←---Indirect---→	
		No. of Shares held	%	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%
Tuan Hj. Yusoff bin Daud	Malaysian	10,499,982	30.00	-	-	8,400,005	21.00	-	-
Song Kok Cheong	Malaysian	4,000,032	11.43	1,281,034 ⁽¹⁾	3.66	3,200,025 ⁽²⁾	8.00	1,024,826 ⁽¹⁾	2.56
Ng Chong You	Malaysian	4,705,930	13.45	-	-	3,764,743 ⁽⁴⁾	9.41	-	-
Lim Guan Lee	Singaporean	5,130,728	14.66	-	-	4,104,581	10.26	-	-
Fong Po Yin	Malaysian	1,281,034	3.66	4,000,032 ⁽²⁾	11.43	1,024,826	2.56	3,200,025 ⁽²⁾	8.00

Notes:

⁽¹⁾ Deemed interested by virtue of his spouse's shareholding in TIGB

⁽²⁾ Deemed interested by virtue of her spouse's shareholding in TIGB

⁽³⁾ Excluding the 44,000 Public Issue Shares, which will be offered to him pursuant to Section 6.4(c) of this Prospectus

⁽⁴⁾ Excluding the 44,000 Public Issue Shares, which will be offered to him pursuant to Section 6.4(c) of this Prospectus

2.2.2 Promoters

Song Kok Cheong, Ng Chong You and Lim Guan Lee are Promoters of the Company whose shareholdings are as set out in Section 2.2.1 above and Section 10.2 of this Prospectus.

2. INFORMATION SUMMARY (cont'd)

2.2.3 Directors

The shareholdings of the Board of Directors of the Company before and after the Offer for Sale and Public Issue are as follows:

Name	Nationality	Before the Offer for Sale and Public Issue				After the Offer for Sale and Public Issue			
		←-----Direct-----→		←-----Indirect-----→		←-----Direct-----→		←-----Indirect-----→	
		No. of Shares held	%	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%
Tuan Hj. Yusoff bin Daud	Malaysian	10,499,982	30.00	-	-	8,400,005	21.00	-	-
Song Kok Cheong	Malaysian	4,000,032	11.43	1,281,034 ⁽¹⁾	3.66	3,200,025 ⁽²⁾	8.00	1,024,826 ⁽¹⁾	2.56
Ng Chong You	Malaysian	4,705,930	13.45	-	-	3,764,743 ⁽³⁾	9.41	-	-
Yap Yee Kian	Malaysian	1,130,326	3.23	-	-	904,260 ⁽⁴⁾	2.26	-	-
Lim Guan Lee	Singaporean	5,130,728	14.66	-	-	4,104,581	10.26	-	-
Tham Kut Cheong	Malaysian	-	-	-	-	-	-	-	-
You Tong Lioung @ Yew Tong Leong	Malaysian	-	-	-	-	-	-	-	-

Notes:

⁽¹⁾ Deemed interested by virtue of his spouse's shareholding in TIGB

⁽²⁾ Excluding the 44,000 Public Issue Shares, which will be offered to him pursuant to Section 6.4(c) of this Prospectus

⁽³⁾ Excluding the 44,000 Public Issue Shares, which will be offered to him pursuant to Section 6.4(c) of this Prospectus

⁽⁴⁾ Excluding the 44,000 Public Issue Shares, which will be offered to him pursuant to Section 6.4(c) of this Prospectus

2.2.4 Key Management

The key management of TIGB Group and their shareholdings in TIGB after the Offer for Sale and Public Issue are as follows:-

Name	Before the Offer for Sale and Public Issue				After the Offer for Sale and Public Issue*			
	←-----Direct-----→		←-----Indirect-----→		←-----Direct-----→		←-----Indirect-----→	
	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%
Yong Kok Liew	-	-	-	-	-	-	-	-
Noriaki Kimura	-	-	-	-	-	-	-	-
Wong Kean On	-	-	-	-	-	-	-	-
Chai Kwok Sang	-	-	-	-	-	-	-	-
Cheong Poh Leng	-	-	-	-	-	-	-	-
Law Keen Heng	-	-	-	-	-	-	-	-
Ng Aik Wah	-	-	-	-	-	-	-	-
Cheam Toon Ooi	-	-	-	-	-	-	-	-
Kheong Kin Cheong	-	-	-	-	-	-	-	-
Lit Ghin Len	-	-	-	-	-	-	-	-
Robert Ling Seng Kang	-	-	-	-	-	-	-	-
Loi Eng Cheng	-	-	-	-	-	-	-	-
Wong Why Leong	-	-	-	-	-	-	-	-
Kok Boon Chong	-	-	-	-	-	-	-	-

2. INFORMATION SUMMARY (cont'd)

Notes:

** The table above does not include allocation of Shares reserved for eligible Directors / employees of TIGB Group pursuant to the Public Issue.*

The detailed information on the substantial shareholders, Promoters, Directors and key management of the TIGB Group is set out in Section 10 of this Prospectus.

2.3 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 as set out below:-

Company	Authority	License 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.

Further details on the major licenses and permits are set out in Section 14.1 of this Prospectus.

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2. INFORMATION SUMMARY (cont'd)**2.4 FINANCIAL HIGHLIGHTS**

The table below sets out a summary of the proforma consolidated results of the TIGB Group based on the audited financial statements of the subsidiary and associated companies for the last five (5) FYE 31 March 2003, prepared on the assumption that the current structure of the Group had been in existence throughout the years under review. The proforma consolidated results are prepared for illustrative purposes, and should be read in conjunction with the accompanying notes and assumptions included in the Accountants' Report set out in Section 16 of this Prospectus.

	←-----Year ended 31 March ----->				
	1999 RM	2000 RM	2001 RM	2002 RM	2003 RM
Revenue	36,216,720	46,646,478	52,957,104	47,111,109	52,524,380
PBT before depreciation, amortisation and interest	4,898,233	6,632,098	6,796,513	9,802,450	8,577,894
Depreciation and amortisation	(1,044,533)	(1,074,826)	(1,110,994)	(1,120,781)	(828,067)
Interest expense	(729,906)	(320,271)	(232,683)	(221,477)	(258,603)
Interest income	-	239	3,346	20,427	38,910
Share of results in associated company *	110,153	76,699	60,230	(6,661)	6,929
PBT	3,233,947	5,313,939	5,516,412	8,473,958	7,537,063
Taxation	(175,083)	(1,815,442)	(1,657,723)	(2,477,567)	(2,112,626)
PAT but before minority interest	3,058,864	3,498,497	3,858,689	5,996,391	5,424,437
Minority interest	2,181	(264,943)	(304,671)	(271,245)	(196,897)
PAT after minority interest	3,061,045	3,233,554	3,554,018	5,725,146	5,227,540
Number of ordinary shares assumed in issue #	29,000,000	29,000,000	29,000,000	29,000,000	29,000,000
Gross EPS (sen)	11	18	19	29	26
Net EPS (sen)	11	11	12	20	18
Fully diluted gross EPS (sen)	8	13	14	21	19
Fully diluted net EPS (sen)	8	8	9	14	13
Gross dividend rate (%)	-	-	-	-	-

Notes:

* *The results of associated company, Toyo Color, have been accounted for using the equity method.*

Based on number of ordinary shares assumed to be in issue after the Acquisition of TISB Group.

(i) *The summarised proforma consolidated results are prepared for illustrative purposes only and are based on the audited financial statements of TIGB, TISB, TPPSB, TDNSB, Toyo (Perak), and Toyo (Penang).*

(ii) *The proforma consolidated results have been prepared based on accounting policies consistent with those currently adopted in the preparation of the audited financial statements of the Group.*

2. INFORMATION SUMMARY (cont'd)

- (iii) *All significant inter-company transactions have been eliminated from the Group's results.*
- (iv) *There were no extraordinary or exceptional items as defined in the Malaysian Accounting Standards Board Standard No 3 on "Net Profit or Loss for the Period, Fundamental Errors and Changes in Accounting Policies" ("MASB 3") for all the financial years under review.*
- (v) *The increase in TIGB Group's consolidated revenue for FYE 31 March 2000 as compared to FYE 31 March 1999 was mainly due to:-*
- a. *the effect of pricing policy adopted since the financial year 1998 which resulted in more sales for this financial year;*
 - b. *an increase in demand of gravure inks, offset inks and machineries; and*
 - c. *the commencement of the business of Toyo (Penang) which contributed revenue of RM2,674,312 to TIGB Group.*

The increase in TIGB Group's consolidated revenue for FYE 31 March 2001 as compared to FYE 31 March 2000 was mainly due to increase of revenue in TPPSB which was the result of promotion of new type of machinery into the market by selling at a promotional price, i.e. at a discount.

The decrease in TIGB Group's consolidated revenue for FYE 31 March 2002 as compared to FYE 31 March 2001 was mainly due to the decrease in sales of machineries in TPPSB and sales of gravure inks in TDNSB.

The increase in TIGB Group's consolidated revenue for FYE 31 March 2003 as compared to FYE 31 March 2002 was mainly due to the increase in sales of the machineries and printing consumables in TPPSB as well as the increase in revenue of Toyo (Perak).

- (vi) *The increase in PBT margin for FYE 31 March 2000 as compared to FYE 31 March 1999 was mainly due to the increase in gross profit margin for gravure inks and offset inks in TDNSB resulted from effective cost control measures.*

The decrease in PBT margin for FYE 31 March 2001 as compared to FYE 31 March 2000 was mainly due to the promotional price introduced by TPPSB which has resulted in a decrease in gross profit margin.

The significant increase in PBT margin for FYE 31 March 2002 as compared to FYE 31 March 2001 was mainly due to:-

- a. *TPPSB has cut down the sales volume of machineries, which has lower gross profit margin and increased the sales volume of printing consumables, which has higher gross profit margin;*
- b. *increase in the sales of flexographic inks from TISB which contributed higher gross profit margin;*
- c. *export sales from TISB, which contributed higher gross profit margin than those sold locally;*
- d. *the result of rationalisation of TISB's product mix and customer base;*
- e. *TISB has obtained an exemption of import duties from the Ministry of Finance Malaysia ("MOF") for one of its raw materials, which resulted in a lower cost of production that translated to a higher profit margin; and*
- f. *the results of TIGB Group's effort to control their manufacturing overheads.*

The decrease in PBT margin for FYE 31 March 2003 as compared to FYE 31 March 2002 was mainly due to an increase in prices of certain raw materials, staff costs and certain selling expenses coupled with the bad debts written off and allowance for doubtful debts amounting to RM1,757,540 as a result of global economic uncertainty which affects the liquidity of certain customers. However, the decrease in PBT margin is mitigated by the reduction in depreciation charge for plant and equipment.

- (vii) *There were no significant variation between the effective tax rate and the statutory tax rate for FYE 31 March 2001, 2002 and 2003.*

2. INFORMATION SUMMARY (cont'd)

No taxation based on the results for FYE 31 March 1999 was provided as in accordance to the tax legislation, chargeable income earned during the financial year was waived from taxation. The effective tax rate of 5% was in respect of provision of deferred taxation in TISB.

The higher TIGB Group's effective tax rate applicable to FYE 31 March 2000, was mainly due to the adjustment of provision of deferred taxation and provision of taxation for the previous financial year, especially in TISB and TPPSB.

- (viii) *The proforma gross EPS has been calculated based on the proforma PBT divided by the number of ordinary shares assumed to be in issue following the Acquisition of TISB Group.*

The proforma net EPS has been calculated based on the proforma PAT after minority interest divided by the number of ordinary shares assumed to be in issue following the Acquisition of TISB Group.

- (ix) *The proforma fully diluted gross EPS has been calculated based on the proforma PBT divided by the number of ordinary shares upon listing of TIGB.*

The proforma fully diluted net EPS has been calculated based on the proforma PAT after minority interest divided by the number of ordinary shares upon listing of TIGB.

- (x) *No dividend has been declared or paid by TIGB and Toyo (Penang) for the financial years under review. The dividends declared and paid by TISB, TPPSB, TDNSB and Toyo (Perak) for the financial years under review can be referred to in section 4 of the Accountants' Report set out in Section 16 of this Prospectus.*

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2. INFORMATION SUMMARY (cont'd)**2.5 PROFORMA CONSOLIDATED BALANCE SHEETS**

The proforma summary consolidated balance sheets of TIGB as at 31 March 2003, on the assumptions that the following events had been completed on that date, is set out below:

	Company as at 31 March 2003 RM	Proforma 1 Group After Acquisition of TISB Group RM'000	Proforma 2 Group After Proforma 1 and Rights Issue RM'000	Proforma 3 Group After Proforma 2, Offer for Sale and Public Issue RM'000
ASSETS				
Property, plant and equipment	-	16,981	16,981	16,981
Investment in associated company	-	683	683	683
Goodwill on consolidation	-	105	105	105
	-	17,769	17,769	17,769
CURRENT ASSETS				
Inventories	-	9,109	9,109	9,109
Trade receivables	-	17,039	17,039	17,039
Other receivables, prepayments and deposits	-	2,334	2,334	2,334
Fixed deposits with a licensed bank	-	13	13	13
Cash and bank balances	2	965	6,965	12,365
	2	29,460	35,460	40,860
CURRENT LIABILITIES				
Trade payables	-	5,862	5,862	5,862
Other payables, accruals and deposits	49,712	542	542	542
Amount owing to associated company	-	35	35	35
Hire purchase creditors	-	19	19	19
Bank borrowings (secured)	-	6,237	6,237	6,237
	49,712	12,695	12,695	12,695
NET CURRENT (LIABILITIES) / ASSETS	(49,710)	16,765	22,765	28,165
	(49,710)	34,534	40,534	45,934
FINANCED BY:-				
Share capital	2	29,000	35,000	40,000
Share premium	-	2,612	2,612	3,012
Reserve on consolidation	-	984	984	984
Accumulated loss	(49,712)	(50)	(50)	(50)
Shareholders' (Deficit) / Equity	(49,710)	32,546	38,546	43,946
Minority interest	-	1,637	1,637	1,637
Long term and deferred liabilities:				
Hire purchase creditors	-	3	3	3
Bank borrowings (secured)	-	78	78	78
Deferred taxation	-	270	270	270
Total long term and deferred liabilities	-	351	351	351
	(49,710)	34,534	40,534	45,934
Net tangible (liabilities) / assets	(49,710)	32,441	38,441	43,841
Net tangible (liabilities) / assets per share (RM)	(24,855)	1.12	1.10	1.10

Notes to the Proforma Consolidated Balance Sheets are set out Section 15.12 of this Prospectus.

2. INFORMATION SUMMARY (cont'd)

2.6 AUDIT QUALIFICATION IN THE AUDITED FINANCIAL STATEMENTS FOR THE PAST FIVE (5) FINANCIAL YEARS

None of the audited financial statements of the Company or any of its subsidiary and associated companies are subjected to any qualification throughout the relevant years under review.

2.7 RISK FACTORS

An investment in the ordinary shares to be listed on the KLSE involves a number of risks, some of which (which may not be exhaustive), including market, industry, liquidity, credit, operational, legal and regulatory risks could be substantial and are inherent in the business of the Group.

Investors should rely on their own evaluation in addition to the other information contained in this Prospectus before investing in the IPO Shares that form the subject of this Prospectus. The risk factors that should be considered include, but are not limited to, the following:

- (i) No prior market for TIGB shares
- (ii) Competition
- (iii) Business risks
- (iv) Ownership and control by the substantial shareholders
- (v) Supply and prices of raw materials
- (vi) Political, economic and regulatory considerations
- (vii) The non-existence of long term contracts with customers and suppliers
- (viii) Usage of printing inks and related products in the future
- (ix) Dependence on key personnel
- (x) Distribution rights of printing consumables, equipments and spares
- (xi) Profit forecast
- (xii) Foreign exchange risk
- (xiii) Achievability of forward looking statements
- (xiv) Adequacy of insurance coverage on the TIGB Group's assets
- (xv) Impact of ASEAN Free Trade Area ("AFTA")
- (xvi) Collection of trade debts
- (xvii) Operational risks
- (xviii) Related party transactions / conflict of interest

Please refer to Section 3 for further information concerning the abovesaid risk factors, which should be considered by prospective investors. Investors are advised to carefully consider the risk factors, together with other information contained in this Prospectus before subscribing to any of the IPO Shares, which form the subject of this Prospectus.

2. INFORMATION SUMMARY (cont'd)

2.8 PRINCIPAL STATISTICS RELATING TO THE IPO**2.8.1 Share Capital**

	RM
<i>Authorised</i>	
50,000,000 ordinary shares of RM1.00 each	<u>50,000,000</u>
<i>Issued and fully paid-up as at the date of this Prospectus</i>	
35,000,000 ordinary shares of RM1.00 each	35,000,000
<i>To be issued as fully paid-up pursuant to the Public Issue</i>	
5,000,000 ordinary shares of RM1.00 each	<u>5,000,000</u>
Enlarged issued and paid-up share capital	<u>40,000,000</u>
<i>Offer for Sale</i>	
7,000,000 ordinary shares of RM1.00 each	7,000,000
Offer/issue price per Share	1.40

2.8.2 Class of Shares

There is only one class of shares in TIGB, namely, ordinary shares of RM1.00 each, all of which rank pari passu with one another. The Offer Shares and Public Issue Shares will rank pari passu in all respects with the other existing issued and fully paid-up ordinary shares of the Company, including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of this Prospectus.

Detailed information on the share capital is set out in Section 5 of this Prospectus.

2. INFORMATION SUMMARY (cont'd)

2.8.3 Highlights of the Consolidated Profit Forecast

Financial year ending 31 March	Forecast 2004 RM'000
Revenue	54,468
Consolidated PBT	11,886
Taxation	(3,426)
Consolidated PAT	8,460
Minority interest	(392)
Consolidated PAT after minority interest	8,068
Pre-acquisition profit	(2,689)*
Consolidated PAT after minority interest and pre-acquisition profit	5,379
Weighted average number of Shares in issue ('000)	24,917
Number of enlarged Shares in issue ('000)	40,000
Based on consolidated PAT after minority interest and pre-acquisition profit:	
Gross EPS (sen)	30 ^{(i), (iii)}
Net EPS (sen)	22 ^{(i), (iv)}
Fully diluted gross EPS (sen)	19 ^{(ii), (iii)}
Fully diluted net EPS (sen)	13 ^{(ii), (iv)}
Gross PE Multiple based on the issue price of RM1.40 per Share (times)	4.6 ^{(i), (iii)}
Net PE Multiple based on the issue price of RM1.40 per Share (times)	6.5 ^{(i), (iv)}
Fully diluted Gross PE Multiple based on the issue price of RM1.40 per Share (times)	7.4 ^{(ii), (iii)}
Fully diluted Net PE Multiple based on the issue price of RM1.40 per Share (times)	10.4 ^{(ii), (iv)}
Based on consolidated PAT after minority interest, but before pre-acquisition profit (for illustration purposes only [#]):	
Gross EPS (sen)	46 ^{(i), (v)}
Net EPS (sen)	32 ^{(i), (vi)}
Fully diluted gross EPS (sen)	28 ^{(ii), (v)}
Fully diluted net EPS (sen)	20 ^{(ii), (vi)}
Gross PE Multiple based on the issue price of RM1.40 per Share (times)	3.1 ^{(i), (v)}
Net PE Multiple based on the issue price of RM1.40 per Share (times)	4.3 ^{(i), (vi)}
Fully diluted Gross PE Multiple based on the issue price of RM1.40 per Share (times)	4.9 ^{(ii), (v)}
Fully diluted Net PE Multiple based on the issue price of RM1.40 per Share (times)	7.0 ^{(ii), (vi)}

2. INFORMATION SUMMARY (cont'd)

[#] As the Acquisition of TISB Group is based on the adjusted NTA of TISB Group as at 31 March 2002, it is assumed, for illustration purposes only, that the Acquisition of TISB Group, Rights Issue, Offer for Sale and Public Issue were all completed on 1 April 2002. Hence, there would be no pre-acquisition profit arising therefrom.

Notes:

- * : Computed based on pro-rated four (4) months profit up to the date of the Acquisition of TISB Group as at 1 August 2003.
- (i) : Based on the weighted average issued and paid-up share capital of 24,917,000 Shares.
- (ii) : Based on the enlarged issued and paid-up share capital of 40,000,000 Shares after the Public Issue
- (iii) : Based on the consolidated PBT after minority interest and pre-acquisition profit for the financial year ending 31 March 2004 of RM7,570,000.
- (iv) : Based on the consolidated PAT after minority interest and pre-acquisition profit for the financial year ending 31 March 2004 of RM5,379,000.
- (v) : Based on the consolidated PBT after minority interest and before deducting pre-acquisition profit for the financial year ending 31 March 2004 of RM11,355,000.
- (vi) : Based on the consolidated PAT after minority interest and before deducting pre-acquisition profit for the financial year ending 31 March 2004 of RM8,068,000.

Detailed information on the consolidated profit forecast of the TIGB Group is set out in Section 15.6 of this Prospectus.

2.8.4 Dividend Forecast

The forecast dividend for the financial year ending 31 March 2004 is as follows:-

	Forecast
Financial year ending 31 March 2004	
Gross dividend per Share (sen)	6.00
Net dividend per Share (sen)	4.32
Gross dividend yield based on the offer/issue price of RM1.40 per Share (%)	4.29
Net dividend yield based on the offer/issue price of RM1.40 per Share (%)	3.09
Net dividend cover (times)	4.67

Further information on the dividend forecast of TIGB is set out in Section 15.9 of this Prospectus.

2.8.5 Proforma Consolidated NTA

Proforma Consolidated NTA (RM'000) (after deducting estimated listing expenses of RM1,600,000)	43,841
Group Proforma Consolidated NTA per share (RM) (based on enlarged issued and paid-up share capital of 40,000,000 Share after the IPO)	1.10
Issue Price per ordinary share of RM1.00 each (RM)	1.40

Detailed calculation of the Proforma Consolidated NTA is set out in Section 15.11 of this Prospectus.

2. INFORMATION SUMMARY (cont'd)**2.9 UTILISATION OF PROCEEDS**

The Rights Issue and Public Issue are expected to raise gross proceeds of RM13.0 million for the TIGB Group whilst none of the gross proceeds of the Offer for Sale will be receivable by TIGB as the gross proceeds of the Offer for Sale amounting to RM9.8 million will accrue entirely to the Offerors. The summary of the utilisation of the proceeds of the Rights Issue and Public Issue is as follows:-

Purposes	RM'000
Construction of new warehouse and factory cum office	6,000
Acquisition of new machineries and laboratory equipments	3,207
Working capital	2,193
Estimated listing expenses	1,600
Total	13,000

Further details on the utilisation of proceeds are set out in Section 6.6 of this Prospectus.

2.10 MATERIAL LITIGATIONS

As at 12 September 2003, being the latest practicable date prior to the printing of this Prospectus, neither TIGB nor any of its subsidiary or associated companies is engaged in any material litigations either as plaintiff or defendant which has a material effect on the financial position of the Group and the Directors of the Company and its subsidiary and associated companies have no knowledge of any proceedings pending or threatened against the Company and its subsidiary or associated companies or of any facts likely to give rise to any proceedings which might materially affect the position and business of the Company and/or its subsidiary and associated companies.

2.11 CAPITAL COMMITMENTS

As at 12 September 2003, being the latest practicable date prior to the printing of this Prospectus, save for the purchase of a new property in the state of Johor, construction of new warehouse and factory cum office and purchase of new machineries and laboratory equipments amounting to RM9.612 million of which details are set out in Section 15.4(iii), there are no material commitment for capital expenditure incurred or known to be incurred by TIGB or its subsidiary or associated companies which may have substantial impact on the results of the position of the Group.

2.12 BORROWINGS

As at 12 September 2003, being the latest practicable date prior to the printing of this Prospectus, the TIGB Group has total borrowings amounting to RM4,882,100, all of which are interest bearing. Save as disclosed above, the Group does not have any other loan capital outstanding or created but unissued, mortgages or charges outstanding on that date.

2.13 CONTINGENT LIABILITIES

As at 12 September 2003, being the latest practicable date prior to the printing of this Prospectus, save for TISB which is the corporate guarantor for two (2) credit facilities granted to TPPSB and one (1) credit facility granted to TDNSB amounting to RM9,000,000 and RM3,375,000 respectively, the Directors of TIGB are not aware of any contingent liabilities which, upon becoming enforceable, may have a material impact on the profit or net assets value of the Group.

Details of the material litigations, capital commitment, borrowings and contingent liabilities are set out in Section 15.4 of this Prospectus.